

**BEFORE THE GOVERNING BOARD OF THE
SONOMA COUNTY PUBLIC FINANCING AUTHORITY, STATE OF CALIFORNIA**

In the matter of:

Resolution No. _____

**PROVIDING FOR THE ISSUANCE AND SALE OF CONTRACTUAL ASSESSMENT
REVENUE BONDS, APPROVING AS TO FORM AND AUTHORIZING THE EXECUTION
AND DELIVERY OF LOAN AGREEMENTS AND BOND PURCHASE AGREEMENTS IN
CONNECTION THEREWITH, AND AUTHORIZING CERTAIN OTHER MATTERS
RELATING THERETO**

I, [_____] , Secretary of the Governing Board of the Sonoma County Public Financing Authority, State of California, hereby certify that the following resolution was duly and regularly adopted by the Governing Board of the Sonoma County Public Financing Authority at an official meeting thereof on the ____ day of _____, 2009, by the following vote and that a copy of the resolution has been delivered to the Chair of the Governing Board.

AYES:

NOES:

ABSENT:

ABSTAIN:

[_____]
Secretary of the Governing Board of the
Sonoma County Public Financing Authority, State of California

Secretary

Clerk of the Board

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RESOLUTION NO. ____

A RESOLUTION OF THE GOVERNING BOARD OF THE SONOMA COUNTY PUBLIC FINANCING AUTHORITY PROVIDING FOR THE ISSUANCE AND SALE OF CONTRACTUAL ASSESSMENT REVENUE BONDS, APPROVING AS TO FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF LOAN AGREEMENTS AND BOND PURCHASE AGREEMENTS IN CONNECTION THEREWITH, AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

RECITALS:

A. The Board of Supervisors (“County Board”) of the County of Sonoma, California (the “County”) by its Resolution No. 09-0184 (the “Resolution of Intention”) declared its intention to establish the Sonoma County Energy Independence Program (the “SCEIP”) to finance the acquisition and construction or installation of distributed generation renewable energy sources and energy efficiency improvements, which include water efficiency improvements (the “Improvements”), on or in properties in the County through contractual assessments pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code, commencing with Section 5898.10, (“Chapter 29”) and ordered the preparation and filing of a report (the “Report”) with the County Board and provided that bonds may be issued under the Resolution of Intention pursuant to the provisions of Chapter 29 or, in cooperation with the Sonoma County Public Financing Authority (the “Authority”), pursuant to the provisions of Articles 1 through 4 (commencing with Section 6500) of the Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, as amended (the “JPA Act”), including the provisions of the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4 of the JPA Act, as it may be amended from time to time.

B. Following notice duly given in accordance with law, the County Board held a public hearing regarding the SCEIP as described in the Report.

C. Following the public hearing, pursuant to its Resolution No. 09-0271, the County Board established the SCEIP and confirmed contractual assessments to be levied against properties in the County within the parameters of the Report.

D. Pursuant to the SCEIP, the County may enter into contractual assessment agreements (each, an “Assessment Contract”) with property owners whereby the County will extend financing to such property owners for the construction and/or installation of Improvements on or in the owners’ properties.

E. Pursuant to its Resolution No. _____, the County Board approved certain modifications to the Report.

F. Pursuant to the Assessment Contracts, the property owners who are parties to such agreements will agree to repay the amounts disbursed to the owners under the

Assessment Contracts, plus Capitalized Interest (defined herein), if applicable, through the levy of assessments by the County against the property owners' properties pursuant to Section 5898.30 of Chapter 29 (each, an "Assessment").

G. The Governing Board of the Authority (the "Authority Board") pursuant to its Resolution 09-0359 (the "Initial Resolution of Issuance") previously issued its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009A-20 (Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Refunding Bonds Series 2009B-20 (Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009C-20 (Taxable) and its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009A-10 (Taxable) under and pursuant to the JPA Act for the purpose of providing funds to make separate loans (a separate loan with respect to each series of Bonds) (the "Loans") to the County to make disbursements pursuant to the Assessment Contracts to property owners for the cost of Improvements.

H. The Initial Resolution of Issuance anticipated that the need may arise in the future, for the purpose of providing financing for the SCEIP, for the Authority Board to adopt additional resolutions providing for the issuance and sale of additional series of contractual assessment revenue bonds (each, an "Additional Series of Bonds") under and pursuant to the JPA Act and approving as to form and authorizing the execution and delivery of loan agreements and bond purchase agreements in connection therewith (each, an "Additional Resolution of Issuance").

I. Upon expiration of the authority to issue bonds pursuant to the Initial Resolution of Issuance, the Authority Board adopted an Additional Resolution of Issuance, Resolution No. 09-0689, (the "Second Resolution of Issuance") pursuant to which the Authority Board issued its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009D-20(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009E- 20(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009F-20(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009B-10(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009C-10(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009D-10(Taxable), its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009A-5(Taxable), and its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds Series 2009B-5 (Taxable) under and pursuant to the JPA Act for the purpose of providing funds to make separate Loans to the County to make disbursements pursuant to the Assessment Contracts to property owners for the cost of Improvements.

J. The authority to issue bonds pursuant to the Second Resolution of Issuance has expired and the Authority Board now desires to issue several Additional Series of Bonds (as determined in accordance with Sections 2.3 and 11.1 of this Resolution) (the “Bonds”), pursuant to and secured by this Resolution in the manner provided herein.

K. The issuance of the Bonds to provide funding for and in accordance with the SCEIP will provide significant public benefits to the citizens of the County in the form of more efficient delivery of the SCEIP to residential and commercial development within the County.

L. As required by Section 9 of the Initial Resolution of Issuance, this Additional Resolution of Issuance and related agreements are substantially in the form of the Initial Resolution of Issuance and the agreements approved thereby.

M. In order to effectuate the sale of the Bonds, the Authority Board desires to approve the form of, and authorize the execution and delivery of, one or more loan agreements (each, a “Loan Agreement” and collectively, the “Loan Agreements”) and one or more bond purchase agreements (each individually, and collectively, as the context may require, the “Purchase Agreement”), the forms of which are on file with the Secretary of the Authority.

NOW THEREFORE, THE GOVERNING BOARD OF THE SONOMA COUNTY PUBLIC FINANCING AUTHORITY, CALIFORNIA HEREBY FINDS, DETERMINES, RESOLVES AND ORDERS AS FOLLOWS:

SECTION 1. DEFINITIONS; RULES OF CONSTRUCTION; AUTHORIZATION AND PURPOSE OF BONDS; EQUAL SECURITY.

Section 1.1. Definitions. Unless the context otherwise requires, the following terms shall, for all purposes of this Resolution and of any Supplemental Resolution and of the Bonds, and of any certificate, opinion or other document herein mentioned, have the following meanings:

“Assessment Contracts” means, as to each Loan, the agreements by and between the County and property owners identified on the “Assessment Contract Schedule” attached as “Exhibit A” to the governing Loan Agreement, whereby the County agrees to provide financing to such property owners for the installation and/or construction of Improvements to the owners’ properties.

“Assessment Installments” means, as to each Loan, the installments of principal, interest and premium, if any, to be paid on the unpaid Assessments by the owners of real property as provided by the applicable Assessment Contracts. The term “Assessment Installments” does not include the “Annual Administrative Assessment” paid by property owners pursuant to the Assessment Contracts.

