

RESOLUTION NO. 2331

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
OLIVEHURST PUBLIC UTILITY DISTRICT
WITH RESPECT TO PLUMAS LAKE COMMUNITY FACILITIES DISTRICT
NO. 2002-1 AUTHORIZING THE EXECUTION AND DELIVERY OF A FISCAL
AGENT AGREEMENT, A PLACEMENT AGENT AGREEMENT, AND AN ESCROW
AGREEMENT, AUTHORIZING THE ISSUANCE OF REFUNDING BONDS;
AND AUTHORIZING OTHER ACTIONS RELATED THERETO**

WHEREAS, the Board of Directors (the "Board") of the Olivehurst Public Utility District (the "District") on November 21, 2002, duly adopted its Resolution No. 2037 establishing Olivehurst Public Utility District Plumas Lake Community Facilities District No. 2002-1 (the "CFD") pursuant to the Mello-Roos Community Facilities Act of 1982 (Chapter 2.5, Part 1, Division 2, Title 5 (commencing with Section 53311) of the California Government Code) (the "Act"), for the purpose of financing certain public facilities, including any incidental expenses;

WHEREAS, on November 21, 2002, the qualified electors of the CFD authorized the District to levy special taxes upon the land within the CFD and to issue bonds in the principal amount of not to exceed \$27,000,000 (the "Bonds"), secured by the special taxes, pursuant to the terms of the Act;

WHEREAS, pursuant to such authorization, the District has issued (i) its Plumas Lake Community Facilities District No. 2002-1 Special Tax Bonds, Series 2005, in the aggregate principal amount of \$7,910,000 (the "Series 2005 Bonds"), pursuant to a Fiscal Agent Agreement dated April 1, 2005 (the "2005 Fiscal Agent Agreement"), between the District and U.S. Bank National Association, as fiscal agent (the "Fiscal Agent"), and (ii) its Plumas Lake Community Facilities District No. 2002-1 Subordinate Special Tax Bonds, Series 2008, in the aggregate principal amount of \$3,235,000 (the "Series 2008 Bonds" and, together with the Series 2005 Bonds, the "Prior Bonds"), pursuant to a Fiscal Agent Agreement dated June 1, 2008 (the "2008 Fiscal Agent Agreement" and, together with the 2005 Fiscal Agent Agreement, the "Prior Fiscal Agent Agreements"), between the District and the Fiscal Agent;

WHEREAS, the District has determined to issue refunding bonds pursuant to a new fiscal agent agreement between the District and U.S. Bank National Association, as fiscal agent, to be designated its Plumas Lake Community Facilities District No. 2002-1 Special Tax Refunding Bonds, Series 2018 (the "Refunding Bonds"), to provide funds to refund the Prior Bonds that mature or are subject to mandatory sinking fund redemption on and after September 1, 2019 (the "Refunded Bonds"), which will allow the District to retire all of the Prior Bonds and to discharge its obligations under the Prior Fiscal Agent Agreements;

WHEREAS, the purpose of the refunding is to eliminate the covenant that requires the District to levy the special taxes at their maximum rate and to achieve debt service savings;

WHEREAS, debt service on the Refunding Bonds will be lower than the corresponding debt service on the Prior Bonds in each Bond Year (as defined in the Fiscal Agent Agreement, "Bond Year"), beginning in Bond Year 2019, and, as required by California Government Code section

53362.5, the total interest cost to maturity on the Refunding Bonds plus the principal amount of the Refunding Bonds will not exceed the total interest cost to maturity on the Refunded Bonds plus the principal amount of the Refunded Bonds;

WHEREAS, the conditions of California Government Code sections 53362.5 and 53362.7 will have been satisfied upon the issuance of the Refunding Bonds such that the authorized amount of Bonds will not be reduced by the principal amount of the Refunding Bonds;

WHEREAS, the District has determined that it will not issue any additional bonds for the CFD other than refunding bonds;

WHEREAS, the following documents and proposed agreements relating to the issuance, sale and delivery of the Refunding Bonds, which are incorporated herein by reference, have been presented to the Board for its review and approval:

1. The Fiscal Agent Agreement (the "Fiscal Agent Agreement") between U.S. Bank National Association, as fiscal agent, and the District, pursuant to which the District will issue the Refunding Bonds;
2. The Placement Agent Agreement between the District and Brandis Tallman LLC (the "Placement Agent"), whereby the Placement Agent will arrange the private sale of the Refunding Bonds to a bank or other financial institution;
3. The Escrow Agreement between the District and U.S. Bank National Association, as escrow agent;

WHEREAS, all acts, conditions, and things required by law to exist, to have happened and to have been performed precedent to and in connection with the issuance of the Refunding Bonds and the execution and entering into of the Fiscal Agent Agreement do exist, have happened, and have been performed in regular and due time, form and manner as required by law;

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

Section 1. Recitals. The Board hereby determines that the foregoing recitals are true and correct.

