

RESOLUTION NO. _____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NAPA
SANITATION DISTRICT APPROVING THE FINANCING TEAM IN
CONNECTION WITH THE ISSUANCE AND SALE OF REVENUE
CERTIFICATES OF PARTICIPATION AND AUTHORIZING CERTAIN
OTHER ACTIONS IN CONNECTION THEREWITH**

WHEREAS, the Board of Directors (the “Board”) of the Napa Sanitation District (the “District”) has determined that it may be in the best interest of the District to authorize certificates of participation (the “Certificates”) to be delivered to construct and acquire certain capital improvements for the District’s wastewater system and to pay costs of issuance in connection therewith;

WHEREAS, the Board desires to authorize staff to take steps to cause the Certificates to be considered by the Board in early 2021, and to engage certain consultants in connection therewith;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Napa Sanitation District that:

SECTION 1. The Board hereby appoints Stradling Yocca Carlson & Rauth, a Professional Corporation, Newport Beach, California, as Bond Counsel and Disclosure Counsel (“Bond Counsel”) in connection with the delivery of the Certificates. The Chairperson, the Vice Chairperson, the General Manager or the designee thereof (each, an “Authorized Officer”), are (and each of them is) hereby authorized and directed to execute and deliver an engagement letter with Bond Counsel in substantially the form presented at this meeting, with such changes, insertions and omissions as may be requested by the District Counsel and approved by an Authorized Officer, said execution being conclusive evidence of such approval.

SECTION 2. The Board hereby appoints KNN Public Finance, LLC, Berkeley, California, as Municipal Advisor (the “Municipal Advisor”) in connection with the delivery of the Certificates. To the extent necessary, the Authorized Officers, are (and each of them is) hereby authorized and directed to execute and deliver a professional services agreement with the Municipal Advisor in substantially the form presented at this meeting, with such changes, insertions and omissions as may be requested by the District Counsel and approved by an Authorized Officer, said execution being conclusive evidence of such approval.

SECTION 3. The Board hereby instructs staff to work with Bond Counsel and the Municipal Advisor to prepare legal and disclosure documents for the Certificates, and to determine whether the Certificates will be sold at competitive sale, by negotiated underwriting or through a private placement. Such legal and disclosure documents shall be presented to the Board for consideration at the time of the Board’s consideration as to whether to authorize the delivery of the Certificates.

SECTION 4. The Authorized Officers, the Secretary and any other proper officer of the District, acting singly, be and each of them hereby is authorized and directed to prepare any and all documents and instruments relating to the appointment of the financing team for the Certificates, including, if applicable, a placement agent agreement with a placement agent, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated

by this Resolution, and any actions that were previously taken in connection with such matters are hereby ratified.

SECTION 5. This resolution shall take effect from and after its date of adoption.

I DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Resolution adopted by a majority vote of the Board of Directors of the Napa Sanitation District on November 18, 2020.

AYES:

NOES:

ABSENT:

ABSTAIN:

NAPA SANITATION DISTRICT

Chairperson

ATTEST:

Secretary