

**SLO COUNTY FINANCING AUTHORITY  
RESOLUTION 2012-01**

18<sup>th</sup> day of April, 2012

PRESENT: Directors Dan Buckshi, Frank Freitas and Chairperson Gere Sibbach

ABSENT: None

RESOLUTION NO. 2012-01

**RESOLUTION APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED  
\$25,000,000 AGGREGATE PRINCIPAL AMOUNT OF SLO COUNTY FINANCING  
AUTHORITY LEASE REVENUE REFUNDING BONDS, 2012 SERIES A, AND  
DIRECTING THE EXECUTION OF CERTAIN DOCUMENTS AND ACTIONS WITH  
RESPECT THERETO**

**WHEREAS**, the County of San Luis Obispo (the "County") is a Member of the SLO County Financing Authority (the "Authority"), a joint exercise of powers authority duly organized and existing under and pursuant to that certain Joint Exercise of Powers Agreement by and between the County of San Luis Obispo Flood Control and Water Conservation District and the County of San Luis Obispo (the "County"), entered into pursuant to the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), and the Authority is authorized pursuant to Article 4 of the Act to borrow money for the purpose of financing the acquisition of bonds, notes and other obligations to provide financing and refinancing for capital improvements of member entities of the Authority; and

**WHEREAS**, in order to finance its existing Government Center, the County has heretofore caused the execution and delivery of the County's Certificates of Participation (New Government Center Project), 2002 Series A, of which \$21,485,000 aggregate principal amount are presently outstanding and subject to prepayment (the "Refunded Certificates"); and

**WHEREAS**, the Authority anticipates that the County will request its assistance in effecting the prepayment of the Refunded Certificates on the next prepayment date therefor, being October 15, 2012, by the issuance of the Authority's Lease Revenue Refunding Bonds, 2012 Series A (the "Refunding Bonds"); and

**WHEREAS**, the Authority wishes to provide for the terms under which the Refunding Bonds would be issued and to appoint or confirm the appointment of various professionals whose services would be needed in connection with the issuance of the Refunding Bonds; and

**WHEREAS**, the forms of the following documents have been presented to and considered at this meeting of the Governing Board of the Authority, to wit:

A. An Indenture of Trust, by and between the Authority and U.S. Bank National Association, as trustee (the "Indenture"); and

B. A form of Bond Purchase Agreement (the "Purchase Agreement"), by and among the Authority, the County and Morgan Keegan & Company, Inc., as Underwriter (the "Underwriter") for the purchase and sale of the Refunding Bonds; and

C. A form of Site Lease, by and between the County and the Authority (the "Site Lease; and

D. A form of Lease Agreement, by and between the Authority and the County (the "Lease Agreement");

**NOW, THEREFORE, BE IT HEREBY RESOLVED, DETERMINED AND ORDERED BY THE GOVERNING BOARD OF THE SLO COUNTY FINANCING AUTHORITY, AS FOLLOWS:**

Section 1. Recitals. The Governing Board of the Authority (the "Board") determines that the foregoing recitals are true and correct. The approvals listed herein are conditioned upon the County's making a request for the assistance of the Authority in effecting the prepayment of the Refunded Certificates and the issuance of the Refunding Bonds by delivery to the Authority of a duly adopted resolution of the Board of Supervisors of the County.

Section 2. Approval of Bond Issuance. The Authority hereby approves the issuance of the Refunding Bonds in the aggregate principal amount of not to exceed \$25,000,000, pursuant to the Indenture, in substantially the form on file with the Secretary of the Authority and presented to the Board at this meeting. Any one of the Chairman, the Vice Chairman or the Secretary of the Authority, and any designee of any of them (collectively, the "Authorized Officers"), is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Indenture, with such insertions and changes as may be approved by the Authorized Officer executing the same, subject to the provisions of this Resolution, such approval to be conclusively evidenced by such execution and delivery.

Section 3. Approval of Bond Purchase Agreement. The Authority hereby authorizes the sale of the Refunding Bonds to the Underwriter, pursuant to and in accordance with the Purchase Agreement, in substantially the form on file with the Secretary of the Authority and presented to the Board at this meeting. Any one of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Purchase Agreement, with such insertions and changes as may be approved by the Authorized Officer executing the same, subject to the provisions of this Resolution, such approval to be conclusively evidenced by such execution and delivery. The Underwriter's discount for the Refunding Bonds shall not exceed 0.7%, exclusive of original issue discount. The Refunding Bonds shall bear interest at rates such that the present value savings from the refunding of the Refunded Certificates shall be no less than 3% of their debt service. The maturity date of the Refunding Bonds shall not extend beyond 31 years from their issuance date.