“Assessment Revenues” means, as to each Loan, the revenues received by the County in each Fiscal Year from the collection of the annual Assessment Installments, including any interest and penalties thereon and the proceeds of the exercise of any of the remedies for delinquent payments available under the applicable Loan Agreement or under Chapter 29; except

to the extent and so long as the Assessments are included in the County's Alternative Method of Distribution of Tax Levies and Collections and of Tax Sale Proceeds (Teeter Plan), pursuant to Sections 4701 through 4717 of the California Revenue and Taxation Code, "Assessment Revenues" shall include only amounts attributable to the principal of Assessments and the interest thereon received by the County in each Fiscal Year from the collection of the annual Assessment Installments, and shall not include any penalties on Assessments, nor any statutory interest accruing on Assessments upon delinquency, nor the proceeds of the exercise of any of the remedies for delinquent payments available under the applicable Loan Agreement or under Chapter 29.

"Assessments" means, as to each Loan, the unpaid assessments levied by the County pursuant to Chapter 29 under the proceedings taken pursuant to the Resolution of Intention, constituting a first lien and charge upon real properties in the County as provided by the applicable Assessment Contracts.

"Available Term" means the available repayment terms of 5 years, 10 years, or 20 years with respect to Assessment Contracts securing any Loan, or any of them (as the context may require).

"Authority" means the Sonoma County Public Financing Authority, California.

"Authority Board" means the Governing Board of the Authority.

"Authority Treasurer" means the Treasurer of the Authority.

"Authorized Investment" means any obligation in which the Authority may lawfully invest its funds.

"Authorized Representative of the Authority" means any Member of the Authority Board, provided such Member of the Authority Board is authorized to act on behalf of the Authority under the Authority's joint exercise of powers agreement, and the Authority Treasurer, and any other person designated by such officers and authorized to act on behalf of the Authority pursuant to this Resolution or any Supplemental Resolution.

"Bond Date" means the dated date of the Bonds, which shall be the Closing Date.

"Bonds" means the contractual assessment revenue bonds authorized by and at any time Outstanding pursuant to the provisions of this Resolution and as designated pursuant to Section 2.3 hereof.

"Business Day" means any day other than (i) a Saturday or a Sunday, (ii) a day on which banking institutions in the State or the Federal Reserve System are authorized or obligated by law or executive order to be closed, or (iii) a day on which the County offices are closed.

"Capitalized Interest" means funded interest on the Bonds through September 1, 2010.

“Chapter 29” means Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code, commencing with Section 5898.10.

“Closing Date” means the date of delivery of the Bonds to or upon the order of the Purchaser.

“County” means the County of Sonoma, California.

“County Board” means the Board of Supervisors of the County.

“County Pool” means the Sonoma County Treasury Pooled Investment Fund.

“Debt Service Fund” means the Bonds Debt Service Fund created and established pursuant to Section 4.2 hereof.

“Energy Independence Fund” means the fund by that name created and established pursuant to Resolution No. 09-0358 of the County Board, adopted on April 21, 2009.

“Escrow Fund” means the fund by that name created and established pursuant to Section 4.8 hereof.

“Event of Default” means any of the events described in Section 10.1 of this Resolution of Issuance.

“Federal Securities” means those securities described in Sections 1360 and 1360.1 of the California Financial Code and includes United States Treasury notes, bonds, bills or certificates of indebtedness, or obligations for which the faith and credit of the United States are pledged for the payment of principal and interest, including the guaranteed portions of small business administration loans so long as the loans are obligations for which the faith and credit of the United States are pledged for the payment of principal and interest.

“Fiscal Agent” means (i) the Authority Treasurer or (ii) any bank, trust company, national banking association or other financial institution appointed as fiscal agent for the Bonds in the manner provided in this Resolution. Pursuant to Section 6.1 of this Resolution, the initial Fiscal Agent shall be the Authority Treasurer.

“Fiscal Year” means any twelve-month period extending from July 1st in one calendar year to June 30th of the succeeding calendar year, both dates inclusive, or any other twelve-month period selected and designated by the Authority as its official fiscal year period.

“Improvements” means the qualifying distributed generation renewable energy sources and energy efficiency improvements, which include water efficiency improvements, acquired and constructed or installed on or in properties in the County pursuant to the Assessment Contracts.

“Independent Public Accountant” means any certified public accountant or firm of certified public accountants appointed and paid by the Authority, the County, or the County Pool who, or each of whom (i) is in fact independent and not under domination of the Authority,

the County, or the County Pool; (ii) does not have any substantial interest, direct or indirect, in the Authority, the County, or the County Pool; and (iii) is not connected with the Authority, the County, or the County Pool as an officer or employee of the Authority, the County, or the County Pool but who may be regularly retained to make annual or other audits of the books of, or reports to, the Authority, the County, or the County Pool.

“Interest Payment Date” means, with respect to any Bond, March 2 and September 2 in each year, beginning on September 2, 2010, and continuing thereafter so long as any Bonds of that Series remain Outstanding; provided, however, that, if any such day is not a Business Day, interest up to the Interest Payment Date will be paid on the Business Day next succeeding such date.

“Interest Rate Period” means, with respect to any Bond, a two-year period commencing on September 2 and ending on the second September 1 following such September 2, except that (i) the first Interest Rate Period shall begin on the Bond Date and end on the second September 1 which is not more than 24 months after the Bond Date, and (ii) the last Interest Rate Period may be a period of duration of two years or less so that such Interest Rate Period terminates on the Maturity Date or Redemption Date of such Bond.

“JPA Act” means Articles 1 through 4 (commencing with Section 6500) of the Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, as amended, including the provisions of the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4 of the JPA Act.

“Loan” means, collectively, or if the context requires, the applicable Loan made pursuant to the respective Loan Agreement.

“Loan Agreement” means, collectively or, if the context requires, the applicable Loan Agreement, by and between the Authority and the County, each dated as of Closing Date of the related Series of Bonds as set forth in the applicable Purchase Agreement.

“Loan Fund” means the fund by that name established and held by the Fiscal Agent pursuant to Section 4.1 of this Resolution.

“Maturity Date” means the date specified in any Bond on which the principal of such Bond becomes due and payable.

“Non-Refunding Bonds” means any or all (as the context may require) Series of Bonds that do not refund a Series of Bonds issued on an earlier Bond Date.

“Outstanding”, when used as of any particular time with reference to Bonds, means (subject to the provisions of Section 12.6) all Bonds theretofore executed, issued and delivered by the Authority under this Resolution except (i) Bonds theretofore cancelled by the Authority Treasurer or surrendered to the Authority Treasurer for cancellation, (ii) Bonds paid and discharged pursuant to the terms of Section 7, and (iii) Bonds in lieu of or in substitution for which other Bonds shall have been executed, issued and delivered pursuant to this Resolution.

“Owner” when used with respect to any Bond, means the person in whose name the ownership of such Bond is registered on the Registration Books maintained by the Fiscal Agent.

“Principal Payment Date” means, with respect to any Series of Bonds, the applicable September 2 Maturity Date.

“Prior Bonds” means any or all (as the context may require) Series of Bonds that are being refunded by a Series of Bonds issued on a later Bond Date.

