



**Town of Discovery Bay
Community Services District**

RESOLUTION NO. 2015-17

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
TOWN OF DISCOVERY BAY, A CALIFORNIA COMMUNITY SERVICES DISTRICT,
AUTHORIZING THE COMMENCEMENT OF PROCEEDINGS
IN CONNECTION WITH THE EXECUTION AND DELIVERY OF WATER AND WASTEWATER
BOND OBLIGATIONS, APPOINTING FINANCIAL ADVISOR, A BOND COUNSEL,
A DISCLOSURE COUNSEL AND AUTHORIZING THE GENERAL MANAGER
TO ENTER INTO CERTAIN AGREEMENTS IN CONNECTION THEREWITH**

WHEREAS, the Town of Discovery Bay Community Services District (the "Town of Discovery Bay") desires and intends to finance the costs of acquiring, constructing, repairing, expanding, modernizing, and/or equipping of its Water and Wastewater Enterprises (collectively, the "Project"); and

WHEREAS, the Town of Discovery Bay intends to finance the acquisition, construction, repairing, expanding, modernizing, and/or equipping of the Project or portions of the Project with the proceeds of the sale of tax-exempt municipal bonds, notes, certificates of participation, or revenue bonds, the interest upon which is excluded from gross income for federal income tax purposes (the "Bonds"); and

WHEREAS, in order to efficiently accomplish the issuance of the Bonds, the Town of Discovery Bay desires to appoint a Financial Advisor, bond counsel and disclosure counsel to provide necessary professional services in connection therewith; and

WHEREAS, the Town of Discovery Bay desires to engage Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business (the "S&P"), to conduct a public rating of the Bonds; and

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE TOWN OF DISCOVERY BAY COMMUNITY SERVICES DISTRICT DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Findings and Determinations. The Board of Directors of the Town of Discovery Bay (the "Board") hereby finds that the above recitals are true and correct. The Board determines that it is necessary and desirable to provide financing for the Project by the issuance and sale of Bonds, subject to authorization of the issuance of the Bonds by resolution of the Town of Discovery Bay at a subsequent meeting to be held for such purpose. This Resolution does not bind the Town of Discovery Bay to make any expenditure, incur any indebtedness or proceed with the Bonds except as otherwise specifically provided herein.

Section 2. Bonds to be Limited Obligations. The Bonds and the interest thereon shall be special limited obligations of the Town of Discovery Bay secured by installment payments (the "Installment Payments") of the Water and Wastewater Enterprises, respectively, in favor of the owners of the Bonds. The Bonds and interest thereon shall not be deemed to constitute a debt or liability of the Town of Discovery Bay within the meaning of any constitutional, statutory, or other limitation or provision and shall not constitute a pledge of the full faith and credit of the Town of Discovery Bay. The issuance of the Bonds shall not directly, indirectly or contingently, obligate the Town of Discovery Bay to levy any form of taxation therefor or to make any appropriation for their payment.

Section 3. Authorized Representatives. The President, Vice-President, General Manager and any other person authorized by the Town of Discovery Bay Board of Directors to act on behalf of the Town of Discovery Bay shall each be an "Authorized Representative" of the Town of Discovery Bay for the purposes of structuring and providing for the issuance of the Bonds.

Section 4. Appointment of Bond Counsel and Financial Advisor. The Weist Law Firm, 108 Whispering Pines Drive, Suite 235, Scotts Valley, CA 95066 is hereby appointed to act as Bond Counsel and Disclosure

Counsel with respect to the Bonds, and is authorized and directed to take any legal action and to prepare and submit to the appropriate parties all proceedings, agreements and other documents as shall be necessary and customary in connection with the issuance of the Bonds.

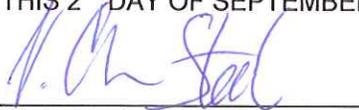
Prager and Co., 1 Maritime Plaza, # 1000, San Francisco, CA 94111 is hereby appointed to serve as Financial Advisor. The duties, responsibilities and fees of the Financial Advisor and Bond Counsel are set forth in separate consulting agreements, each of which have been presented to this Board for consideration, and this Board hereby approves said consulting agreements and authorizes and directs the General Manager to execute and deliver the same on behalf of the Town of Discovery Bay.

Section 5. Approval of Rating Agency Agreement. The General Manager is hereby authorized and directed to request S&P to perform its ratings analysis, and to provide its corresponding rating on the Bonds, in accordance with a services agreement (the "Agreement"). The General Manager is hereby authorized to enter into the Agreement between the Town of Discovery Bay and S&P, and this Board hereby approves and authorizes and directs the General Manager to execute and deliver on behalf of the Town of Discovery Bay.

Section 6. Official Actions. The Authorized Representatives of the Town of Discovery Bay are hereby authorized and directed, to execute the agreements specifically referred to herein and to do and perform any and all acts and things, from time to time, consistent with this resolution and necessary or appropriate to carry the same into effect and to carry out its purposes.

Section 7. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED, APPROVED AND ADOPTED THIS 2nd DAY OF SEPTEMBER 2015.



Chris Steele
Board President

I hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the Town of Discovery Bay Community Services District at a regularly scheduled meeting, held on September 2, 2015, by the following vote of the Board:

AYES: 5
NOES: 0
ABSENT: 0
ABSTAIN: 0


Richard J. Howard
Board Secretary