

**RESOLUTION NO. 6 - 14**

RESOLUTION OF THE GROVELAND COMMUNITY SERVICES DISTRICT DIRECTING STAFF TO PROCEED WITH PLANNING FOR THE ISSUANCE OF REFUNDING WASTEWATER OBLIGATIONS AND APPOINTING A FINANCING TEAM IN CONNECTION THEREWITH

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 to sell and purchase its property to finance and refinance public capital improvements, including improvements to the District's wastewater system (the "Enterprise"); and

WHEREAS, the District has expressed interest in the issuance of refunding obligations (the "Obligations") to refinance that certain Installment Sale Agreement, dated June 20, 2007, between LaSalle Bank National Association and the District (the "Prior Obligation"), executed in connection with the Enterprise; and

WHEREAS, the Board of Directors desires to direct staff to pursue the steps necessary to issue the Obligations, to appoint Crews & Associates, Inc., as underwriter or placement agent, and Nossaman LLP, as bond counsel, for the offering of the Obligations.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE GROVELAND COMMUNITY SERVICES DISTRICT AS FOLLOWS:

SECTION 1. Direction to Staff. The General Manager and all other employees of District are hereby authorized and directed to take such actions as are necessary or appropriate to provide for the issuance of the Obligations, and, at such time as determine appropriate, to present to this Board all resolutions and documents necessary in connection therewith. Nothing in this Resolution shall in any way commit the District to issue any Obligations, and the District is under no obligation to go forward with issuance of the Obligations unless satisfactory terms are presented to the District.

SECTION 2. Approval of Consultants. The Board of Directors hereby appoints the firm of Crews & Associates, Inc., as underwriter or, if it is determined a private placement of the Obligations will provide increased benefits, as placement agent, and Nossaman LLP, as bond counsel, in connection with the proposed issuance of the Obligations. The Board hereby authorizes and directs the President of the Board or the General Manager to execute and deliver an agreement with said firms for their respective services, provided that any and all compensation to such firm under the agreement is payable solely from the proceeds of the Obligations.

SECTION 3. Other Acts. 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, which in consultation with District Counsel and Nossaman LLP, special counsel, they may deem necessary or advisable in order to effectuate the purposes of this Resolution, and any and all such actions previously taken by such Officers or staff members are hereby ratified and confirmed.

SECTION 4. Effective Date. This Resolution shall take effect upon adoption.

PASSED, APPROVED AND ADOPTED this 7th day of April, 2014, by the following vote:

AYES: Three

NOES: None

ABSENT: Director Armstrong, Director Perreira

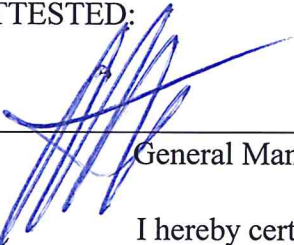
ABSTAIN:

**GROVELAND COMMUNITY SERVICES**

**DISTRICT**

  
\_\_\_\_\_  
President Robert Swan

ATTESTED:

  
\_\_\_\_\_  
General Manager

I hereby certify that the above Resolution No. 6 - 14 was duly introduced, read and adopted by the District at a regular meeting held on April 7, 2014.

  
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General Manager