

RESOLUTION NO. .

**BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA
ACTING AS THE GOVERNING BOARD OF THE SAN MATEO COUNTY FLOOD
CONTROL DISTRICT**

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RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$23,500,000 OF REFUNDING BONDS; APPROVING FORMS OF AND EXECUTION OF AN INDENTURE, A PURCHASE CONTRACT, AN ESCROW AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT; APPROVING FORM OF AND DISTRIBUTION OF AN OFFICIAL STATEMENT FOR SAID REFUNDING BONDS; AND AUTHORIZING TAKING OF NECESSARY AND INCIDENTAL ACTIONS, DOCUMENTS AND CERTIFICATES

RESOLVED, by the Board of Supervisors of the County of San Mateo, State of California, that

WHEREAS, the San Mateo County Flood Control District (the “District”) financed, acquired and constructed certain improvements to the flood control system in the Colma Creek Flood Control Zone of the District in 1997 and again in 2004 (the improvements, taken together, the “Project”); and

WHEREAS, to finance the Project, the District entered into that certain Installment Payment Agreement by and between the District and the San Mateo County Joint Powers Financing Authority (the “Authority”) dated as of November 1, 1997 (the “1997 Agreement”) and that certain Installment Payment Agreement by and between the District and the Authority dated as of October 1, 2004 (the “2004 Agreement,” and, together with the 1997 Agreement, the “Prior Agreements”); and

WHEREAS, the Authority assigned its rights to receive payments under the

Prior Agreements to U.S. Bank National Association, as Trustee (the “Prior Trustee”), and the Prior Trustee executed and delivered the San Mateo County Flood Control District 1997 Certificates of Participation (Colma Creek Flood Control Zone) in the aggregate principal amount of \$15,780,000 (the “1997 Certificates”) and the San Mateo County Flood Control District 2004 Certificates of Participation (Colma Creek Flood Control Zone) in the aggregate principal amount of \$10,380,000 (the “2004 Certificates,” and, with the 1997 Certificates, the “Prior Certificates”) representing interests in the payments made pursuant to the Prior Agreements; and

WHEREAS, this Board hereby determines that it would be in the best interest of the District for the District to refinance its obligations under the Prior Agreements and thereby to cause the prepayment of the Prior Certificates; and

WHEREAS, this Board is authorized, and now wishes, to issue refunding bonds (the “2015 Refunding Bonds”) pursuant to the San Mateo County Flood Control District Act, California Statutes 1959, Chapter 2108, as amended, and all laws amendatory thereof or supplemental thereto, including Articles 10 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California (together, the “Law”), to refinance its obligations under the Prior Agreements and thereby to redeem all or a portion of the Prior Certificates (the refunded portion of the Prior Certificates the “Refunded Certificates”); and

WHEREAS, this Board now wishes to authorize the execution and delivery of a Bond Purchase Contract (the “Purchase Contract”) substantially in the form presented

to this Board pursuant to which Stifel Nicolaus & Co., Inc. (the “Underwriter”) will purchase the 2015 Refunding Bonds; and

WHEREAS, this Board now wishes to authorize the execution and delivery of an Escrow Agreement (the “Escrow Agreement”) pursuant to which the District will deposit a portion of the proceeds of the 2015 Refunding Bonds in trust for the prepayment of the Prior Agreements and thereby the redemption of the Refunded Certificates; and

WHEREAS, California Financial Services, Inc., the financial advisor of the District, will solicit bond insurance companies for commitments with respect to surety bonds for funding the reserve requirement with respect to the 2015 Refunding Bonds; and

WHEREAS, a form of Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) is on file with the Clerk of the Board; and

WHEREAS, a form of Official Statement describing the Bonds is on file with the Clerk of the Board; and

WHEREAS, Orrick, Herrington & Sutcliffe, LLP will serve as Bond Counsel to the District, and Sidley Austin, LLP will serve as Disclosure Counsel to the District; and

WHEREAS, this Board has been presented with the form of each document hereinafter referred to relating to the Bonds, and the Board has examined and approved each document and desires to authorize and direct the execution and delivery of such

documents and the consummation of such financing; and

WHEREAS, the District has full legal right, power and authority under the Constitution and the laws of the State of California to enter into the transactions hereinafter authorized; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of San Mateo County acting as the San Mateo County Flood Control District, as follows:

Section 1. The District hereby specifically finds and declares that the actions authorized hereby constitute and are with respect to public affairs of the District and that the statements, findings and determinations of the District set forth above are true and correct.

