

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NAPA SANITATION DISTRICT STATING ITS INTENT TO REIMBURSEMENT EXPENDITURES FOR THE BROWNS VALLEY TRUNK PROJECT (SRF #8244)**

**WHEREAS**, the Napa Sanitation District (the “Agency”) desires to finance the costs of constructing and/or reconstructing certain public facilities and improvements relating to its water and wastewater system, including certain treatment facilities, pipelines and other infrastructure (the “Project”); and

**WHEREAS**, the Agency intends to finance the construction and/or reconstruction of the Project or portions of the Project with moneys (“Project Funds”) provided by the State of California, acting by and through the State Water Resources Control Board (“State Water Board”); and

**WHEREAS**, the State Water Board may fund the Project Funds with proceeds from the sale of obligations the interest upon which is excluded from gross income for federal income tax purposes (the “Obligations”); and

**WHEREAS**, prior to either the issuance of the Obligations or the approval by the State Water Board of the Project Funds the Agency desires to incur certain capital expenditures (the “Expenditures”) with respect to the Project from available moneys of the Agency; and

**WHEREAS**, the Agency has determined that those moneys to be advanced on and after the date hereof to pay the Expenditures are available only for a temporary period and it is necessary to reimburse the Agency for the Expenditures from the proceeds of the Obligations.

**NOW, THEREFORE, THE AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:**

**Section 1.** The Agency hereby states its intention and reasonably expects to reimburse Expenditures paid prior to the issuance of the Obligations or the approval by the State Water Board of the Project Funds.

**Section 2.** The reasonably expected maximum principal amount of the Project Funds is \$40 million.

**Section 3.** This resolution is being adopted no later than 60 days after the date on which the Agency will expend moneys for the construction portion of the Project costs to be reimbursed with Project Funds.

**Section 4.** Each Agency expenditure will be of a type properly chargeable to a capital account under general federal income tax principles.

**Section 5.** To the best of our knowledge, this Agency is not aware of the previous adoption of official intents by the Agency 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 6.** This resolution is adopted as official intent of the Agency 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 Project costs.

**Section 7.** All the recitals in this Resolution are true and correct and this Agency so finds, determines and represents.

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PASSED AND ADOPTED at the Regular meeting of the Board of Directors of the Napa Sanitation District at Napa, California, this 20th day of June, 2018 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Chair of the Board

ATTEST:

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Clerk of the Board

#### CERTIFICATION

I do hereby certify that the foregoing is a full, true, and correct copy of the resolution duly and regularly adopted at a meeting of the Board of Directors of the Napa Sanitation District held on June 20, 2018.

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Cheryl Schuh  
Clerk of the Board