



RESOLUTION NO.

OF THE BOARD OF SUPERVISORS OF THE COUNTY OF EL DORADO

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
SPECIAL TAX BONDS AND APPROVING AND AUTHORIZING
FORMS OF A SUPPLEMENT TO FISCAL AGENT AGREEMENT,
PRELIMINARY OFFICIAL STATEMENT AND BOND PURCHASE
AGREEMENT AND AUTHORIZING ADDITIONAL ACTIONS IN
CONNECTION THEREWITH FOR COMMUNITY FACILITIES
DISTRICT NO. 2014-1 (CARSON CREEK)**

WHEREAS, this Board has conducted proceedings under and pursuant to Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing at Section 53311 of the California Government Code (the "Act"), to form Community Facilities District No. 2014-1 (Carson Creek) (the "CFD"), and, for the CFD to authorize the levy of special taxes upon the land within the CFD, and to issue bonds secured by such special taxes the proceeds of which were used to finance certain public facilities (the "Facilities"), all as described in those proceedings; and

WHEREAS, this Board heretofore authorized, issued, sold and delivered its \$12,850,000 original principal amount of County of El Dorado Community Facilities District No. 2014-1 (Carson Creek) Special Tax Bonds Series 2016 (the "2016 Bonds") pursuant to a Fiscal Agent Agreement dated as of September 1, 2016 by and between the County and The Bank of New York Mellon Trust Company, N.A. (the "Original Fiscal Agent Agreement") to finance facilities necessary for development of property within the CFD; and

WHEREAS, this Board now wishes to provide for the issuance of Special Tax Bonds (the "2018 Bonds" as described below) in one or more series for the CFD pursuant to a Supplemental Agreement No. 1 to Fiscal Agent Agreement (the "First Supplement" and together with the Original Fiscal Agent Agreement, the "Fiscal Agent Agreement") to finance additional authorized facilities for the CFD, and there have been submitted to this Board certain documents described below providing for the issuance of the 2018 Bonds and the use of the proceeds of those bonds, and this Board with the aid of its staff, has reviewed the documents and found them to be in proper order and appropriate to be executed and delivered for the purpose intended; and

WHEREAS, the County proposes to sell the 2018 Bonds to Stifel, Nicolaus & Company, Incorporated (the "Underwriter") pursuant to the terms of a Bond Purchase Agreement by and between the County and the Underwriter, and the Underwriter proposes to offer the 2018 Bonds to the investing public by means of a Preliminary Official Statement which includes a form of continuing disclosure undertaking (the "Continuing Disclosure Undertaking") with respect to the 2018 Bonds, and the Board has reviewed the Bond Purchase Agreement, Official Statement and Continuing Disclosure Undertaking and found each such document to be in proper order, and now desires to approve each such document and authorize related documents and actions in connection with the issuance and sale of the 2018 Bonds; and

WHEREAS, it appears that each of said documents and instruments which are now before this meeting is in appropriate form and is an appropriate document or instrument to be executed and delivered for the purpose intended; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the 2018 Bonds and the levy of the special taxes as contemplated by this resolution and the documents referred to herein exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act; and

NOW, THEREFORE, IT IS HEREBY RESOLVED as follows:

SECTION 1. Findings. This Board finds and determines that (i) it is prudent in the management and development of land in the County and the CFD to issue the 2018 Bonds to finance CFD authorized facilities and providing moneys for the construction and acquisition of improvements within the CFD, (ii) the 2018 Bonds and the CFD are substantially in compliance with the County's adopted Rules and Procedures of the Assessment and Community Facilities District Screening Committee, and (iii) the value of the real property within the CFD subject to the special tax to pay debt service on the 2018 Bonds, based on assessed values (as confirmed by a draft of an appraisal by an independent appraiser hired by the County for the purpose of determining such value), is at least three times the outstanding prior bonds and the proposed principal amount of the 2018 Bonds proposed to be issued and secured by a special tax levied pursuant to the Act on property within the CFD.

SECTION 2. Law Applicable. For the purposes of these proceedings in and for the CFD, the Act shall be the authority for the issuance of the 2018 Bonds.

SECTION 3. Bonds Authorized. Pursuant to the Act, this Resolution and the First Supplement to the Fiscal Agent Agreement, the 2018 Bonds (as hereafter defined) of the County for the CFD are hereby authorized to be issued on the earliest date from the date hereof as the County Administrative Officer (including any person serving as Interim or Acting County Administrative Officer), the Auditor-Controller, County Counsel or any other person duly authorized by the Board of Supervisors determines appropriate.

The County currently contemplates issuing a series of the bonds of the County for the CFD designated "County of El Dorado, Community Facilities District No. 2014-1 (Carson Creek), Special Tax Bonds, Series 2018" (the "2018 Bonds") in an aggregate principal amount not to exceed \$20,000,000 and secured on a parity basis to the 2016 Bonds.

