

RESOLUTION NO. 2018-05

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE UPPER SANTA CLARA VALLEY JOINT POWERS AUTHORITY
REGARDING ITS INTENTION TO ISSUE TAX-EXEMPT OBLIGATIONS**

WHEREAS, the Board of Directors of the Upper Santa Clara Valley Joint Powers Authority (the "Issuer") has been requested to finance the costs of acquiring certain public facilities and improvements for the Santa Clarita Valley Water Agency (the "Agency"), as provided in Exhibit A attached hereto and incorporated herein (the "Project"); and

WHEREAS, the Authority has agreed to finance the acquisition of the Project or portions of the Project on behalf of the Agency with the proceeds of the sale of obligations the interest upon which is excluded from gross income for federal income tax purposes (the "Obligations"); and

WHEREAS, prior to the issuance of the Obligations the Agency may incur certain expenditures with respect to the Project from available monies of the Agency which expenditures are desired to be reimbursed by the Agency from a portion of the proceeds of the sale of the Obligations;

NOW, THEREFORE, THE ISSUER HEREBY FINDS, DETERMINES, DECLARES AND RESOLVES AS FOLLOWS:

SECTION 1. The Issuer hereby states its intention and reasonably expects to reimburse Project costs to the Agency incurred prior to the issuance of the Obligations with proceeds of the Obligations. Exhibit A describes the general character, type, purpose, and function of the Project.

SECTION 2. The reasonably expected maximum principal amount of the Obligations is \$35,000,000. The reasonably expected maximum amount of proceeds of the Obligations to be allocated to reimburse original expenditures is \$35,000,000.

SECTION 3. The Issuer shall not reimburse from proceeds of the Obligations reimbursement or expenditures for Project costs which may have been incurred by the Agency prior to the date that is sixty (60) days prior to the date of adoption of this resolution (the "Expenditures Date or Dates").

SECTION 4. Except as described below, the expected date of issue of the Obligations will be within eighteen months of the later of the Expenditure Date or Dates and the date the Project is placed in service; provided, the reimbursement may not be made more than three years after the original expenditure is paid.

SECTION 5. Proceeds of the Obligations to be used to reimburse for Project costs are not expected to be used, within one year of reimbursement, directly or indirectly to pay debt service with respect to any obligation (other than to pay current debt service coming due within the next succeeding one year period on any tax-exempt obligation of the Issuer or the Agency (other than the Obligations)) or to be held as a reasonably required reserve or replacement fund with respect to an obligation of the Issuer, the Agency, or any entity related in any manner to the Issuer or the Agency, or to reimburse any expenditure that was originally paid with the proceeds of any obligation, or to replace funds that are or will be used in such manner.

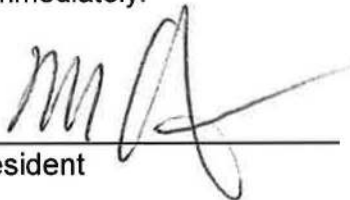
SECTION 6. This resolution is consistent with the budgetary and financial circumstances of the Issuer (or any related party), as of the date hereof. No monies from sources other than the Obligation issue are, or are reasonably expected to be reserved, allocated on a long-term basis, or otherwise set aside by the Issuer, the Agency (or any related party) pursuant to their budget or financial policies with respect to the Project costs. To the best of our knowledge, this Board of Directors is not aware of the previous adoption of official intents by the Issuer that have been made as a matter of course for the purpose of reimbursing expenditures and for which tax-exempt obligations have not been issued.

SECTION 7. The limitations described in Section 3 and Section 4 do not apply to (a) costs of issuance of the Obligations, (b) an amount not in excess of the lesser of \$100,000 or five percent (5%) of the proceeds of the Obligations, or (c) any preliminary expenditures, such as architectural, engineering, surveying, soil testing, and similar costs other than land acquisition, site preparation, and similar costs incident to commencement of construction, not in excess of twenty percent (20%) of the aggregate issue price of the Obligations that finances the Project for which the preliminary expenditures were incurred.

SECTION 8. This resolution is adopted as official action of the Issuer in order to comply with Treasury Regulation § 1.150-2 and any other regulations of the Internal Revenue Service relating to the qualification for reimbursement of Issuer and/or Agency expenditures incurred prior to the date of issue of the Obligations, is part of the Issuer's official proceedings, and will be available for inspection by the general public at the main administrative office of the Issuer.

SECTION 9. All the recitals in this Resolution are true and correct and this Board of Directors so finds, determines and represents.

SECTION 10. 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, November 6, 2018, the foregoing Resolution No. 2018-05 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: November 6, 2018



April Jacobs, Secretary



EXHIBIT A

DESCRIPTION OF PROJECT

The Project consists of water utility collection, storage, and distribution property and related components and improvements, identified on the Agency's books and records as indicated below:

- Castaic Conduit
- Distribution System – RV-2 Modifications
- ESFP Clearwell/CT Improvements
- ESFP Sludge Collection System
- ESIPS Pipeline Improvements
- Foothill Feeder Connection
- Honby Parallel
- Magic Mountain Pipeline No. 4
- Magic Mountain Pipeline No. 5
- Magic Mountain Pipeline No. 6
- Magic Mountain Reservoir
- Recycled Water Program Phase 11, 2A – Central Park
- Recycled Water Program Phase 11, 2B – Vista Canyon
- Recycled Water Program Phase 11, 2C – South End
- Recycled Water Program Phase 11, 2D – West Ranch
- Rosedale Rio Bravo Extraction