“Prior Loan” means, with respect to any Series of Prior Bonds, the Loan made pursuant to the Prior Loan Agreement.

“Prior Loan Agreement” means, with respect to any Series of Prior Bonds, the Loan Agreement related to such Series of Prior Bonds.

“Program Expense Fund” means the fund by that name established in the Energy Independence Fund pursuant to Resolution No. 09-0358 of the County Board, adopted on April 21, 2009.

“Purchase Agreement” means collectively or, if the context requires, the applicable Bond Purchase Agreement authorized pursuant to Section 12.7(d) of this Resolution.

“Purchaser” means the Treasurer of the County of Sonoma, for and on behalf of the County Pool.

“Refunding Bonds” means any or all (as the context may require) Series of Bonds that refund a Series of Bonds issued on an earlier Bond Date.

“Record Date” means, with respect to any Interest Payment Date, the fifteenth day of the calendar month immediately preceding the applicable Interest Payment Date, whether or not such day is a Business Day.

“Redemption Date” means, with respect to any Bonds, the date on which such Bonds have been called to be redeemed pursuant to Section 3.1 or 3.2 of this Resolution prior to their Maturity Date.

“Redemption Notice” has the meaning provided in Section 3.4 hereof.

“Registration Books” means the records maintained by the Fiscal Agent pursuant to Section 2.10 hereof for the registration and transfer of ownership of the Bonds.

“Resolution” means this Resolution and includes subsequent amendments hereof and any Supplemental Resolution.

“Resolution of Intention” means Resolution No. 09-0184 of the County Board, adopted on March 3, 2009.

“Revenues” means as to each Series of Bonds, (a) all amounts paid by the County to the Authority or the Fiscal Agent pursuant to the applicable Loan Agreement other than administrative fees and expenses and indemnity against claims payable to the Authority and the Fiscal Agent, (b) all moneys deposited and held from time to time by the Fiscal Agent in the corresponding account of the Debt Service Fund established hereunder with respect to the Bonds, and (c) investment income with respect to any moneys held by the Fiscal Agent in the corresponding account of the Debt Service Fund established hereunder with respect to the Bonds.

“SCEIP” means the Sonoma County Energy Independence Program, established pursuant to Resolution No. 09-0271 of the County Board, adopted on March 25, 2009 under Chapter 29, as modified from time to time.

“Series” means each series of Bonds issued and designated pursuant to and in accordance with Section 2.3 and Section 12.7(d) hereof.

“State” means the State of California.

“Supplemental Resolution” means any resolution adopted by the Authority Board amendatory of or supplemental to this Resolution.

Section 1.2. Rules of Construction. All references in this Resolution to “Sections,” and other subdivisions, unless indicated otherwise, are to the corresponding Sections or subdivisions of this Resolution; and the words “herein,” “hereof,” “hereunder,” and other words of similar import refer to this Resolution as a whole and not to any particular Section or subdivision hereof.

Section 1.3. Authorization and Purpose of Bonds. The Authority Board has reviewed all proceedings heretofore taken relative to the authorization of the Bonds and has found, as a result of such review, and hereby finds and determines that all things, conditions and acts required by law to exist, happen and be performed precedent to and in the issuance of the Bonds do exist, have happened and have been performed in due time, form and manner as required by law, and the Authority is now authorized, pursuant to each and every requirement of law, to issue the Bonds in the manner and form as in this Resolution provided. The Authority Board hereby authorizes the issuance of the Bonds pursuant to the JPA Act and this Resolution for the purpose of providing funds to make the Loans to the County to make disbursements pursuant to the Assessment Contracts to property owners for the cost of Improvements and to fund Capitalized Interest.

Section 1.4. Equal Security. In consideration of the acceptance of the Bonds by the Owners thereof, this Resolution shall be deemed to be and shall constitute a contract between the Authority and the Owners of the Bonds; and the covenants and agreements herein set forth to be performed on behalf of the Authority shall be for the equal and proportionate benefit, security and protection of all Owners of the Bonds without preference, priority or distinction as to security or otherwise of any of the Bonds over any of the others by reason of the number or date thereof or the time of sale, execution or delivery thereof, or otherwise for any cause whatsoever, except as expressly provided therein or herein.

SECTION 2. THE BONDS.

Section 2.1. Equality of Bonds, Pledge.

(a) As to each Series of Bonds issued hereunder, the Authority hereby pledges, in trust for the protection and security of the Owners, all of its right, title and interest in the Revenues for the payment of principal of, premium (if any), and interest on such Series. Pursuant to the JPA Act and this Resolution, all Bonds of a Series shall be and are equally secured by a pledge of and lien upon the Revenues.

(b) The Bonds and interest thereon are not payable from the general funds of the Authority or the County. Neither the credit of the County or the Authority nor the taxing power of the County is pledged for the payment of the Bonds or the interest thereon, and no Owner of the Bonds may compel the exercise of any taxing power by the County or force the forfeiture of any of its property. The principal of, and premium (if any) and interest on the Bonds are not a debt of the County nor a legal or equitable pledge, charge, lien or encumbrance upon any of the property of the Authority or the County, or upon any of their income, receipts or revenues, other than the Revenues.

Section 2.2. Collection of Assessments. The Assessment Installments shall be payable as provided in the Assessment Contracts and shall be payable in the same manner and at the same time and in the same installments as general taxes on real property are payable, and become delinquent at the same times and in the same proportionate amounts and bear the same proportionate penalties and interest after delinquency as do general taxes on real property. Nothing in this Resolution or in any Supplemental Resolution shall preclude the redemption prior to maturity of any Bonds or the payment of the Bonds from proceeds of refunding bonds issued under any law of the State.

Section 2.3. Issuance of Bonds. (a) The issuance of the Bonds, in an aggregate principal amount not to exceed \$45,000,000, less an amount equal to the original aggregate principal amount of any bonds issued pursuant to the Initial Resolution of Issuance and the Second Resolution of Issuance which have not been refunded, is hereby authorized as provided in this Resolution in accordance with the provisions of the Resolution of Intention and the JPA Act and the proceedings conducted thereunder.

(b) The Bonds may be issued in Series, with the exact principal amount of each Series of Bonds to be determined by the Authority Treasurer in accordance with Section 12.7(d) of this Resolution.

(c) Each Series of Bonds shall be bear a series designation comprised of the calendar year of issuance, a letter designated alphabetically by date of issuance within a calendar year, and a number correlating to the repayment period of the Assessment Contracts identified in the Loan Agreement relating to such Series. (E.g., if Series of Bonds relating to 5-year, 10-year, and 20-year Assessment Contracts are issued on May 1, 2010 and they are the first Series of Bonds issued in calendar year 2010, the Series of Bonds relating to Assessment Contracts with a 5-year repayment period shall be designated as the "Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds, Series

2010A-5 (Taxable)”, and the Series of Bonds relating to Assessment Contracts with 10-year and 20-year repayment periods issued on the same date would bear the respective Series designations of “Series 2010A-10” and “Series 2010A-20”. If the next 5-year, 10-year and 20-year Series of Bonds are issued on June 1, 2010, they would bear the respective Series designations of “Series 2010B-5”, “Series 2010B-10”, and “Series 2010B-20”).

