

RESOLUTION NO. _____
County Center, Santa Rosa
Dated: _____

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE SONOMA COUNTY
WATER AGENCY APPROVING A PRELIMINARY OFFICIAL STATEMENT
AND AUTHORIZING A FINAL OFFICIAL STATEMENT; AUTHORIZING THE
SALE OF BONDS THROUGH COMPETITIVE OR NEGOTIATED SALE;
AUTHORIZING EXECUTION OF A CONTINUING DISCLOSURE
AGREEMENT; AUTHORIZING THE REFINANCING OF PRIOR BONDS;
AUTHORIZING, IF APPROPRIATE, ACQUISITION OF A BOND INSURANCE
POLICY; AND AUTHORIZING CERTAIN DESIGNATED OFFICERS TO DO
ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE TO CARRY
OUT TRANSACTIONS CONTEMPLATED BY THE TWELFTH
SUPPLEMENTAL ORDINANCE.
(4/5 VOTE REQUIRED)**

WHEREAS, the Sonoma County Water Agency ("Sonoma Water") desires to raise funds in order to finance and refinance improvements to Sonoma Water's water transmission system; and

WHEREAS, it is necessary and desirable for Sonoma Water to issue revenue bonds pursuant to Section 30.17 of the Sonoma County Flood Control and Water Conservation District Act (the "Act") in a principal amount not to exceed \$55,000,000 for the following purposes: (a) to finance facilities and improvements to increase the reliability and capacity of the Water Agency's water transmission system, including without limitation any projects set forth in Sonoma Water's "Water Transmission Long Range Financial Plan," as it may be amended from time to time (collectively, the "2026 Improvements"), (b) to refund, in whole or in part, the outstanding bonds of Sonoma Water captioned "Water Revenue Bonds, 2015 Series A" (the "2015 Series A Bonds"), subject to market conditions on the pricing date for the 2026 Bonds, and (c) pay costs of issuing the 2026 Bonds; and

WHEREAS, to that end, the Board of Directors (the "Board") of Sonoma Water has authorized and directed that a public hearing on its Ordinance entitled "Twelfth Supplemental Ordinance Providing for the Issuance of Not to Exceed \$55,000,000 Principal Amount of Sonoma County Water Agency Water Revenue Bonds, 2026 Series A (the "Twelfth Supplemental Ordinance") authorizing the issuance and sale of Sonoma Water's Water Revenue Bonds, 2026 Series A (the "2026 Bonds") be held on April 28, 2026, at 8:30 a.m., or as soon thereafter as practicable, and that notice of the public hearing be published; and

WHEREAS, notice of a public hearing on the Twelfth Supplemental Ordinance was duly published in the Santa Rosa *Press Democrat* on March 26, 2026, and

WHEREAS, a public hearing on the adoption of the Twelfth Supplemental Ordinance was duly held before the Board on April 28, 2026, at 8:30 a.m. or as soon thereafter as practicable; and

WHEREAS, there have been prepared and submitted to the Board forms of:

(a) a proposed form of Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the sale of the 2026 Bonds; and

(b) proposed form of Official Notice of Sale (the "Notice of Sale") in accordance with which bids for the 2026 Bonds will be received if the 2026 Bonds are sold through a competitive sale;

(c) a proposed form of Bond Purchase Agreement (the "Purchase Agreement") pursuant to which the 2026 Bonds will be sold if the 2026 Bonds are sold through a negotiated sale;

(d) a proposed form of Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") between Sonoma Water and Digital Assurance Certification, LLC, as Dissemination Agent, in order to allow the underwriter of the 2026 Bonds to comply with Rule 15c2-12 of the United States Securities and Exchange Commission Rule; and

(e) a proposed form of Escrow Agreement (the "Escrow Agreement") between Sonoma Water and U.S. Bank Trust Company, National Association, acting as escrow agent, in connection with the potential defeasance and refunding of all or a portion of the 2015 Series A Bonds;

WHEREAS, in accordance with Government Code Section 5852.1, the Board has obtained and disclosed the information set forth in Appendix A hereto;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Sonoma County Water Agency, as follows:

1. The Preliminary Official Statement, in the form presented to the Board, is hereby approved. The distribution of the Preliminary Official Statement in connection with the sale of the 2026 Bonds, in such form with such changes, insertions and omissions therein as any of the following officers of Sonoma Water may approve, such distribution being conclusive evidence of such approval, is hereby authorized: the Chairman of the Board, the County Administrator, the Assistant County Administrator, the Treasurer of Sonoma Water, the General Manager of Sonoma Water, and the Auditor-Controller of the County (each an "Authorized Officer").

