

**RESOLUTION NO. 6-14**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE GROVELAND COMMUNITY SERVICES DISTRICT AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$4,150,000 PRINCIPAL AMOUNT OF WATER REVENUE REFUNDING BONDS, SERIES 2014, AUTHORIZING AND DIRECTING EXECUTION OF AN INDENTURE OF TRUST AND A BOND PURCHASE CONTRACT, AUTHORIZING THE SALE OF BONDS, APPROVING AN OFFICIAL STATEMENT AND PROVIDING OTHER MATTERS PROPERLY RELATING THERETO**

**WHEREAS**, the Groveland Community Services District (the "District") is a community services district duly organized and validly existing under and by virtue of the Constitution and laws of the State of California, and is authorized pursuant to Articles 10 and 11, Division 2, Title 5 (commencing with Section 53570) of the California Government Code, as amended (the "Refunding Law") to borrow money for the purpose of refinancing indebtedness of the District; and

**WHEREAS**, the District has determined that it is in the interests of the District at this time to provide for the refinancing of its obligations relating to an installment sale agreement, dated as of May 18, 2007 (the "Prior Obligations"), between the District and LaSalle Bank National Association (the "Seller"); and

**WHEREAS**, the current assignee of the Seller is willing to waive the restriction on prepayment of the Prior Obligations and the prepayment penalty; and

**WHEREAS**, in order to provide funds to refinance the Prior Obligations, the District proposes to issue its Groveland Community Services District Water Revenue Refunding Bonds, Series 2014, in the aggregate principal amount of not to exceed \$4,150,000 (the "Bonds"), pursuant to an Indenture of Trust (the "Indenture"), currently dated as of February 1, 2014 between the District and a trustee to be selected as set forth herein (the "Trustee"); and

**WHEREAS**, the District proposes to sell the Bonds to Crews & Associates, Inc. (the "Underwriter") for offer and sale by the Underwriter to members of the general public, and in connection with the offering of the Bonds, the District has caused to be prepared an Official Statement describing, among other things, the District, the Indenture, the Net Revenues and the Bonds, a preliminary form of which is on file with the Secretary of the District; and

**WHEREAS**, the District anticipates that the Bonds will be sold pursuant to the Purchase Contract (the "Purchase Contract") to be dated the date of sale, between the District and the Underwriter; and

**WHEREAS**, the District has duly considered such transactions, including, without limitation, the Indenture, the Purchase Contract and the Official Statement, and wishes at this time to approve said transactions in the public interests of the District.

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

**Section 1.** Issuance of Bonds; Approval of Indenture. The findings set forth in the recitals hereof are true and correct. The District hereby authorizes the issuance of the Bonds under and pursuant to the Refunding Law and the Indenture in the aggregate principal amount of not to exceed \$4,150,000 for the purposes hereinbefore described. The District hereby approves the Indenture in substantially the form on file with the Secretary together with any additions thereto or changes therein deemed necessary or advisable by the President, the Vice President or the General Manager, or their authorized representatives (collectively, the "Authorized Officers"), upon consultation with District Counsel and Nossaman LLP ("Bond Counsel"), including selection of the Trustee, whose execution thereof shall be conclusive evidence of the approval of any such additions and changes. Each of the Authorized Officers are hereby authorized and directed to execute the final form of the Indenture for and in the name and on behalf of the District. The District hereby authorizes the delivery and performance of the Indenture, provided that the present value savings generated by the Bonds are at least 3.00%, the final maturity of the Bonds does not exceed the final maturity of the Prior Obligations, and the principal amount does not exceed \$4,150,000.

**Section 2.** Purchase Contract; Authorization of Private Placement. The District hereby authorizes the sale of the Bonds to the Underwriter pursuant to and in accordance with the Purchase Contract, in substantially the form on file with the Secretary together with any additions thereto or changes therein approved by Authorized Officers, the execution thereof to be conclusive evidence of such approval. The District hereby delegates to each of the Authorized Officers, the District to accept an offer from the Underwriter to purchase the Bonds from the District pursuant to the Purchase Contract.

In the event the General Manager determines that the District can achieve preferable results through a private placement of the Bonds, the District shall enter into a private placement agreement (the "Placement Agent Agreement") with Crews & Associates, Inc., as placement agent (the "Placement Agent"), and a Purchase Contract with the purchaser or purchasers of the Bonds. An Authorized Officer is hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Placement Agent Agreement and such Purchase Contracts, in substantially the form approved by counsel to the District and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof, subject to the same limitations set forth above in this Section.

**Section 3.** Approval of Continuing Disclosure Agreement. The form of Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), between the District and the Trustee, acting as dissemination agent, as presented to this meeting is hereby approved. An Authorized Officer is hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Continuing Disclosure Agreement, in substantially the form presented to this meeting, with such changes therein as such Authorized Officer may require or approve, with the advice and approval of District Counsel and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4. Official Statement.** The District hereby approves the preparation of, and hereby authorizes the Authorized Officers to deem final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, except for permitted omissions, a preliminary form of Official Statement describing the Bonds. Distribution of such preliminary Official Statement to prospective purchasers of the Bonds is hereby approved. Each of the Authorized Officers are hereby authorized to execute the final form of the Official Statement, on behalf of the District, including as it may be modified by such additions thereto and changes therein as the Authorized Officers shall deem necessary, desirable or appropriate, and the execution of the final Official Statement by the Authorized Officers shall be conclusive evidence of the approval of any such additions and changes. The District hereby authorizes the distribution of the final Official Statement by the purchaser of the Bonds.

**Section 5. Official Action.** The officers and staff 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 negotiations for selection of the Trustee, purchase of bond insurance resulting in present value savings and execution and delivery of any and all assignments, certificates, requisition, agreements, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance, sale and delivery of the Bonds.

**Section 6. Effective Date.** This Resolution shall take effect immediately upon adoption.

PASSED, APPROVED AND ADOPTED this 3rd day of February, 2014, by the following vote:

AYES: Directors Carter, Perreira, Swan, and Wemmer

NOES:

ABSENT: Director Armstrong

ABSTAIN:

**GROVELAND COMMUNITY SERVICES  
DISTRICT**

  
\_\_\_\_\_  
President

ATTESTED:

  
\_\_\_\_\_  
District Secretary

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 February 3, 2014.

  
District Secretary