(d) If the Bonds are Refunding Bonds, their designation additionally shall indicate they are Refunding Bonds.

(e) The Bonds shall be issued only in fully registered form without coupons in the denomination of \$5,000 or any integral multiple thereof, or in such other denomination or denominations as determined by the Authority Treasurer. The Bonds, the form of Fiscal Agent’s certificate of authentication, and the form of assignment to appear thereon, shall be substantially in the form set forth in Exhibit A attached hereto and by this reference incorporated herein, with necessary or appropriate variations, omissions and insertions, as permitted or required by this Resolution. The Bonds shall be dated the applicable Closing Date determined in accordance with the respective Purchase Agreement, and shall mature and be payable on September 2 in the years and in the principal amounts specified in such Purchase Agreement. The interest rate for each Series of Bonds shall be:

(i) calculated on the basis of a 360-day year of twelve 30-day months;

(ii) (A) for the first Interest Rate Period with respect to such Bonds, at an initial rate of three percent (3%); and (B) for any succeeding Interest Rate Period, at a rate equal to one-half of one percent (0.50%) plus the net interest rate earned by the County Pool as of the most recent quarter ending immediately prior to commencement of such Interest Rate Period, or equal to such other interest rate as determined by the Authority, the County, and the Owner(s) of the applicable Series of Bonds prior to the commencement of such Interest Rate Period; and

(iii) in any event shall not exceed 12% per annum.

Section 2.4. Application of Proceeds of Sale of Bonds and Funds Received from the County. Upon the delivery of the Bonds to the purchasers thereof, the Fiscal Agent, on behalf of the Authority, shall receive the proceeds from the sale of the Bonds and shall deposit such proceeds as follows: (a) deposit in the applicable account of the Escrow Fund such amount (if any) as provided in Section 4.8, for the purpose of refunding and defeasing Prior Bonds in accordance therewith, (b) deposit in the applicable account of the Debt Service Fund an amount representing Capitalized Interest, as provided in Section 4.2, to be used to pay interest on the Bonds through September 1, 2010, (c) deposit in the Loan Fund (or the applicable account of the Loan Fund, if accounts therein have been created pursuant to Section 4.1) the amount specified in writing by the County for the purpose of making the Loans. The Fiscal Agent shall transfer the balance of the proceeds of the Bonds to the County for deposit in the Program Expense Fund.

Section 2.5. Medium and Payment. Principal of, and premium (if any) and interest on the Bonds shall be payable in lawful money of the United States of America. The principal of each Series of Bonds shall be payable on the respective Maturity Date set forth in the applicable Bonds and in conformance with the applicable Purchase Agreement. Interest with

respect to each Bond shall accrue from the respective Bond Date. Interest on any Bond shall be payable from the Interest Payment Date next preceding the date of authentication of that Bond, unless (i) such date of authentication is an Interest Payment Date, in which event interest shall be payable from such date of authentication, (ii) the date of authentication is after a Record Date but prior to the immediately succeeding Interest Payment Date, in which event interest shall be payable from such Interest Payment Date, or (iii) the date of authentication is prior to the close of business on the first Record Date, in which event interest shall be payable from the Bond Date; provided, however, that if at the time of authentication of such Bond, interest is in default, interest on that Bond shall be payable from the last Interest Payment Date to which the interest has been paid or made available for payment.

Principal of and interest on any Bond shall be paid by check of the Fiscal Agent mailed on or before the Interest Payment Date by first class mail, postage prepaid, to the person whose name appears in the Registration Books as the Owner of such Bond as of the close of business on the Record Date, to the address that appears on the Registration Books (or in such other manner as determined by the Purchaser if the Purchaser is the sole Owner of the Bonds), provided that the payment of principal of the Bonds on the final Maturity Date and the payment of the principal of the Bonds and any premium due upon the redemption thereof shall be payable upon presentation and surrender thereof at maturity or earlier redemption at the office of the Fiscal Agent. In addition, (i) upon a request in writing received by the Fiscal Agent on or before the applicable Record Date from an Owner of \$1,000,000 or more in principal amount of the Bonds, or (ii) so long as the Purchaser is the sole Owner of any Series of Bonds and the Purchaser requests the Authority for payment by wire transfer, payment shall be made on the Interest Payment Date by wire transfer in immediately available funds to an account designated by such Owner. Further, so long as the Purchaser is the sole Owner of any Series of Bonds, payment may be made on the Interest Payment Date by any other method acceptable to the Owner.

Each Bond shall bear interest until its principal sum has been paid; provided, however, that if at the Maturity Date of any Bond, or if at the Redemption Date of any Bond which has been duly called for redemption as herein provided, funds are available for the payment or redemption thereof in full accordance with the terms of this Resolution, the Bond shall then cease to bear interest.

Section 2.6. Form of Bonds and Certificate of Authentication and Registration.

The Bonds shall be sold to the Purchaser and shall be initially issued in the form of a fully registered bond or bonds registered in the name of the Purchaser. The form of the Bond, the form of the certificate of authentication and the form of registration thereon shall be substantially in the form attached hereto as Exhibit A and incorporated herein by this reference. The Bonds may be printed, lithographed or typewritten and may contain such reference to any of the provisions of this Resolution as may be appropriate.

Section 2.7. Execution and Authentication. The Bonds shall be executed by the manual or facsimile signature of the Chairman of the Authority and attested by the manual or facsimile signature of the Secretary of the Authority. In case any one or more of the officers who shall have signed any of the Bonds shall cease to be such officer before the Bonds so signed have been authenticated and delivered by the Authority Treasurer (including new Bonds

delivered pursuant to the provisions hereof with reference to the transfer and exchange of Bonds or to lost, stolen, destroyed or mutilated Bonds), such Bonds may, nevertheless, be authenticated and delivered as herein provided, and may be issued as if the persons who signed such Bonds had not ceased to hold such offices.

The Bonds shall bear thereon a certificate of authentication and registration, in the form set forth in Exhibit A hereto, executed by the manual signature of the Authority Treasurer or the Assistant Treasurer of the Authority. Only such Bonds as shall bear thereon such certificate of authentication and registration shall be entitled to any right or benefit under this Resolution, and no Bond shall be valid or obligatory for any purpose until such certificate of authentication and registration shall have been duly executed by the Authority Treasurer.

Section 2.8. Registration of Exchange or Transfer. The registration of any Bond may, in accordance with its terms, be transferred upon the Registration Books by the person in whose name it is registered, in person or by his or her duly authorized attorney, upon surrender of such Bond for cancellation at the office of the Fiscal Agent, accompanied by delivery of a written instrument of transfer in a form acceptable to the Fiscal Agent and duly executed by the Owner or his or her duly authorized attorney. Bonds may be exchanged at the office of the Fiscal Agent for a like aggregate principal amount of Bonds of authorized denominations. The Authority and the Fiscal Agent will not charge for any new Bond issued upon any exchange, but may require the Owner requesting such transfer or exchange to pay any tax or other governmental charge required to be paid with respect to such transfer or exchange. Whenever any Bond or Bonds shall be surrendered for registration of transfer or exchange, the Fiscal Agent shall authenticate and deliver a new Bond or Bonds; provided that the Fiscal Agent shall not be required to register transfers or make exchanges of (i) Bonds for a period of 15 days next preceding the date of any selection of Bonds to be redeemed, or (ii) any Bonds chosen for redemption.

