

**RESOLUTION NO. SCV-07**

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF THE SANTA CLARITA VALLEY WATER AGENCY  
APPROVING CERTAIN PORTIONS OF AN OFFICIAL STATEMENT  
IN CONNECTION WITH BONDS TO BE ISSUED  
BY THE UPPER SANTA CLARA VALLEY JOINT POWERS AUTHORITY  
AND CONFIRMING CERTAIN POLICIES AND PROCEDURES APPLICABLE  
TO THE SANTA CLARITA VALLEY WATER AGENCY**

**WHEREAS**, pursuant to Senate Bill 634 ("SB634") the Castaic Lake Water Agency (the "CLWA") and Newhall County Water District, were reorganized effective January 1, 2018 as the newly created Santa Clarita Valley Water Agency (the "Agency"); and

**WHEREAS**, pursuant to SB634, Agency is the successor to CLWA and NCWD for, among other matters, all duties, obligations and responsibilities of CLWA and NCWD; and

**WHEREAS**, pursuant to Section 4(j) of SB634, SCVWA has until January 31, 2018 to finalize a plan of dissolution for the Valencia Water Company ("VWC"), 100% of the common stock of which was owned by the former CLWA and is now owned by the Agency, as the successor to CLWA and NCWD; and

**WHEREAS**, on December 28, 2017, the Board of Directors of VWC approved a plan of dissolution of VWC and in connection with such dissolution, certain notes previously issued by VWC (the "VWC Notes") will be required to be refinanced; and

**WHEREAS**, in order to meet the statutory time frame set forth in SB634, the Board of Directors of the former CLWA previously approved documents to refinance the VWC Notes in advance of the effective date of SB634; and

**WHEREAS**, the Agency, as the successor to CLWA and NCWD, has determined to proceed with such refinancing and to approve information to be included in an official statement to be used in connection therewith;

**WHEREAS**, to comply with applicable laws of the State of California (the "State") and federal securities laws, the Agency desires to confirm that certain policies and procedures of the former CLWA as described herein, shall be the policies and procedures of the Agency; and

**NOW, THEREFORE**, the Board of Directors of the Santa Clarita Valley Water Agency hereby finds, determines, declares and resolves as follows:

**SECTION 1.** The preparation and distribution of Appendices A through E of the Preliminary Official Statement (the "Agency Portion"), in substantially the form on file with the Secretary of the Board, is hereby approved, subject to final approval as to form by General Counsel and Stradling Yocca Carlson & Rauth, a Professional Corporation, as bond counsel ("Bond Counsel"). The General Manager is hereby authorized to sign a certificate pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 relating to the Agency Portion of the Preliminary Official Statement; provided however that the General Manager shall sign such certificate only if VWC has delivered to the Agency, a certificate to the effect that

Appendix B to the Preliminary Official Statement, as of its date, does not contain any untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading in any material respect.

The President, Vice Presidents, General Manager and Secretary are hereby authorized and directed to execute, approve and deliver the Agency Portion of the final Official Statement with such changes, insertions and omissions as may be approved by General Counsel and Bond Counsel, said Agency officers' execution being conclusive evidence of such approval. The underwriter named in the Preliminary Official Statement is hereby authorized to distribute copies of the Agency Portion of Preliminary Official Statement to persons who may be interested in the initial purchase of the previously approved Upper Santa Clarita Valley Joint Powers Authority bonds (the "Bonds") and is directed to deliver copies of the final version of the Agency Portion of the Official Statement to all actual initial purchasers of the Bonds.

**SECTION 2.** To comply with laws of the State applicable to public agencies such as the Agency and federal securities laws, the Agency hereby confirms that certain policies and procedures of the former CLWA with respect to the CLWA wholesale water system shall be the policies and procedures of the Agency for purposes of the issuance of the Bonds, which include, but are not limited to, the former CLWA wholesale water system's Investment Policy, Debt Management Policy, Reserve Fund Policy, Derivatives Policy, Disclosure Procedures Policy and Wire Transfer Policy. Notwithstanding the foregoing, the Agency may amend or supplement such policies from time-to-time as necessary or desirable.

The General Manager and Assistant General Managers of the Agency and their designees, in consultation with General Counsel and Bond Counsel, are each hereby authorized to take all necessary actions and to revise the policies and procedures set forth in the preceding paragraph to comply with this resolution, including changing all references to "Castaic Lake Water Agency" to "Santa Clarita Valley Water Agency" and to otherwise comply with applicable law.

**SECTION 3.** This resolution shall take effect immediately.

  
President

I, the undersigned, hereby certify: That I am the duly appointed and acting Secretary of the Santa Clarita Valley Water Agency, and that at a regular meeting of the Board of Directors of said Agency held on January 9, 2018, the foregoing Resolution No. SCV-07 was duly and regularly adopted by said Board, and that said resolution has not been rescinded or amended since the date of its adoption, and that it is now in full force and effect.

DATED: January 9, 2018



  
Secretary