

**OLIVEHURST PUBLIC UTILITY DISTRICT**

**RESOLUTION NO. 2166**

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
OLIVEHURST PUBLIC UTILITY DISTRICT  
AUTHORIZING GENERAL MANAGER TO  
ACCEPT FACILITIES  
(Wheeler Ranch)**

**WHEREAS**, the Board of Directors of Olivehurst Public Utility District has entered into an Acquisition Agreement for certain utility improvements (the "Facilities") constructed by Wheeler Land L.P., and providing for the financing of said Facilities and the acceptance of said Facilities under terms and conditions of the Acquisition Agreement approved on August 8, 2007; and

**WHEREAS**, the Board of Directors has been advised by its General Manager that the water treatment plant constructed by Wheeler Land L.P. has been authorized for operation as part of the District's maintained system by the State of California, Department of Public Health; and

**WHEREAS**, the Board of Directors wishes to delegate to the General Manager the authority to authorize acceptance and operation of the Facilities to be conveyed to the District by Wheeler Land L.P., and, upon receipt of satisfactory confirmation that the terms and conditions of the Acquisition Agreement and other terms and conditions applicable to said acceptance have been completed, to notify Wheeler Land L.P. of acceptance and to operate said Facilities as part of District's maintained system.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of Olivehurst Public Utility District, as follows:

1. The General Manager of the District shall be authorized to notify Wheeler Land, L.P. that the District does accept the conveyance of the Facilities, including the water treatment plant and associated infrastructure and the sewer collector improvements, constructed by Wheeler Land L.P., and to operate said Facilities as part of the District's maintained system.
2. Said action of the General Manager is authorized upon his receipt of: (a) an instrument of conveyance of the foregoing-described Facilities unconditionally conveying them to the District; (2) a release of all claims and causes of actions satisfactory to District's Counsel, by Wheeler Land L.P. against Olivehurst Public Utility District in connection with the claim for damages submitted by Wheeler Land L.P.; (3) confirmation, to the satisfaction of the General Manager, that the Facilities are acceptable for operation and maintenance by Olivehurst Public Utility District and that they received appropriate certifications from the Department of Public Health and other agencies exercising jurisdiction there over; (4) that provision is made, to the satisfaction of the General Manager, for securing any remaining punch list work needed to be done on the water treatment plant and that

appropriate security for the cost thereof has been provided to the District; and (5) that all other agreements and undertakings satisfactory to the General Manager and Counsel have been received.

**BE IT FURTHER RESOLVED** that upon receipt of the foregoing-described assurances to the satisfaction of the General Manager, he shall provide written notification to Wheeler Land L.P. of his acceptance of the facilities on behalf of Olivehurst Public Utility District and take other appropriate actions consistent with the authority of the General Manager to issue will-serve letters, and certificates of occupancy, and other documents confirming the adequacy of the District's utility system to serve new development within the Plumas Lake Specific Plan Areas served by said facilities.

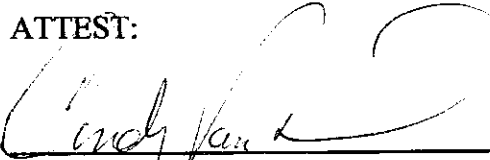
**BE IT FURTHER RESOLVED** that if the foregoing conditions are not made to the reasonable satisfaction of the General Manager, that the General Manager shall not accept the Facilities, shall discontinue operations of the water treatment plant and notify Wheeler Land L.P. that said conveyance is not acceptable at this time until all appropriate measures have been completed.

**PASSED AND ADOPTED this 16<sup>th</sup> day of August 2007.**


OLIVEHURST PUBLIC UTILITY DISTRICT

  
\_\_\_\_\_  
President, Board of Directors

ATTEST:

  
\_\_\_\_\_  
District Clerk & ex-officio Secretary

APPROVED AS TO FORM AND LEGAL  
SUFFICIENCY

  
\_\_\_\_\_  
Jeffrey A. Meith, Legal Counsel

\* \* \* \* \*

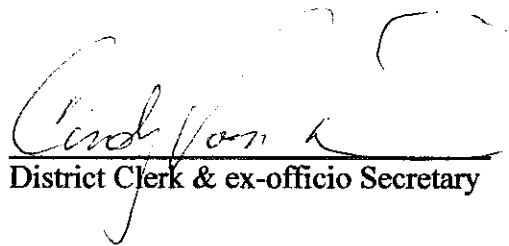
I hereby certify that the foregoing is a full, true and correct copy of a Resolution duly adopted and passed by the Board of Directors of the Olivehurst Public Utility District, Yuba County, California, at a meeting thereof held on the 16<sup>th</sup> day of August, 2007, by the following vote:

AYES, AND IN FAVOR THEREOF : Director Morrison, Miller, Hollis, Patty, and Carpenter.

NOES : None.

ABSTAIN : None.

ABSENT : None.

  
District Clerk & ex-officio Secretary