Section 2.9. Mutilated, Lost, Destroyed or Stolen Bonds. If any Bond shall become mutilated, the Chairman of the Authority, at the expense of the Owner of such Bond, shall execute, and the Authority Treasurer shall thereupon authenticate and deliver, a new Bond of like Series, tenor, maturity and aggregate principal amount in authorized denomination in exchange and substitution for the Bond so mutilated, but only upon surrender to the Fiscal Agent of the Bond so mutilated. Every mutilated Bond so surrendered to the Fiscal Agent shall be cancelled and destroyed. If any Bond issued hereunder shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Fiscal Agent and, if such evidence be satisfactory to the Fiscal Agent and indemnity satisfactory to the Fiscal Agent shall be given, the Chairman of the Authority, at the expense of the Owner, shall execute, the Authority Treasurer shall thereupon authenticate, and the Fiscal Agent shall deliver, a new Bond of like Series and tenor in lieu of and in substitution for the Bond so lost, destroyed or stolen (or if any such Bond shall have matured or shall have been called for redemption, instead of issuing a substitute Bond the Fiscal Agent may pay the same without surrender thereof upon receipt of indemnity satisfactory to the Fiscal Agent). The Fiscal Agent may require payment of a reasonable fee for each new Bond issued under this Section 2.9 and of the expenses which may be incurred by the Authority and the Fiscal Agent. Any Bond issued under the provisions of this Section 2.9 in lieu of any Bond alleged to be lost, destroyed or stolen shall constitute an original contractual obligation on the part of the Authority whether or not the Bond alleged to be lost,

destroyed or stolen be at any time enforceable by anyone, and shall be entitled to the benefits of this Resolution.

Section 2.10. Registration Books. The Fiscal Agent will keep or cause to be kept, at its principal office, sufficient books for the registration and transfer of the Bonds, and, upon presentation for such purpose, the Fiscal Agent shall, under such reasonable regulations as he or she may prescribe, register or transfer or cause to be registered or transferred, on the Registration Books, Bonds as herein provided.

The Authority and the Fiscal Agent may treat the Owner of any Bond whose name appears on the Registration Books as the absolute Owner of such Bond for any and all purposes, and the Authority and the Fiscal Agent shall not be affected by any notice to the contrary. The Authority and the Fiscal Agent may rely on the address of the Owner as it appears in the Registration Books for any and all purposes. It shall be the duty of each Owner to give written notice to the Authority and the Fiscal Agent of any change in such Owner's address so that the Registration Books may be revised accordingly.

Section 2.11. Validity of the Bonds. The validity of the authorization and issuance of the Bonds shall not be dependent upon the completion of the Improvements or upon the performance by any person of such person's obligation with respect to the Improvements.

Section 2.12. Refunding of Bonds. The Bonds may be refunded by the Authority at any time as permitted by and in accordance with this Resolution and applicable law including, but not limited to, the JPA Act.

Section 2.13. No Acceleration. The principal of the Bonds shall not be subject to acceleration hereunder. Nothing in this Section shall in any way prohibit the redemption of Bonds under Section 3 hereof, or the defeasance of the Bonds and discharge of all obligations of the Authority under this Resolution under Section 7 hereof.

SECTION 3. REDEMPTION OF BONDS.

Section 3.1. Mandatory Redemption. The Bonds shall be redeemed prior to maturity, in whole or in part, on any Interest Payment Date by lot within a Series from monies received from the sources, to the extent of and in the manner set forth in the fifth paragraph of Section 4.3 hereof, at a redemption price, expressed as a percentage of the principal amount of the Bonds to be redeemed, of 103 percent, together with accrued interest to the Redemption Date; provided, so long as the Purchaser is the sole Owner as to the Series of Bonds subject to redemption, the Purchaser may waive (pursuant to Section 12.8 hereof) the right to receive all or a portion of the redemption premium pursuant to this Section 3.1, upon which waiver the redemption price shall be equal to the principal amount of the Bonds to be redeemed, plus such redemption premium (if any) specified by the Purchaser, expressed as a percentage of the principal amount of the Bonds to be redeemed and not to exceed three percent (3%), together with accrued interest to the Redemption Date.

Section 3.2. Optional Redemption. (a) The Bonds may be redeemed prior to maturity, in whole or in part, on the fifteenth (15th) calendar day of any month by lot within a Series from monies on deposit and available for such purpose in the applicable account of the

Debt Service Fund from sources other than those referred to in Section 3.1, at the option of the Authority, at a redemption price, expressed as a percentage of the principal amount of the Bonds to be redeemed, of 103 percent, together with accrued interest to the Redemption Date; provided, so long as the Purchaser is the sole Owner as to the Series of Bonds subject to redemption, the Purchaser may waive (pursuant to Section 12.8 hereof) the right to receive all or a portion of the redemption premium pursuant to this Section 3.2(a), upon which waiver the redemption price shall be equal to the principal amount of the Bonds to be redeemed, plus such redemption premium (if any) specified by the Purchaser, expressed as a percentage of the principal amount of the Bonds to be redeemed and not to exceed three percent (3%), together with accrued interest to the Redemption Date.

(b) Any Series of Bonds may be redeemed prior to maturity, in whole, on any date by lot within a Series, from monies on deposit and available for such purpose in an account of the Escrow Fund, in accordance with Section 4.8, from the sale and issuance of Refunding Bonds under this Resolution or additional refunding bonds designated as “Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Refunding Bonds” pursuant to a subsequent resolution of the Authority Board, at the option of the Authority, at a redemption price equal to the principal amount of the Bonds to be redeemed, without premium, together with accrued interest to the Redemption Date; provided, the Redemption Date of any Series of Bonds redeemed pursuant to this Section 3.2(b) shall be the Closing Date of the Refunding Bonds providing the proceeds to redeem such Series of Bonds.

Section 3.3. Selection of Bonds for Redemption. If less than all of the Outstanding Bonds of any Series are to be redeemed pursuant to Section 3.1 or Section 3.2(a), the Authority Treasurer shall select the Bonds of such Series to be redeemed by lot in any manner that the Authority Treasurer deems fair.

Section 3.4. Notice of Redemption. In the event that Bonds are to be redeemed as provided in this Section 3, at least 30 days or other such shorter period upon the consent of the Owners of any Bonds designated for redemption, but not more than 60 days prior to any Redemption Date, a notice of redemption (the “Redemption Notice”) shall be sent by personal service, or registered or certified mail by the Fiscal Agent to the Owners of any Bonds designated for redemption and, if the Purchaser is not the sole Owner of the Bonds, to such securities depositories and securities information services as shall be designated by the Authority Treasurer; provided, with respect to Bonds to be redeemed pursuant to Section 3.2(b), a Redemption Notice shall be provided on the Redemption Date, if the Redemption Notice is not waived pursuant to Section 12.8 of this Resolution. Such Redemption Notice shall specify: (i) the Bonds or designated portions thereof which are to be redeemed, (ii) the date of redemption, (iii) the redemption price, (iv) the CUSIP numbers (if any) assigned to the Bonds to be redeemed, and (v) if less than all Bonds of a Series are to be redeemed, the Bond numbers of the Bonds to be redeemed, and shall require that such Bonds be surrendered at the office of the Fiscal Agent for redemption at the redemption price. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the redemption price, together with interest accrued to the Redemption Date, and that from and after such Redemption Date interest thereon shall cease to accrue and be payable.