Section 2. Authorization of Officers to Execute and Deliver Documents. The Board hereby authorizes the President of the Board and the General Manager (the "Designated Officers"), and each of them individually, for and in the name of the and on behalf of the District, to approve, execute, and deliver the following agreements and documents:

- (a) the Fiscal Agent Agreement;
- (b) the Placement Agent Agreement;
- (c) the Escrow Agreement;

in substantially the forms presented to the Board at this meeting, which agreements and documents are hereby approved, with such changes, insertions, revisions, corrections, or amendments as shall be approved by the officer or officers executing the agreement or document for the Board of Directors. The execution of the foregoing by a Designated Officer or Officers shall constitute conclusive evidence of such officer's or officers' and the Board's approval of any such changes, insertions, revisions, corrections, or amendments to the respective forms of agreements and documents presented to the Board at this meeting. The date, respective principal amounts of each maturity, the interest rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption, and other terms of the Refunding Bonds, shall be as provided in the Fiscal Agent Agreement as finally executed.

Section 3. Authorization to Issue Bonds. The Board hereby authorizes the issuance of the Refunding Bonds in accordance with the terms of the Fiscal Agent Agreement as finally executed.

Section 4. Authorization of Sale. The Board hereby authorizes the sale of the Refunding Bonds to one or more banks or other financial institutions; provided that the refunding produces on an aggregate basis net present value savings of at least 3.00% (measured against the Prior Bonds) and debt service savings in each Bond Year beginning in Bond Year 2019, as determined by the General Manager. The Designated Officers are hereby authorized and directed to negotiate with the purchaser or purchasers the final terms of the sale and its timing.

Section 5. Execution of Bonds. The Board hereby authorizes and directs its President and District Clerk to execute each of the Refunding Bonds on behalf of the District.

Section 6. Designation of Bond Counsel, Municipal Advisor, and Placement Agent. The Board hereby acknowledges and approves Kronick, Moskovitz, Tiedemann & Girard, A Professional Corporation, as Bond Counsel, Fieldman, Rolapp & Associates, Inc., as Municipal Advisor, and Brandis Tallman LLC as Placement Agent.

Section 7. Disclosure of Specified Financing Information. Pursuant to the requirements of Government Code section 5852.1, the District is required to disclose at a public meeting certain information related to the financing. The Board has obtained from the Municipal Advisor good faith estimates of this required information and hereby discloses the estimates information as shown in Exhibit A attached hereto and incorporated herein by reference.

Section 8. Selection of Fiscal Agent and Escrow Agent. The Board hereby acknowledges and approves U.S. Bank National Association as Fiscal Agent and as Escrow Agent.

Section 9. General Authorization. The Board hereby authorizes and directs the Designated Officers and the District Clerk, and each of them, for and in the name of and on behalf of the District, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to complete the sale, issuance, and delivery of the Refunding Bonds and otherwise to carry out, give effect to, and comply with the terms and intent of this resolution. All actions heretofore taken by such officers and agents that are in conformity with the purposes and intent of this resolution are hereby ratified, confirmed and approved in all respects.

Section 10. Effective Date. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 19th day of July 2018.

OLIVEHURST PUBLIC UTILITY DISTRICT

By: James P. Carpenter
President, Board of Directors

ATTEST:

[Signature]
District Clerk & ex-officio Secretary

**APPROVED AS TO FORM AND
LEGAL SUFFICIENCY:**

Jonathan P. Cristy
Jonathan P. Cristy, Bond 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 19th day of July 2018, by the following vote:

AYES, AND IN FAVOR THEREOF:

NOES:

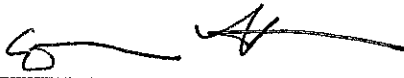
ABSTAIN:

ABSENT:

District Clerk and ex-officio Secretary

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 19th day of July 2018, by the following vote:

AYES, AND IN FAVOR THEREOF : Director Burbank, Carpenter, Floe, and White.
NOES : None.
ABSTAIN : None.
ABSENT : Director Griego



District Clerk & ex-officio Secretary

Exhibit A

Specified Financial Information

The good faith estimates set forth herein are provided with respect to the “Olivehurst Public Utility District, Plumas Lake Community Facilities District No. 2002-1 Special Tax Refunding Bonds, Series 2018” (the “Refunding Bonds”). Such good faith estimates have been provided to the District by Fieldman, Rolapp & Associates, Inc., as municipal advisor to the District. Each estimate is based on the District’s financing plan and current market conditions, including market interest rates prevailing at the time of preparation of the estimate.

Principal Amount. The estimated aggregate principal amount of the Refunding Bonds to be sold is \$7,709,800.

True Interest Cost. The estimated true interest cost of the Refunding Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Refunding Bonds, is 4.00%.

Finance Charge. The estimated finance charge for the Refunding Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Refunding Bonds), is \$170,163.

Amount of Proceeds to be Received. The estimate of the amount of proceeds to be received by the District from the sale of the Refunding Bonds, less the finance charge of the Refunding Bonds, as estimated above, is \$7,539,637 including \$291,028 in a debt service reserve fund. (No capitalized interest is expected to be funded with proceeds of the Refunding Bonds.)

Total Payment Amount. The estimated total payment amount, which means the sum total of all payments the District will make to pay debt service on the Refunding Bonds, plus the finance charge for the Refunding Bonds, as described above, not paid with the proceeds of the Refunding Bonds, calculated to the final maturity of the Refunding Bonds, is \$11,444,040.

The foregoing estimates are good faith estimates only. The actual figures may differ from the estimates owing to (a) differences between assumptions regarding the date of the sale of the Refunding Bonds, the principal amount of Refunding Bonds sold, the amortization of the Refunding Bonds, and market interest rates at the time of sale of the Refunding Bonds and actual facts, (b) other market conditions, (c) changes in the District’s financing plan, or (d) a combination of such factors.