

RESOLUTION NO. 2012-20

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
PHELAN PIÑON HILLS COMMUNITY SERVICES DISTRICT

AUTHORIZING THE EXECUTION
AND DELIVERY OF THE INSTALLMENT SALE AGREEMENT, CIEDB 12-101, BY AND
BETWEEN THE PHELAN PIÑON HILLS COMMUNITY SERVICES DISTRICT AND THE
CALIFORNIA INFRASTRUCTURE AND ECONOMIC DEVELOPMENT BANK
AND APPROVING
CERTAIN OTHER MATTERS IN CONNECTION THEREWITH

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PHELAN PIÑON
HILLS COMMUNITY SERVICES DISTRICT, AS FOLLOWS:

Section 1. Entry, execution and delivery of the Enterprise Fund Installment Sale Agreement (the "Agreement") proposed to be entered into by the Phelan Piñon Hills Community Services District (the "District") and the California Infrastructure and Economic Development Bank ("CIEDB"), for and on behalf of the District is hereby authorized. As executed and delivered, the Agreement shall be in substantially the form presented at this meeting, with such minor additions thereto or minor changes therein as the officers executing such document shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. The General Manager is hereby authorized and directed, in the name and on behalf of the District, to take any and all steps and to execute and deliver the Agreement and any and all certificates, contracts and other documents which they might deem necessary or appropriate in order to consummate the delivery of the Agreement and otherwise to effectuate the purposes of this resolution; including the execution of a tax certificate, and such actions previously taken by the employees of the District are hereby ratified and confirmed.

Section 3. The Board of Directors of the District (the "Board of Directors") acknowledges that subsequent to the execution and delivery of the Agreement, CIEDB may determine to issue bonds to fund all or a portion of the Facility (as defined in the Agreement) or may issue bonds to finance its ISRF Program (as defined in the Agreement) which may be secured by the District's obligations under the Agreement. In such event, the Board of Directors hereby authorizes the General Manager to execute any necessary documents, as requested by CIEDB, including a new installment sale agreement, so long as such documents are consistent with this resolution and the new installment sale agreement is substantially identical to the terms and conditions of the Agreement.

Section 4. This resolution shall take effect immediately upon adoption.


PASSED, APPROVED and ADOPTED this 5th day of December, 2012, by the following
vote:

Ayes: Roberts, Johnson, Brandon, Fahrlender, Morrissette


Noes:

Absent:

Abstain:

By 
Mark Roberts,
President of the Board

ATTEST

By 
Debbie Bishop
Secretary of the Board of Directors

CERTIFICATION OF RESOLUTION

The undersigned hereby states and certifies:

(1) I am the duly qualified and acting Secretary of the Phelan Piñon Hills Community Services District (the "Purchaser"), and, as such, am familiar with the facts herein certified and am fully authorized to certify the same.

(2) Attached hereto is a true, correct and complete copy of the resolution (the "Resolution") of the governing body of the Purchaser authorizing the execution and delivery of an Enterprise Fund Installment Sale Agreement, dated as of December 3, 2012, by and between the Purchaser and the California Infrastructure and Economic Development Bank adopted on December 5, 2012, at a meeting thereof duly held on the date set forth in such Resolution, of which meeting all of the members of said governing body had due notice and at which a quorum was present and acting throughout.

(3) I further certify that I have carefully compared the attached copy of the Resolution with the original minutes of said meeting on file and of record in my office; that said copy is a true, correct and complete copy of the original Resolution duly adopted by said governing body at said meeting and entered in said minutes; and that said Resolution has not been amended, modified or rescinded since its adoption and is in full force and effect as of the date hereof.

(4) I further certify that in accordance with applicable open meeting laws, the agenda of the meeting contained a brief description of the Resolution to be considered at the meeting, and a copy thereof was posted in accordance with the requirements of such laws, and at least seventy-two (72) hours before the meeting in a location freely accessible to members of the public.

Dated: December 5, 2012

PHELAN PIÑON HILLS COMMUNITY
SERVICES DISTRICT

By Debbie Bishop
Debbie Bishop
Secretary of the Board of Directors