Neither failure to receive any Redemption Notice nor any defect in such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of such Bonds or the cessation of the accrual of interest thereon. Each check or other transfer of funds issued by the Fiscal Agent for the purpose of redeeming Bonds shall bear to the extent specified the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

Section 3.5. Partial Redemption of Bonds. Upon surrender of any Bond to be redeemed in part only, the Fiscal Agent shall authenticate and deliver to the Owner a new Bond or Bonds of authorized denominations equal in aggregate principal amount to the unredeemed portion of the Bond surrendered, with the same interest rate and the same maturity and of the same Series. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the Authority shall be released and discharged thereupon from all liability to the extent of such payment.

Section 3.6. Effect of Notice and Availability of Redemption Price. Notice of redemption having been duly given, as provided in Section 3.4, and the amount necessary for the redemption having been made available for that purpose and being available therefor on the date fixed for such redemption:

(1) The Bonds, or portions thereof, designated for redemption shall, on the date fixed for redemption, become due and payable at the redemption price thereof as provided in this Resolution, anything in this Resolution or in the Bonds to the contrary notwithstanding;

(2) Upon presentation and surrender thereof at the office of the Fiscal Agent, such Bonds shall be redeemed at the redemption price;

(3) From and after the Redemption Date, the Bonds or portions thereof so designated for redemption shall be deemed to be no longer Outstanding and such Bonds or portions thereof shall cease to accrue interest; and

(4) From and after the date fixed for redemption no Owner of any of the Bonds or portions thereof so designated for redemption shall be entitled to any of the benefits of this Resolution, or to any other rights, except with respect to payment of the redemption price and interest accrued to the Redemption Date from the amounts so made available.

SECTION 4. FUNDS AND ACCOUNTS.

Section 4.1. Disposition of Bond Proceeds; Loan Fund. There is hereby established a special fund held by the Fiscal Agent called the "Loan Fund," into which shall be deposited proceeds of sale of the Bonds pursuant to Section 2.4. The Loan Fund may be maintained, at the Fiscal Agent's discretion, or if directed by the Authority shall be maintained, in the form of one or more separate accounts within such fund which are established for the purpose of holding the proceeds of separate Series of Bonds subject to separate Loan Agreements. Moneys in the Loan Fund or in any accounts therein shall be disbursed by the Fiscal Agent to or on behalf of the County in accordance with a written request of the County provided to the Fiscal Agent pursuant to the respective Loan Agreement.

Section 4.2. Establishment of Bonds Debt Service Fund and Accounts. For administering and controlling the Revenues, the Capitalized Interest, and any related monies, there is hereby created and established the Bonds Debt Service Fund (the “Debt Service Fund”), such special fund to be maintained by the Fiscal Agent in trust. The Fiscal Agent shall establish with respect to each Series of Bonds a separate account within the Debt Service Fund designated using the name of the applicable Series of Bonds.

Section 4.3. Debt Service Fund. The Fiscal Agent hereby agrees to maintain the Debt Service Fund and accounts therein until all payments of principal of and premium (if any) and interest on the Bonds have been made and all of the Bonds have been paid or redeemed. All Revenues received by the Authority or the Fiscal Agent from the County pursuant to a Loan Agreement shall be deposited and held in the corresponding account of the Debt Service Fund relating to the Series of Bonds to which such Revenues are pledged as security.

Proceeds of the Bonds deposited into the applicable account of the Debt Service Fund pursuant to Section 2.4 shall be used on September 2, 2010 to pay interest due on the applicable Series of Bonds through September 1, 2010. Any moneys remaining in the applicable account of the Debt Service Fund on September 3, 2010 shall be transferred to the Loan Fund (or separate accounts of the Loan Fund if established).

On each Interest Payment Date and each Principal Payment Date, the Fiscal Agent shall make payments of interest and principal, respectively, due and payable with respect to each Series of Bonds then Outstanding from monies in the corresponding accounts of the Debt Service Fund. If, on any Interest Payment Date or Principal Payment Date, there are insufficient funds in an account of the Debt Service Fund to make the payments with respect to a Series of Bonds provided for in the preceding sentence, available monies shall be applied first to the payment of interest on the applicable Bonds, and then to the payment of principal due on such Bonds and then to the payment of principal due on such Bonds or any portion thereof called for redemption pursuant to Section 3 hereof.

On each September 3, commencing September 3, 2011, all monies in any account of the Debt Service Fund in excess of the amount necessary to make the payments of principal of and interest on the applicable Series of Bonds then due or overdue and payable on such date (assuming all Owners entitled to payment on or before such date take or have taken any and all actions necessary on their part to receive amounts due them) shall, to the extent permitted by law, be applied as follows:

(a) The moneys shall be retained in such account of the Debt Service Fund; or

(b) The moneys shall be applied to the advance maturity and redemption of the Bonds of such Series pursuant to Section 3.2(a).

Amounts received from, or on behalf of, the County as prepayment of any Loan pursuant to Section 4.4 shall be deposited by the Fiscal Agent in the applicable account of the Debt Service Fund for application pursuant to Section 4.5. Such Loan prepayment amounts shall be used to pay the principal of and redemption premium (if any) on the corresponding Series of

Bonds or such portion thereof which shall have been advanced pursuant to the JPA Act, Section 3.1 or 3.2, and this paragraph. The Fiscal Agent shall advance the maturity of and call Bonds for redemption pursuant to this Resolution and the JPA Act whenever and to the extent of any special prepayment of the Loans pursuant to Section 4.4, sufficient to pay the principal thereof plus the redemption premium (if any) of Bonds of the related Series. On or after each Redemption Date, or prior thereto, upon presentation and surrender thereof, the Fiscal Agent shall pay the principal of and redemption premium (if any) of each such Series of Bonds the maturity of which has been so advanced, and the interest accrued on such Bond to the earlier of the Principal Payment Date or Redemption Date, from monies in the applicable account of the Debt Service Fund.

Any amounts remaining in any account of the Debt Service Fund after payment of the Bonds of the corresponding Series and the interest thereon shall be applied in accordance with Section 4.7.

Section 4.4. Prepayment of Loans. (a) The County shall prepay any Loan to the extent any owner of assessed land prepays the Assessment of an Assessment Contract identified on the related Assessment Contract Schedule attached as "Exhibit A" to the applicable Loan Agreement.

(b) Upon the written request of the County, the Fiscal Agent shall transfer moneys on deposit in the Loan Fund to the related account of the Debt Service Fund to be applied for payment to Owners of the corresponding Bonds redeemed in accordance with Section 3.2(a).

Section 4.5. Application of Prepaid Loans. Upon receiving a prepayment of a Loan pursuant to Section 4.4(a) or (b), the Fiscal Agent shall deposit it in the related account of the Debt Service Fund to be applied for payment to Owners of the corresponding Bonds redeemed in accordance with Section 3.1 or 3.2.

