

ALTO SANITARY DISTRICT

RESOLUTION NO. 2016-05

**RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED
\$38,000,000 PRINCIPAL AMOUNT OF SEWERAGE AGENCY OF SOUTHERN
MARIN REVENUE BONDS, SERIES 2016, APPROVING THE FORM AND
AUTHORIZING EXECUTION OF A FINANCING AGREEMENT AND
AUTHORIZING ACTIONS RELATED THERETO**

RESOLVED, by the Board of Directors (the "Board") of the Alto Sanitary District (the "District"), as follows:

WHEREAS, Sewerage Agency of Southern Marin (the "Agency") is a joint exercise of powers authority formed in 1979 pursuant to Chapter 5 of Division 7 of Title 1 of the California Government Code (the "Act") and that certain Restated Joint Exercise of Powers Agreement, dated as of June 1, 1979, restated as of January 27, 2000 (the "JPA Agreement"), by and among the District, the Almonte Sanitary District, the Homestead Valley Sanitary District, the City of Mill Valley, the Richardson Bay Sanitary District and the Tamalpais Community Services District (collectively, the "Members"), to consolidate the wastewater collection, treatment, water reclamation and disposal needs of residents in southern Marin County, California;

WHEREAS, the Agency has determined at this time, due to prevailing interest rates in the municipal bond market and for other reasons, to (a) refund the outstanding Sewerage Agency of Southern Marin (Marin County, California) Revenue Bonds, Series 2012, and (b) finance improvements to the wastewater treatment facilities of the Agency, as described in the Master Plan, dated December 2014, prepared for the Agency by Carollo Engineers (the "Project"), including the prepayment of the Agency's outstanding \$2,165,000 Sewerage Agency of Southern Marin (Marin County, California) 2015 Bond Anticipation Notes, issued to finance certain preliminary expenses of the Project;

WHEREAS, Article 4 (commencing with section 6584) of the Act and the JPA Agreement authorize the Agency to issue its revenue bonds for such purpose;

WHEREAS, to that end, the Agency has determined to issue its Sewerage Agency of Southern Marin (Marin County, California) Revenue Bonds, Series 2016, in an amount not to exceed \$38,000,000 (the "Bonds"), pursuant to an indenture of trust, by and between the Agency and The Bank of New York Mellon Trust Company, N.A., as trustee;

WHEREAS, the Bonds will be secured primarily by payments made by the Members to the Agency under and pursuant to the JPA Agreement and separate financing agreements by and between the Agency and each Member; and

WHEREAS, the Board has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the District;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

SECTION 1. Approval of Bonds. The Board hereby approves the issuance of the Bonds by the Agency.

SECTION 2. Approval of Financing Agreement. The Bonds will be secured by a pledge of the net revenues of the Agency's sewer enterprise, supported by payments made by the Members to the Agency under and pursuant to the JPA Agreement and separate financing agreements by and between the Agency and each Member. The Board hereby approves a financing agreement by and between the Agency and the District (the "Financing Agreement") in the form on file with the Secretary, together with such additions thereto and changes therein as the Chairman or the General Manager shall deem necessary, desirable or appropriate, the execution of which by the District shall be conclusive evidence of the approval of any such additions and changes. The Chairman or the General Manager, each acting alone, are hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest to, the final form of the Financing Agreement for and in the name and on behalf of the District. The Board hereby authorizes the delivery and performance of the Financing Agreement.

SECTION 3. Official Actions. The Chairman, the General Manager, the Secretary and any and all other officers of the District are hereby authorized and directed, for and in the name and on behalf of the District, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the transactions as described herein.

SECTION 4. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

I, the undersigned Secretary of the Alto Sanitary District, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the District at a meeting thereof on the 10 day of September 2016, by the following vote of the members thereof:

AYES: 5 S. Bransgrove, T. Gates, J. Bosanko, P. Femenia,

NOES: Ø R. Garner

ABSTAIN: Ø

ABSENT: Ø

Pedro Femenia
Secretary