Section 4. Approval of Form of Preliminary Official Statement. The County and not the Authority, shall be the obligated person with respect to the Refunding Bonds pursuant to Rule 15c2-12, promulgated by the Securities and Exchange Commission.

Section 5. Authority for Bond Issuance. The Authority is specifically authorized hereby to issue the Refunding Bonds under the Marks-Roos Local Bond Pooling Act of the State and to provide for their security, issuance and sale upon terms to be jointly approved by the County and the Authority.

Section 6. Approval of Indenture. The Indenture, substantially in the form presented to and considered by this Board, is hereby approved. Any of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Indenture, with such insertions and changes therein as may be approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by such execution and delivery.

Section 7. Approval of Site Lease. The Site Lease, substantially in the form presented to and considered by this Board, is hereby approved. Any of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Site Lease, with such insertions and changes therein as may be approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by such execution and delivery.

Section 8. Approval of Lease Agreement. The Lease Agreement, substantially in the form presented to and considered by this Board, is hereby approved. Any of the Authorized Officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Lease Agreement, with such insertions and changes therein as may be approved by the Authorized Officer executing the same, such approval to be conclusively evidenced by such execution and delivery.

Section 9. Official Actions. The Authorized Officers, the other officers and employees of the Authority, the members of the Board, Bond Counsel, Public Financial Management, as Financial Advisor, and the other consultants to and agents of the Authority, are each hereby authorized and directed, jointly and severally, to do any and all things and take all actions necessary or desirable to effectuate the transactions contemplated by this Resolution, and to execute such other assignments, agreements, certificates, receipts, endorsements, orders, opinions and other documents in connection with such transactions, including, without limitation, closing documents in connection with the issuance of the Refunding Bonds, and all actions heretofore taken by the officers, employees and agents of the Authority in connection with the issuance of the Bonds are hereby ratified, approved and confirmed in every respect.

Section 10. Certified Copy of Resolution. The County Clerk, acting as Secretary to the Governing Board, is hereby directed to certify a copy of this Resolution promptly following its adoption and to deliver a copy hereof to the County and to Bond Counsel.

*[Remainder of this page intentionally left blank.]*

Section 11. Effective Date. This Resolution shall become effective immediately upon adoption.

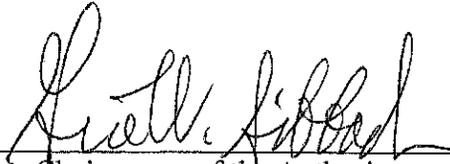
**PASSED AND ADOPTED** by the Governing Board of the SLO County Financing Authority, at a special meeting held this 18th day of April, 2012, at San Luis Obispo, California.

On motion of Freitas, seconded by Buckshi, the foregoing Resolution was duly adopted by the SLO County Financing Authority on April 18, 2012, by the following vote:

AYES: Directors Freitas, Buckshi, Chairperson Sibbach

NOES: None

ABSENT: None

By:   
Chairperson of the Authority

ATTEST:

JULIE L. RODEWALD  
Secretary of the Authority

By:   
Deputy Clerk

APPROVED AS TO FORM  
AND LEGAL EFFECT:

WARREN R. JENSEN  
County Counsel

By:   
Deputy County Counsel

Dated: 4/18/12

STATE OF CALIFORNIA                    )  
                                                  ) ss  
COUNTY OF SAN LUIS OBISPO        )

I, Julie Rodewald, Secretary of the SLO County Financing Authority, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the SLO County Financing Authority, duly and regularly and legally held at the regular meeting place thereof on April 18, 2012, of which meeting all of the members of the governing board of the Authority had due notice and at which a quorum was present.

An agenda of said meeting was posted at least seventy-two (72) hours before said meeting at San Luis Obispo, California, a location freely accessible to members of the public, and a brief general description of said resolution appeared on said agenda.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: April 18, 2012

JULIE L. RODEWALD  
\_\_\_\_\_  
Secretary of the Authority  
By: *CM Christensen*  
Deputy Clerk