

**BEFORE THE BOARD OF DIRECTORS
OF THE THREE RIVERS LEVEE IMPROVEMENT AUTHORITY**

In Re:

**RESOLUTION AUTHORIZING THE ISSUANCE)
OF SPECIAL TAX BONDS OF THE THREE)
RIVERS LEVEE IMPROVEMENT AUTHORITY)
FOR COMMUNITY FACILITIES DISTRICT NO.)
2006-2 (SOUTH COUNTY AREA - OVERLAY)
DISTRICT), APPROVING AND DIRECTING THE)
EXECUTION OF FISCAL AGENT AGREEMENTS)
AND APPROVING OTHER RELATED)
DOCUMENTS AND ACTIONS)**

Resolution No. 07-18

WHEREAS, this Board of Directors has conducted proceedings under and pursuant to the Mello-Roos Community Facilities Act of 1982 (the "Law"), to form the Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District) (the "District"), to authorize the levy of special taxes upon the land within the District, and to issue bonds secured by the special taxes the proceeds of which are to be used to finance certain flood control improvements (the "Facilities"), all as described in the Resolutions entitled "Resolution of Formation of Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District) Authorizing the Levy of a Special Tax Within the District, Preliminarily Establishing an Appropriations Limit for the District, and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors of the District" (the "Resolution of Formation") and "Resolution Determining the Necessity to Incur Bonded Indebtedness Within Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District) and Submitting Proposition to the Qualified Electors of the District," which Resolutions were adopted by this Board of Directors on April 3, 2007; and

WHEREAS, pursuant to said resolutions, an election was held within the District on April 3, 2007 and the qualified electors approved the propositions of the incurrence of the bonded debt, the establishment of the appropriations limit and the levy of the special tax by more than two-thirds of the votes cast at said special election; and

WHEREAS, there have been submitted to this Board of Directors for its approval a form of Fiscal Agent Agreement (the "Fiscal Agent Agreement") providing for the issuance of the Series 2007-B Bonds (as defined in Section 1 below) and a form of bond purchase agreement to be used in connection with the sale of the Series 2007-B Bonds (the "Purchase Contract"), and this Board of Directors, with the aid of Authority staff, has reviewed said documents and found them to be in proper order; and

Agreements for authentication. The Fiscal Agent is hereby requested and directed to authenticate the several series of the Series 2007-B Bonds by executing the Fiscal Agent's certificate of authentication and registration appearing thereon, and to deliver the several series of the Series 2007-B Bonds, when duly executed and authenticated, to the respective purchasers thereof identified in the Purchase Contracts in accordance with written instructions executed on behalf of the Authority by the Executive Director, which instructions such officer is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver to the Fiscal Agent.

Section 5. All actions heretofore taken by the officers and agents of the Authority with respect to the establishment of the District and the sale and issuance of the Series 2007-B Bonds are hereby approved, confirmed and ratified, and the proper officers of the Authority are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Series 2007-B Bonds in accordance with this Resolution, and any certificate, agreement or other document described in the documents herein approved. Whenever in this Resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

BEFORE THE BOARD OF DIRECTORS
OF THE THREE RIVERS LEVEE IMPROVEMENT AUTHORITY

In Re:

RESOLUTION DECLARING RESULTS OF)
SPECIAL ELECTION AND DIRECTING)
RECORDING OF NOTICE OF SPECIAL TAX LIEN) **Resolution No. 07-17**

WHEREAS, in proceedings heretofore conducted by this Board of Directors pursuant to the Mello-Roos Community Facilities Act of 1982, Section 53311 et seq. of the California Government Code (the "Law"), on the date hereof this Board of Directors adopted a resolution entitled "Resolution Calling Special Election Within Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District)", calling for a special election of the qualified electors within the Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District) (the "District"); and

WHEREAS, pursuant to the terms of said resolution, which are by this reference incorporated herein, the special election was held on April 3, 2007 immediately prior to the adoption of this Resolution, and the Secretary of the Three Rivers Levee Improvement Authority has on file a Canvass and Statement of Results of Election, a copy of which is attached hereto as Exhibit A; and

WHEREAS, this Board of Directors has reviewed the canvass and hereby approves it.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Three Rivers Levee Improvement Authority as follows:

Section 1. The issues presented at the special election were the incurring of a bonded indebtedness in the maximum aggregate principal amount of \$25,000,000, the levy of a special tax within the District to be levied in accordance with the rate and method of apportionment of special taxes heretofore approved by this Board of Directors by its resolution adopted on April 3, 2007 entitled "Resolution of Formation of Three Rivers Levee Improvement Authority Community Facilities District No. 2006-2 (South County Area - Overlay District), Authorizing Levy of a Special Tax Within the District, Preliminarily Establishing an Appropriations Limit for the District, and Submitting Levy of the Special Tax and the Establishment of the Appropriations Limit to the Qualified Electors of the District," and the approval of an appropriations limit of not to exceed \$25,000,000 pursuant to said resolution.

Section 2. Pursuant to the canvass of the special election on file with the Secretary of the Authority, the issues presented at the special election were approved by the qualified electors of the District by more than two-thirds of the votes cast at the special election.