Section 4.6. Certain Procedures Upon Redemption. If notice of redemption is given, the Bonds so advanced shall mature and become payable on the date fixed for redemption in the notice. The Owner of any such Bond may, prior to the date of redemption, with the consent of the Fiscal Agent, surrender it and receive the principal and interest thereon to the date of payment together with the redemption premium provided for the Bond, if any. If the Bond has not been sooner surrendered on the date fixed for redemption, the Fiscal Agent shall set aside to the credit of the Owner of the Bond the amount of principal and accrued interest then due on the Bond together with the redemption premium, if any, and the Bond shall then be deemed to have matured and interest shall cease to accrue on the Bond. The amount so set aside shall upon demand and upon the surrender and cancellation of the Bond be paid to the Owner of the Bond.

Section 4.7. Debt Service Fund Surplus. If there is a surplus remaining in any account in the Debt Service Fund after payment of all Bonds of a Series corresponding to such account and the interest thereon, plus applicable redemption premium (if any), that surplus shall be released from the pledge and lien hereunder and transferred to the County to be used for the benefit of the SCEIP or, upon the direction of the County, to cure any deficiency in any other account of the Debt Service Fund pursuant to Section 5.2 of this Resolution.

Section 4.8. Escrow Fund; Refunding Bonds. (a) There is hereby created and established with the Fiscal Agent a special and irrevocable trust fund designated the Escrow Fund (the "Escrow Fund"), (in which there shall be established and created a 5-Year Account, a 10-year Account, and a 20-year Account) to be held by the Fiscal Agent separate and apart from all other funds of the Authority, the County, or the Fiscal Agent and used only for the purposes and in the manner provided in this Section 4.8.

(b) The initial Series of Bonds issued under this Resolution with respect to each Available Term shall be Non-Refunding Bonds.

(c) To minimize the costs associated with the administration and maintenance of multiple funds and accounts, subsequent Series of Bonds issued under this Resolution with respect to each Available Term may be Refunding Bonds. Refunding Bonds relating to an Available Term shall refund and defease only Prior Bonds relating to the same Available Term. Refunding Bonds may be issued for the additional purpose of providing additional funds for deposit in the Loan Fund pursuant to Section 2.4 in order to provide for additional Loans to the County for the making of disbursements from the Loan Fund in accordance with this Resolution..

(d) In accordance with Section 7.1(a) of this Resolution, upon the issuance of any Series of Refunding Bonds, the Authority shall cause to be deposited with the Fiscal Agent in the applicable account of the Escrow Fund the following: (i) the then Outstanding principal amount of the Prior Bonds being refunded and defeased by such Series of Refunding Bonds, and (ii) interest accrued and unpaid on such Prior Bonds to the Redemption Date.

(e) Upon receipt of the moneys described in paragraph (d), the Fiscal Agent shall pay such moneys to the Owners of the Prior Bonds for the equal and ratable benefit of such Owners. If not waived by the Purchaser pursuant to Section 12.8, a Redemption Notice shall be provided by the Fiscal Agent to the Owners of the Prior Bonds in accordance with Section 3.4.

(f) The Authority and the Fiscal Agent represent and agree that, concurrently with the initial deposit of the moneys in the applicable account of the Escrow Fund pursuant to paragraph (d), (i) the Prior Bonds will no longer be deemed to be Outstanding and unpaid within the meaning and with the effect expressed in Section 7 of this Resolution, and (ii) the Prior Loan will no longer be deemed to be outstanding and unpaid within the meaning and with the effect expressed in the Prior Loan Agreement.

(g) Monies remaining on deposit in any account of the Escrow Fund after payment of all amounts to the Owners of the applicable Series of Prior Bonds pursuant to paragraph (e) shall be released to the County for the benefit of the SCEIP within five (5) Business Days after such payment to the Owners of the applicable Series of Prior Bonds.

Section 4.9. Investments. (a) Except for the Escrow Fund (and the accounts therein), all moneys in any of the funds or accounts established pursuant to this Resolution shall be invested by the Fiscal Agent solely in Authorized Investments. All moneys in the Escrow Fund (and the accounts therein) shall be invested by the Fiscal Agent solely in Federal Securities. Obligations purchased as an investment of moneys in any fund or account shall be deemed to be part of such fund or account.

All interest or gain derived from the investment of amounts in any of the funds or accounts shall be deposited in the fund or account from which such investment was made. The Fiscal Agent shall incur no liability for losses arising from any investments made pursuant to this Section.

(b) For the purpose of determining the amount in any fund or account established hereunder, the value of investments credited to such fund or account shall be calculated at the cost thereof, excluding accrued interest and brokerage commissions, if any.

(c) Moneys in the Debt Service Fund and the accounts therein shall be invested only in obligations which will by their terms mature on such dates as to ensure the timely payment of principal and interest on the corresponding Bonds as the same become due.

The Fiscal Agent shall sell at the best price obtainable or present for redemption any obligations so purchased whenever it may be necessary to do so in order to provide moneys to meet any payment or transfer for such funds and accounts or from such funds and accounts. For the purpose of determining at any given time the balance in any fund or account, any such investments constituting a part of such fund and account shall be valued at their amortized cost.

SECTION 5. COVENANTS.

So long as any of the Bonds issued hereunder are outstanding, the Authority makes the following covenants with the Owners (to be performed by the Authority or its proper officers, agents or employees), which covenants are necessary, convenient and desirable to secure the Bonds; provided, however, that said covenants do not require the Authority to expend any funds other than the Revenues.

Section 5.1. Punctual Payment. The Authority will punctually pay or cause to be paid the principal of, and interest and any premium on, the Bonds when and as due in strict conformity with the terms of this Resolution and any Supplemental Resolution, and it will faithfully observe and perform all of the conditions, covenants and requirements of this Resolution and all Supplemental Resolutions and of the Bonds.

Section 5.2. Limited Obligation; No Required Advances From Available Surplus Funds. The Bonds are limited obligation bonds and are payable solely from and secured solely by Revenues, including the amounts in the applicable account of the Debt Service Fund. Notwithstanding any other provision of this Resolution, the Authority shall, at the direction of the County in its sole and absolute discretion, advance available surplus funds from any account of the Debt Service Fund, determined in accordance with Section 4.7 of this Resolution, to cure any deficiency in any other account in the Debt Service Fund.

Section 5.3. General. The Authority shall do and perform or cause to be done and performed all acts and things required to be done or performed by or on behalf of the Authority under the provisions of this Resolution. The Authority warrants that upon the date of execution and delivery of the Bonds, the conditions, acts and things required by law and this Resolution to exist, to have happened and to have been performed precedent to and in the execution and delivery of such Bonds do exist, have happened and have been performed and the

execution and delivery of the Bonds shall comply in all respects with the applicable laws of the State.

Section 5.4. Protection of Security and Rights of Owners. The Authority will preserve and protect the security of the Bonds and the rights of the Owners thereto, and will warrant and defend their rights to such security against all claims and demands of all persons. From and after the delivery of the Bonds by the Authority, the Bonds shall be incontestable by the Authority.

Section 5.5. Against Encumbrances. The Authority will not encumber, pledge or place any charge or lien upon any of the Revenues or other amounts pledged to the Bonds superior to or on a parity with the pledge and lien herein created for the benefit of the Bonds, except as permitted by this Resolution.