SECTION 4. Supplement to Fiscal Agent Agreement. The proposed form of the First Supplement with respect to the 2018 Bonds, in the form on file with the Board Clerk is hereby approved. The date, manner of payment, interest rate or rates, interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms of the 2018 Bonds shall be as provided in the First Supplement as finally executed. The County Administrative Officer (including any person serving as Interim or Acting County Administrative Officer), the Auditor-Controller, County Counsel or any other person duly authorized by the Board of Supervisors or such other official of the County as may be designated by any such official (each an "Authorized Officer") are hereby separately authorized and directed to execute and deliver the First Supplement in substantially the form on file with the Board Clerk, with such additions thereto or changes therein as are approved by the Authorized Officer upon consultation with County's bond counsel, including but not limited to such additions or changes as are necessary or advisable to permit the timely issuance, sale and delivery of the 2018 Bonds. The approval of such additions or changes shall be conclusively evidenced by the execution and delivery of the documents and instruments herein specified by the Authorized Officer and the 2018 Bonds shall be in the principal amount, denominations, mature, be payable at the place and in the priorities and bear interest at the rates as set forth in and otherwise as provided in the First Supplement as finally executed. The terms and provisions of the First Supplement as finally executed are incorporated herein by reference as if fully set forth herein.

SECTION 5. Bond Preparation and Delivery. Upon completion of the sale thereof, the 2018 Bonds shall be prepared, executed and delivered to the Fiscal Agent for authentication, all in accordance with the terms of the Bond Purchase Agreement approved by this Board.

SECTION 6. Covenant to Foreclose. The County hereby covenants, for the benefit of the Bond owners, to commence and diligently pursue to completion any foreclosure action regarding delinquent installments of any amount levied as a special tax for the payment of interest or principal of the Bonds, said foreclosure action to be commenced and pursued as more completely set forth in the Fiscal Agent Agreements.

SECTION 7. Approval of Official Statement and Continuing Disclosure Undertaking. The Board hereby approves the preliminary Official Statement with respect to the 2018 Bonds, in substantially the form on file with the Board Clerk. Distribution of the preliminary Official Statement by the County and the Underwriter is hereby approved, and, prior to the distribution of the preliminary Official Statement, any Authorized Officer, acting alone or together with any other Authorized Officer, is authorized and directed, on behalf of the County, to deem the preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”). The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by the Authorized Officer executing the same, and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the 2018 Bonds, and each Authorized Officer, each acting alone or together with any other Authorized Officer, is authorized and directed to execute and deliver the final Official Statement for and on behalf of the County, to deliver to the Underwriter a certificate with respect to the information set forth therein and to deliver to the Underwriter the Continuing Disclosure Undertaking in substantially the form on file with the Board Clerk, together with such changes and additions thereto deemed advisable by the Authorized Officer executing the same.

SECTION 8. Approval of Bond Purchase Agreement. The Board hereby approves the Bond Purchase Agreement in substantially the form on file with the Board Clerk. An Authorized Officer is hereby authorized and directed to execute the Bond Purchase Agreement in substantially the form on file with the Board Clerk, together with such changes and additions thereto deemed advisable by the Authorized Officer executing the same, upon consultation with the County’s bond counsel, provided, however, that no additions or changes shall: (a) authorize an aggregate principal amount of 2018 Bonds which would cause bonds issued for the District to be in excess of the authorized bond amount for the District; (b) result in a total interest cost exceeding 5.5% per annum; or (c) result in an underwriter’s discount in excess of 2% of the aggregate principal amount of the 2018 Bonds. Execution and delivery of the Bond Purchase Agreement shall be conclusive evidence of the approval of such changes or additions.

SECTION 9. Negotiated Sale Authorized. The Board hereby finds and determines that a negotiated sale of the 2018 Bonds to the Underwriter as contemplated by the Bond Purchase Agreement will result in a lower overall cost to the County than would a competitively bid sale.

SECTION 10. Actions Authorized. All actions heretofore taken by the officers, employees and agents of the County with respect to the establishment of the CFD and the sale and issuance of the 2018 Bonds are hereby approved, confirmed and ratified, and the Authorized Officers of the County are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the 2018 Bonds in accordance with this resolution, and any certificate, agreement, and other document described in the documents herein approved. All actions to be taken by a specified Authorized Officer as specified herein, may be taken by the Authorized Officer or any designee, with the same force and effect as if taken by such Authorized Officer. This Board hereby determines and directs to be made any reductions in the annual levy of special taxes for the CFD in a manner consistent with that prescribed in the Act as a result of the savings achieved through the issuance of the 2018 Bonds.

SECTION 11. Effectiveness. This resolution shall take effect from and after its adoption. Any previous resolutions in any way inconsistent with the provisions hereof in and for the issuance of the 2018 Bonds as herein described are hereby repealed.

SECTION 12. Certification. The Board Clerk shall certify to the adoption of this resolution and shall cause a certified resolution to be filed in the book of original Resolutions.

PASSED AND ADOPTED by the Board of Supervisors of the County of El Dorado at a regular meeting of said Board, held the _____ day of _____, 20__, by the following vote of said Board:

Attest:
James S. Mitrisin
Clerk of the Board of Supervisors

Ayes:
Noes:
Absent:

By: _____
Deputy Clerk

_____ Chair, Board of Supervisors