

RESOLUTION NO. 2017-2081

**RESOLUTION OF THE BOARD OF DIRECTORS OF LAS GALLINAS VALLEY
SANITARY DISTRICT AUTHORIZING THE EXECUTION OF A JOINT EXERCISE OF
POWERS AGREEMENT WITH SAUSALITO-MARIN CITY SANITARY DISTRICT FOR
THE PURPOSE OF ESTABLISHING THE MARIN PUBLIC FINANCING AUTHORITY**

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with section 6500) of the California Government Code (the "JPA Act"), Las Gallinas Valley Sanitary District (the "District"), upon authorization by its Board of Directors, acting pursuant to the JPA Act, may enter into a joint exercise of powers agreement with one or more other public agencies pursuant to which such contracting parties may jointly exercise any power common to them;

WHEREAS, the District and Sausalito-Marín City Sanitary District desire to create and establish a joint exercise of powers authority to be known as the "Marin Public Financing Authority" (the "Authority") pursuant to the JPA Act;

WHEREAS, there has been presented to this meeting a proposed form of Joint Exercise of Powers Agreement (the "JPA Agreement"), by and between Sausalito-Marín City Sanitary District and the District, which agreement creates and establishes the Authority; and

WHEREAS, under California law and the JPA Agreement, the Authority will be a public entity separate and apart from the parties to the JPA Agreement and the debts, liabilities and obligations of the Authority will not be the debts, liabilities or obligations of the parties to the JPA Agreement or any representative of the Authority serving on the governing body of the Authority or any member of the Authority; and

WHEREAS, under the JPA Agreement each member will indemnify the Authority and the other member as to any costs or losses arising from a transaction undertaken by the Authority on behalf of such indemnifying member;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Las Gallinas Valley Sanitary District (the "Board") as follows:

Section 1. The Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The JPA Agreement, in substantially the form placed on file with this Board, is hereby approved. Any member of the Board and the General Manager, individually or severally, is hereby authorized and directed, for and on behalf of the District, to execute and deliver the JPA Agreement, in substantially said form, with such changes and insertions therein and as such signatory, with the advice of counsel to the District, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The Board hereby appoints the General Manager of the District and the Administrative Services Manager of the District as members of the board of directors and officers of the Authority. The term of office of a person serving as a member of the board of directors and as an officer of the Authority shall terminate when such person ceases to hold his or her office at the District and the successor to such person shall become a member of the board and officer of the Authority, upon assuming such office.

Section 4. Any member of the Board is hereby authorized and directed, for and on behalf of the District, to take any and all other actions consistent with the purposes of this Resolution.

Section 5. The firm of Hawkins Delafield & Wood LLP, as bond counsel to the District, is hereby authorized and directed to cause to be prepared, executed and filed any and all reports, statements and other documents as may be required in order to implement the establishment of the Authority. District Counsel to the District shall serve as general counsel to the Authority.

Section 6. This Resolution shall take effect immediately upon its passage and adoption.

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I hereby certify that the forgoing is a full, true, and correct copy of a resolution duly and regularly passed and adopted by the Sanitary Board of the Las Gallinas Valley Sanitary District, Marin County, California, at a meeting thereof held on the 12th day of January, 2017, by the following vote of the members thereof:

AYES, and in favor thereof Members: Clark, Elias, Greenfield, Murray, Schriberman.
NOES, Members: None.
ABSENT, Members: None.
ABSTAIN, Members: None.



Russ Greenfield, President of Board of Directors

Attest:


Teresa Lerch, District Secretary

(seal)

