

RESOLUTION NO. FC-\_\_

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGE COUNTY SANITATION DISTRICT FINANCING CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY BY THE CORPORATION OF AN INSTALLMENT PURCHASE AGREEMENT AND A TRUST AGREEMENT IN CONNECTION WITH THE ORANGE COUNTY SANITATION DISTRICT WASTEWATER REFUNDING REVENUE OBLIGATIONS, SERIES 2021A, AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH REVENUE OBLIGATIONS EVIDENCING PRINCIPAL IN AN AGGREGATE AMOUNT OF NOT TO EXCEED \$163,775,000 AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND RELATED ACTIONS

WHEREAS, to refinance the acquisition, construction and installation of certain improvements to its wastewater system (the "2011 Prior Project"), the Orange County Sanitation District (the "District") has heretofore purchased the 2011 Prior Project from the Orange County Sanitation District Financing Corporation (the "Corporation"), and the Corporation has heretofore sold the 2011 Prior Project to the District, for the installment payments (the "2011 Prior Installment Payments") made by the District pursuant to the Installment Purchase Agreement, dated as of October 1, 2011 (the "2011 Prior Installment Purchase Agreement"), by and between the District and the Corporation;

WHEREAS, to provide the funds necessary to refinance the 2011 Prior Project, the District caused the execution and delivery of the Orange County Sanitation District Wastewater Refunding Revenue Obligations, Series 2011A (the "2011 Prior Obligations"), evidencing direct, undivided fractional interests in the 2011 Prior Installment Payments;

WHEREAS, to refinance certain improvements to its wastewater system (the "2018 Prior Project" and, together with the 2011 Prior Project, the "Prior Projects"), the District has heretofore purchased the 2018 Prior Project from the Corporation, and the Corporation has heretofore sold the 2018 Prior Project to the District, for the installment payments (the "2018 Prior Installment Payments" and, together with the 2011 Prior Installment Payments, the "Prior Installment Payments") made by the District pursuant to the Installment Purchase Agreement, dated as of November 1, 2018 (the "2018 Prior Installment Purchase Agreement" and, together with the 2011 Prior Installment Purchase Agreement, the "Prior Installment Purchase Agreement"), by and between the District and the Corporation;

WHEREAS, to provide the funds necessary to refinance the 2018 Prior Project, the District caused the execution and delivery of the Orange County Sanitation District Revenue Refunding Certificate Anticipation Notes, Series 2018A (the "2018 Prior Notes"), evidencing direct, undivided fractional interests in the 2018 Prior Installment Payments;

WHEREAS, the District desires to refinance all or a portion of the Prior Projects by prepaying all or a portion of the remaining Prior Installment Payments, and the interest thereon to the date of prepayment, thereby causing all or a portion of the remaining 2011 Prior Obligations, maturing on February 1, 2023 through 2026, inclusive, and 2018 Prior Notes to be prepaid;

WHEREAS, to provide the funds necessary to prepay a portion of the remaining Prior Installment Payments, the District and the Corporation desire that the Corporation purchase the Prior Projects from the District and the District sell the Prior Projects to the Corporation, and that the District then purchase the Prior Projects from the Corporation and the Corporation sell the Prior Projects to the District, for the installment payments (the "Installment Payments") to be made by the District pursuant to an Installment Purchase Agreement by and between the District and the Corporation (such Installment Purchase Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Installment Purchase Agreement");

WHEREAS, the Corporation intends to assign without recourse certain of its rights under and pursuant to the Installment Purchase Agreement to U.S. Bank National Association, as trustee (the "Trustee"), pursuant to a Trust Agreement by and among the Trustee, the Corporation, and the District (such Trust Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Trust Agreement");

WHEREAS, in consideration of such assignment and the execution and delivery of the Trust Agreement, the Trustee intends to execute and deliver the Orange County Sanitation District Wastewater Refunding Revenue Obligations, Series 2021A (the "Revenue Obligations"), evidencing direct, undivided fractional interests in the Installment Payments, and the interest thereon;

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (a) the Installment Purchase Agreement; and
- (b) the Trust Agreement;

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the actions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Corporation is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such actions for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, the Board of Directors of the Corporation DOES HEREBY RESOLVE, DETERMINE AND ORDER:

Section 1. All of the recitals herein contained are true and correct and the Board of Directors of the Corporation (the "Board") so finds.

Section 2. The Installment Purchase Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, be and the same is hereby approved. The President of the Corporation, the Vice-President of the Corporation, the Treasurer of the Corporation and the Secretary of the Corporation, and such other officers of the Corporation as the President may designate (the "Authorized Officers") are, and each of them is, hereby authorized and directed, for and in the name of the Corporation, to execute and deliver the Installment Purchase Agreement in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Installment Purchase Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in an aggregate principal amount of Installment Payments in excess of \$163,775,000, shall not result in a true interest cost for the Installment Payments in excess of 3.0% and shall not result in a final Installment Payment later than February 1, 2036.

Section 3. The Trust Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. The Authorized Officers are, and each of them is, hereby authorized and directed, for and in the name of the Corporation, to execute and deliver the Trust Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Trust Agreement by such Authorized Officer.

Section 4. The execution and delivery of Revenue Obligations evidencing principal in an aggregate amount of not to exceed \$163,775,000, payable in the years and in the amounts, and evidencing direct, undivided fractional interests in the Installment Payments, and the interest thereon, as specified in the Trust Agreement as finally executed, are hereby authorized, and approved.

Section 5. The officers and agents of the Corporation are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the execution and delivery of the Revenue Obligations and the transactions contemplated by the agreements or documents referenced in this Resolution.

Section 6. All actions heretofore taken by the officers and agents of the Corporation with respect to the execution, delivery, and sale of the Revenue Obligations,

or in connection with or related to any of the agreements or documents referenced in this Resolution, are hereby approved, confirmed and ratified.

Section 7. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED at a meeting of the Orange County Sanitation District  
Financing Corporation held on May 26, 2021.

---

David John Shawver  
President, Orange County Sanitation  
District Financing Corporation

ATTEST:

---

Kelly A. Lore, MMC  
Secretary, Orange County Sanitation  
District Financing Corporation

APPROVED:

---

Bradley R. Hogin  
General Counsel, Orange County  
Sanitation District Financing Corporation

STATE OF CALIFORNIA    )  
  )       ss  
COUNTY OF ORANGE    )

I, Kelly A. Lore, Secretary of the Orange County Sanitation District Financing Corporation, do hereby certify that the foregoing Resolution No. FC-XX was passed and adopted at a regular meeting of said Board on the 26th day of May 2021, by the following vote, to wit:

**AYES:**  
**NOES:**  
**ABSTENTIONS:**  
**ABSENT:**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of Orange County Sanitation District Financing Corporation this 26th day of May 2021.

---

Kelly A. Lore, MMC  
Secretary, Orange County Sanitation District  
Financing Corporation