

RESOLUTION NO. 2018-01

RESOLUTION OF THE
UPPER SANTA CLARA VALLEY JOINT POWERS AUTHORITY
APPROVING CERTAIN PORTIONS OF AN OFFICIAL STATEMENT
IN CONNECTION WITH THE ISSUANCE OF REFUNDING REVENUE BONDS
AND AUTHORIZING CERTAIN ACTS IN CONNECTION THEREWITH

WHEREAS, the Upper Santa Clara Valley Joint Powers Authority (the "Authority"), a joint exercise of powers authority duly organized and existing under and pursuant to the Constitution and laws of the State of California, has been requested to assist the Castaic Lake Water Agency (the "Agency") or its successor, the Santa Clarita Valley Water Agency ("SCVWA"), under and pursuant to Senate Bill 634 ("SB634"), to undertake the refunding of the Valencia Water Company's Senior Secured Notes (the "Notes") prior to or concurrently with the issuance of one or more series of Authority refunding revenue bonds;

WHEREAS, the Board of Directors of the Authority previously approved documents to refinance the Notes; and

WHEREAS, the Authority has determined to approve an official statement to be used in connection with the issuance of Authority refunding revenue bonds;

NOW THEREFORE, the Board of Directors of the Upper Santa Clara Valley Joint Powers Authority hereby finds, determines, declares and resolves as follows:

1. The preparation and distribution of the Preliminary Official Statement, including appendices F, G, H and I but excluding appendices A, B, C, D and E, (the "Authority 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 Executive Director is hereby authorized to sign a certificate pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 relating to the Authority Portion of the Preliminary Official Statement.


The President, Vice President, Executive Director and Secretary are hereby authorized and directed to execute, approve and deliver the Authority Portion of the final Official Statement with such changes, insertions and omissions as may be approved by General Counsel and Bond Counsel, said Authority officers' execution being conclusive evidence of such approval. The underwriter named in the Preliminary Official Statement is hereby authorized to distribute copies of the Authority 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 Authority Portion of the Official Statement to all actual initial purchasers of the Bonds.

2. This resolution shall take effect immediately.


President

I, the undersigned, hereby certify I am the duly appointed and acting Secretary of the Upper Santa Clara Valley Joint Powers Authority and at a regular meeting of the Board of Directors of said Agency held on Tuesday, January 9, 2018, the foregoing Resolution No. 2018-01 was duly and regularly adopted by said Authority, and that said resolution has not been rescinded or amended since the date of its adoption, and it is now in full force and effect.

DATED: January 9, 2018


April Jacobs, Secretary