Section 2. The District hereby authorizes the issuance and sale, by negotiated sale, of not to exceed \$23,500,000 aggregate principal amount of 2015 Refunding Bonds. The 2015 Refunding Bonds may be issued in one or more series or subseries and shall be designated the "San Mateo County Flood Control District 2015 Revenue Refunding Bonds" with such additional designations as the County Manager or his designee, or the Director of Public Works of the County or his designee, (each and "Authorized Officer") may deem necessary or desirable.

Section 3. The form of Indenture by and between the District and U.S. Bank National Association, as Trustee (the "Trustee"), on file with the Clerk of the Board, is hereby approved and the Authorized Officers are hereby severally authorized and directed to execute and deliver the Indenture in substantially said form, with such changes therein as such officers may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form of Purchase Contract by and between the Underwriter and the District on file with the Clerk of the Board, is hereby approved. The Authorized Officers are hereby severally authorized and directed to execute and deliver

the Purchase Contract in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof and pursuant thereto to sell the Bonds to the Underwriter for the purchase price set forth in the Purchase Contract, provided that said price to be not less than the principal amount of the 2015 Refunding Bonds less an underwriting discount of not exceeding 0.75% (exclusive of any original issue discount or premium), no 2015 Refunding Bond shall mature later than August 1, 2039, and the true interest cost of the 2015 Refunding Bonds shall not exceed 4.50%.

Section 5. The form of Official Statement describing the 2015 Refunding Bonds, on file with the Clerk of the Board, is hereby approved. The Authorized Officers are hereby severally authorized and directed to execute and deliver a final Official Statement in substantially said form, with such additions thereto or changes therein as the County Counsel's Office may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriter is hereby authorized to distribute copies of the Official Statement to persons purchasing the 2015 Refunding Bonds and other interested parties. The distribution of the Preliminary Official Statement by the Underwriter is hereby authorized and approved. The Authorized Officers are hereby severally authorized and directed to execute a certificate confirming that the Preliminary Official Statement has been "deemed final" by the District for purposes of Securities and Exchange Commission Rule 15c2-12.

Section 6. The form of Escrow Agreement by and between the District and U.S. Bank, National Association, as Escrow Agent, is hereby approved. The Authorized Officers are hereby severally authorized and directed to execute and deliver the Escrow Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The form of Continuing Disclosure Agreement by and between the District and the Trustee, on file with the Clerk of the Board, is hereby approved. The Authorized Officers are hereby severally authorized and directed to

execute and deliver the Continuing Disclosure Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. The Authorized Officers, upon a determination that the best interests of the District will be served, are hereby severally authorized to accept a commitment from a bond insurance company to issue a commitment to issue a debt service reserve surety bond with respect to the reserve requirement for the 2015 Refunding Bonds and to execute and deliver the documents required with respect thereto.

Section 9. The officers of the District are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. The President of the Board, the Clerk of the Board, the Authorized Officers, and the other officers of the District are hereby severally authorized and directed to execute and deliver any and all certificates and representations, including but not limited to signature certificates, no-litigation certificates, tax and rebate certificates, the letter of representations to The Depository Trust Company and certificates concerning the contents of the Official Statement distributed in connection with the sale of the 2015 Refunding Bonds, necessary and desirable to accomplish the transactions set forth above.

Section 10. All actions heretofore taken by the officers and agents of the District with respect to the sale, execution and delivery of the 2015 Refunding Bonds are hereby approved and confirmed.

Section 11. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED this ____ day of _____, 2015.

President of the Board

ATTEST:

By _____
Clerk of the Board

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