

RESOLUTION NO. 125-96

April 4, 1996

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
VANDENBERG VILLAGE COMMUNITY SERVICES DISTRICT
AUTHORIZING AND APPROVING PRELIMINARY ACTIONS
IN CONNECTION WITH THE REFUNDING OF CERTAIN
WATER AND SEWER REVENUE BONDS AND
AUTHORIZING FURTHER ACTION IN CONNECTION
THEREWITH**

WHEREAS, the Vandenberg Village Community Services District (the "District") has previously issued its Water Revenue Bonds, Series 1988 and Sewer Revenue Bonds, Series 1988 (collectively, the "Prior Bonds"); and

WHEREAS, it has been proposed that the District issue refunding bonds (the "Refunding Bonds") to refinance the Prior Bonds in order to obtain lower interest rates and reduce the amount of annual debt services; and

WHEREAS, it has been proposed that the District enter into contractual arrangements with qualified firms to provide legal and financial services in connection with issuance of the Refunding Bonds.

WHEREAS, this Board desires to express its interest in refunding the Prior Bonds through the issuance of the Refunding Bonds.

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of Vandenberg Village Community Services District does hereby resolve and order as follows:

SECTION 1. The District hereby expresses its intent to refund the Prior Bonds through the issuance of the Refunding Bonds, subject to prevailing market conditions; provided, that the District is under no obligation to go forward with the refunding unless satisfactory savings will be realized by the District.

The District will have final approval with respect to all terms and provisions relating to the issuance of the Refunding Bonds, including without limitation, annual payments, the initial principal amount, and the terms of financing security arrangements.

SECTION 2. The District hereby appoints Grigsby Brandford & Co., Inc. as Underwriter and Nossaman, Guthner, Knox & Elliott, LLP as Bond/Disclosure Counsel in connection with the issuance of the Refunding Bonds, and directs the General Manager to execute contracts for such services. The Board further directs staff to cooperate with the Underwriter and Bond/Disclosure Counsel, including, without limitation, providing financial and demographic information in order that the Underwriter and Bond/Disclosure Counsel may respond to all reasonable requests of potential investors, lenders, appraisers and credit enhancement providers with respect to such information, and executing or causing the execution of all documents, certificates and opinions reasonably requested in order to consummate the financing transaction described herein, and any actions previously taken by such officers and employees are hereby ratified and confirmed.

SECTION 3. This resolution shall take effect immediately upon its date of adoption.

ADOPTED, SIGNED AND APPROVED THIS 4th day of April, 1996 at a Regular Meeting of the Board of Directors of the Vandenberg Village Community Services District:

On the Motion of Director Small

Second Director Buttler

Roll call vote, to wit:

AYES: Directors Buttler, Nash, Picciuolo, Small and White
NOES: None
ABSENT: None
ABSTAIN: None

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Jon C. Picciuolo
President, Board of Directors

ATTEST:

Reina Paxton
Secretary, Board of Directors

SECRETARY'S CERTIFICATE

I, Reina Paxton, Secretary of the Board of Directors of the Vandenberg Village Community Services District, hereby certify that the foregoing is a true and correct copy of Resolution No.125-96 passed and adopted by the Board of Directors of the Vandenberg Village Community Services District, and that the same has not been amended or repealed.

Reina Paxton
Secretary, Board of Directors