

RESOLUTION NO. 2888-12

**RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WINDSOR
AUTHORIZING PARTICIPATION IN THE
CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY
WATER AND WASTEWATER POOLED FINANCING PROGRAM AND
AUTHORIZING CERTAIN RELATED MATTERS**

WHEREAS, the Town of Windsor (the "Participant") is duly organized and existing under the laws of the State of California (the "Law") and is authorized pursuant to the Law to enter into installment purchase agreements for the purpose of financing and/or refinancing the acquisition and construction of public capital improvements, including the financing and/or refinancing of capital improvements to the Participant's water and wastewater systems (the "Project"); and

WHEREAS, the Participant is a party to that certain Amended and Restated Joint Exercise of Powers Agreement Relating to the California Statewide Communities Development Authority, dated as of June 1, 1998 (the "Agreement") and desires to participate in the California Statewide Communities Development Authority (the "Authority") Water and Wastewater Pooled Financing Program, a part of the Authority's economic development financing programs (the "Program") in order to finance and/or refinance the Project; and

WHEREAS, in order to induce the Authority to undertake the Program and take initial steps toward the issuance of bonds on behalf of the Participant and to provide for certain related matters, the Town Council of the Participant deems it in the best interests of the Participant to adopt this Resolution (the "Resolution");

NOW, THEREFORE, the Town Council of the Town of Windsor does resolve as follows:

Section 1. Participation in the Program. Participation in the Program by the Participant for the financing and/or refinancing of the Project is hereby approved. The Town Manager, the Administrative Services Director or other appropriate officers of the Participant (the "Authorized Officers") are hereby authorized and directed to do any and all things and execute any and all documents necessary to cooperate with and assist the Authority in the preparation of an installment purchase agreement, the form of which shall be approved by the Town Council of the Town of Windsor by subsequent resolution, and all other documentation relating to the Program, any bonds to be issued by the Authority in connection with the Program (the "Bonds"), an indenture relating to the Bonds and any official statement or other offering document relating to the Bonds. All actions contemplated by this Section 1 taken by the Authorized Officers prior to the date of adoption of this Resolution are hereby ratified, confirmed and approved. The Authorized Officers are authorized to substitute a non-profit corporation or joint powers authority for the Authority in connection with the transactions contemplated by this Resolution on the advice of bond counsel.

Section 2. JPA Matters. The Participant hereby approves the Project and the Authority as issuer of the Bonds to finance and/or refinance the Project pursuant to Section 9 of the Agreement.

Section 3. Appointment of Professionals. RBC Capital Markets LLC is hereby confirmed and appointed as the Participant's underwriter in connection with the financing and/or refinancing contemplated by this Resolution. Orrick, Herrington & Sutcliffe LLP is hereby confirmed as the bond counsel in connection with the Bonds.

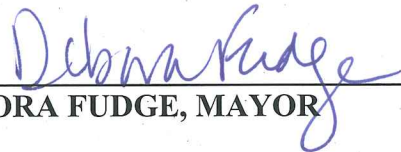
PASSED, APPROVED AND ADOPTED this 15th day of February 2012, by the following vote:

**AYES: COUNCILMEMBERS ALLEN, SALMON, SCHOLAR AND
MAYOR FUDGE**

NOES: NONE

ABSTAIN: NONE

ABSENT: VICE MAYOR GOBLE



DEBORA FUDGE, MAYOR

ATTEST:



MARIA DE LA O, TOWN CLERK