
Date: October 20, 2020

Item Number: _____

Resolution Number: _____

☐ 4/5 Vote Required

**Resolution of the Governing Board of the Sonoma County Water and
Wastewater Financing Authority Approving a First Amendment to Installment
Sale Agreement with the Forestville Water District, and Approving Related
Documents and Actions**

Whereas, in 2001, the Sonoma County Water and Wastewater Financing Authority (the “Authority”) and the Forestville County Sanitation District (“FCSD”) entered into an Installment Sale Agreement dated as of October 1, 2001 (the “Original Installment Sale Agreement”), whereby the Authority agreed to sell the certain wastewater system improvements to FCSD and FCSD agreed to purchase those wastewater system improvements from the Authority and to make installment payments therefor; and

Whereas, the installment payments under the Original Installment Sale Agreement secure the payment of debt service on certificates of participation that were purchased and are currently held by the United States Department of Agriculture, Rural Utilities Service (“USDA-RUS”); and

Whereas, through a reorganization completed in 2004, FCSD was dissolved and the Forestville Water District (the “District”) was designated as the successor-in-interest to FCSD; and

Whereas, the District now desires to enter into an installment sale agreement with the California State Water Resources Control Board evidencing a loan (the “State Loan”) that is intended to be payable on a parity with the installment payments under the Original

Installment Sale Agreement, and in order to enter into the State Loan, the District has requested that the Authority enter into an amendment of the Original Installment Sale Agreement, in the form submitted to this meeting (the "First Amendment") to permit the incurrence of additional parity obligations; and

Whereas, the District and the Authority will enter into the First Amendment with the prior written consent of the USDA-RUS; and

Whereas, the Board of Directors of the Authority has duly considered the First Amendment and wishes at this time to approve the First Amendment;

Now, Therefore, Be It Resolved by the board of directors of the sonoma county water and wastewater financing authority, as follows:

Section 1. Approval of First Amendment. The Board of Directors hereby approves the First Amendment in substantially the form on file with the Secretary, together with such additions thereto and changes therein as the Chair, Vice Chair, Executive Director, Treasurer or Secretary or, in their absence, any other member of the Board, or the written designee of any of them (each, a "Designated Officer"), deems necessary, desirable or appropriate upon consultation with bond counsel to the Authority, the execution of which by the Authority shall be conclusive evidence of the approval of any such additions and changes. The Designated Officers, each acting alone, are hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the final form of the First Amendment for and in the name and on behalf of the Authority. The Board hereby authorizes the performance by the Authority of its obligations under the First Amendment.

Section 2. Official Actions. The Designated Officers and any and all other officers of the Authority are hereby authorized and directed, for and in the name of and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all documents and certificates which they, or any of them, may deem necessary or advisable in order to consummate the lawful execution and delivery of First Amendment and the consummation of the transaction as described herein.

Section 3. Effective Date. This resolution shall take effect immediately.

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Date:

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Governing Board:

Rabbitt:

Zane:

Gore:

Hopkins:

Gorin:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.