2. The Notice of Sale, in the form presented to the Board, is hereby approved. The Authorized Officers are hereby authorized and directed to distribute the Notice of Sale, with such changes, insertions and omissions as may be approved by the Authorized Officers, to potential bidders for the 2026 Bonds, and to sell the 2026 Bonds by competitive sale in accordance with the terms thereof. If the Authorized Officers determine to sell the 2026 Bonds pursuant to competitive sale, the Authorized Officers are hereby authorized and directed to publish the required notice of intention to sell the 2026 Bonds as required by Section 53692 of the California Government Code.

3. Notwithstanding the preceding paragraph, if the Authorized Officers determine it is more advantageous to Sonoma Water to sell the 2026 Bonds by negotiated sale, rather than by competitive sale, the Authorized Officers shall select one or more investment banking firms to act as underwriters (the "Underwriters") for the 2026 Bonds, in accordance with the policies and procedures of the County of Sonoma, and to enter into the Purchase Agreement with the Underwriters. The Purchase Agreement, in the form presented to the Board, is hereby approved.

Each Authorized Officer is hereby authorized and directed to execute and deliver the Purchase Agreement with such changes as may be approved by such Authorized Officer, such execution and delivery being conclusive evidence of such approval; provided that the Purchase Agreement shall not be executed by an Authorized Officer if the underwriters' discount (exclusive of original issue discount) exceeds 1.00% of the original principal amount of the 2026 Bonds.

4. The Continuing Disclosure Agreement, in the form presented to the Board, is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement with such changes as may be approved by such Authorized Officer, such execution and delivery being conclusive evidence of such approval.

5. The Escrow Agreement, in the form presented to the Board, is hereby approved. Each Authorized Officer is hereby authorized and directed to execute and deliver the Escrow Agreement with such changes as may be approved by such Authorized Officer, such execution and delivery being conclusive evidence of such approval.

6. Each Authorized Officer is hereby authorized and directed to execute and deliver, on behalf of Sonoma Water, a final Official Statement relating to the 2026 Bonds to be dated as of the date of the sale of the 2026 Bonds, with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by such Authorized Officer, such execution and delivery being conclusive evidence of approval.

7. At the time of sale of the 2026 Bonds, the Authorized Officer awarding the sale of the 2026 Bonds, if sold through competitive sale, or executing and delivering the Purchase Agreement, if sold through a negotiated sale, is hereby authorized and directed to fix the interest rate or rates on the 2026 Bonds, provided that the true interest cost with respect to the 2026 Bonds does not exceed 6.00%, and the original principal amount of the 2026 Bonds does not exceed \$55,000,000. In addition, at the time of sale of the 2026 Bonds, the Authorized Officer awarding the sale of the 2026 Bonds is authorized to determine, upon consultation with Sonoma Water's Municipal Advisor, whether market conditions warrant the refunding of the outstanding 2015 Series A Bonds, provided that such refunding produces positive net present value savings with respect to the 2015 Series A Bonds being refunded. Each Authorized Officer is hereby authorized and directed to approve such other pricing terms and information as is required to complete the transactions contemplated by the Twelfth Supplemental Ordinance and the Notice of Sale or the Purchase Agreement, as applicable, but in all events subject to the terms of the Twelfth Supplemental Ordinance.

8. The Treasurer of Sonoma Water is hereby authorized and directed to obtain municipal bond insurance guaranteeing all or a portion of the payment of principal of and interest on the 2026 Bonds if the Treasurer determines it will result in interest rate savings on the 2026 Bonds.

9. Each Authorized Officer is hereby authorized and directed to execute and deliver any and all other documents and instruments necessary for the issuance and sale of the 2026 Bonds in accordance with the Twelfth Supplemental Ordinance and this resolution, and to do or cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Twelfth Supplemental Ordinance and this resolution, including execution and delivery of any related documents. Any actions previously taken by an Authorized Officer in connection with the issuance of the 2026 Bonds, and the transactions contemplated by the Twelfth Supplemental Ordinance and this resolution, are hereby ratified and confirmed.

11. This resolution shall take effect immediately, provided that the 2026 Bonds shall be issued only upon the effectiveness of the Twelfth Supplemental Ordinance.

Directors:

Rabbitt:	Coursey:	Gore:	Hopkins:	Hermosillo:
Ayes:	Noes:	Absent:	Abstain:	

So Ordered.

**APPENDIX A
REQUIRED DISCLOSURES PURSUANT TO
GOVERNMENT CODE SECTION 5852.1**

The good faith estimates set forth herein are provided with respect to the 2026 Bonds in accordance with California Government Code Section 5852.1. Such good faith estimates have been provided to Sonoma Water by KNN Public Finance, LLC, Sonoma Water's Municipal Advisor.

(A) True Interest Cost of the 2026 Bonds: 3.98%

(B) Finance Charge of the 2026 Bonds (Sum of all fees/charges paid to third parties):
\$511,875.00

(C) Net Proceeds to be Received (net of finance charges, reserves and capitalized interest, if any): \$49,062,444.76.

(D) Total Payment Amount Through Maturity: \$71,349,187.49