Section 5.6. Accounting Records and Statements. The Authority will keep or cause to be kept proper accounting records in which complete and correct entries shall be made of all transactions relating to the receipt, deposit and disbursement of the Revenues, and such accounting records shall be available for inspection upon five (5) Business Days' written notice by any Owner or such Owner's agent duly authorized in writing at reasonable hours and under reasonable conditions.

Section 5.7. Further Assurances. The Authority will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of its duties under this Resolution, and for the better assuring and confirming unto the Owners of the Bonds the rights and benefits provided in this Resolution.

SECTION 6. FISCAL AGENT .

Section 6.1. Fiscal Agent; Appointment and Acceptance of Duties.

(a) The Authority Board hereby appoints the Authority Treasurer to act as the initial Fiscal Agent for the Bonds under this Resolution. All fees and expenses incurred for services of the Fiscal Agent shall be the sole responsibility of the Authority. The Fiscal Agent, if other than the Authority Treasurer acting as Fiscal Agent, pursuant to Section 6.6 hereof shall have the powers of a trust company within or without the State.

(b) Unless otherwise provided, the office of the Fiscal Agent designated by the Fiscal Agent shall be the place for the payment of principal of, premium, if any, and interest on the Bonds.

Section 6.2. Liability of Fiscal Agent. The Fiscal Agent, if other than the Authority Treasurer or except as expressly provided in a certificate of the Fiscal Agent in connection with the issuance and delivery of the bonds on the Closing Date, makes no representations as to the validity or sufficiency of this Resolution or of any Bonds issued hereunder or as to the security afforded by this Resolution, and the Fiscal Agent shall incur no liability in response hereof or thereof.

Section 6.3. Evidence on Which Fiscal Agent May Act. The Fiscal Agent, upon receipt of any notice, resolution, request, consent, order, certificate, report, opinion, bond, or other paper or document furnished to it pursuant to any provision of this Resolution, shall examine such instrument to determine whether it conforms to the requirements of this Resolution and shall be protected in acting upon any such instrument believed by it to be genuine and to have been signed and presented by the proper party or parties. The Fiscal Agent may consult with counsel, who may or may not be counsel to the County or the Authority, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Resolution in good faith in accordance therewith.

Section 6.4. Compensation. The Authority shall direct the County to pay, from the Program Expense Fund, to the Fiscal Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under this Resolution. In no event shall the Authority or the County be required to expend its own funds hereunder or under the Loan Agreements, other than funds on deposit in the Program Expense Fund.

Section 6.5. Ownership of Bonds Permitted. If the Fiscal Agent is other than the Authority Treasurer, the Fiscal Agent may become the Owner of any Bond.

Section 6.6. Resignation or Removal of Fiscal Agent and Appointment of Successor.

(a) Any Fiscal Agent appointed may resign from service as Fiscal Agent and, if the Fiscal Agent is not the Authority Treasurer, it may be removed at any time by the Authority Treasurer as provided in the Fiscal Agent's service agreement. Without further action by the Authority Board, if at any time the Fiscal Agent shall resign or be removed, the Authority Treasurer shall appoint a successor Fiscal Agent, which shall be a trust company or bank having the powers of a trust company within or without the State, with at least \$100,000,000 in net assets. The Fiscal Agent shall keep accurate records of all funds administered by it and of all Bonds paid and discharged by it. Such records shall be provided, upon reasonable request, to the Authority in a format mutually agreeable to the Fiscal Agent and the Authority. Such successor Fiscal Agent shall signify the acceptance of its duties and obligations hereunder by executing and delivering to the Authority, a written acceptance thereof. Resignation or removal of the Fiscal Agent shall be effective upon appointment and acceptance of a successor Fiscal Agent.

(b) In the event of the resignation or removal of the Fiscal Agent, such Fiscal Agent shall pay over, assign and deliver any moneys held by it as Fiscal Agent to its successor, or, if there is no successor, the Authority Treasurer shall be the Fiscal Agent.

SECTION 7. DEFEASANCE.

Section 7.1. Defeasance. If all Outstanding Bonds of a Series shall be paid and discharged in any one or more of the following ways:

(a) by paying or causing to be paid the principal of and interest with respect to all Bonds of such Series then Outstanding, as and when the same become due and payable;

(b) by depositing with the Fiscal Agent, at or before maturity, an amount which, together with the amounts then on deposit in the corresponding account of the Debt Service Fund, is fully sufficient to pay the principal of and redemption premium (if any) and interest on all Bonds of such Series then Outstanding as and when the same shall become due and payable or, in the event of redemption thereof, before their respective Maturity Dates; or

(c) by depositing with the Fiscal Agent Federal Securities in such amount as the Authority shall determine, as verified by a nationally recognized Independent Public Accountant (unless the Purchaser is the sole owner of all Bonds of such Series, in which case no such verification is required), will, together with the interest to accrue thereon and moneys then on deposit in the corresponding account of the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge the principal of, and premium (if any) and interest on all Bonds of such Series then Outstanding as and when the same shall become due and payable;

then, at the election of the Authority, and notwithstanding that any Bonds of such Series shall not have been surrendered for payment, all obligations of the Authority under this Resolution with respect to all Outstanding Bonds of such Series shall cease and terminate, except for (i) the obligation of the Authority Treasurer to pay or cause to be paid to the Owners of the Bonds of such Series not so surrendered and paid, all sums due thereon, and (ii) the Authority's obligations under Section 5.4. Any funds held by the Fiscal Agent in such account of the Debt Service Fund, at the time of receipt of such notice from the Authority, which are not required for the purpose above mentioned, shall be transferred to the County to be used for the benefit of the SCEIP.

SECTION 8. SUPPLEMENTAL RESOLUTIONS.

Section 8.1. Supplemental Resolutions Without Owner Consent. The Authority, may from time to time, and at any time, without notice to or consent of any of the Owners, adopt resolutions supplemental hereto as shall not be inconsistent with the terms and provisions hereof for any of the following purposes:

(a) to cure any ambiguity, to correct or supplement any provision herein which may be inconsistent with any other provision herein, or to make any other provision with respect to matters or questions arising under this Resolution or in any Supplemental Resolution, provided that such action shall not adversely affect the interests of the Owners;

(b) to add to the covenants and agreements of and the limitations and the restrictions upon the Authority contained in this Resolution other covenants, agreements, limitations and restrictions to be observed by the Authority which are not contrary to or inconsistent with this Resolution as theretofore in effect; and

(c) to modify, alter, amend or supplement this Resolution in any other respect which is not materially adverse to the interests of the Owners.

Section 8.2. Supplemental Resolutions with Owner Consent. Except as provided in Section 8.1, the Owners of a majority in aggregate principal amount of the Bonds then Outstanding shall have the right to consent to and approve the execution of such Supplemental Resolutions as shall be deemed necessary or desirable for the purpose of waiving, modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Resolution or in any Supplemental Resolution; provided, however, that nothing herein shall permit, or be construed as permitting, (a) an extension of the Maturity Date of the principal of, or the payment date of interest on, any Bond, (b) a reduction in the principal amount of, or redemption price of, any Bond or the rate of interest thereon, (c) a preference or priority of any Bond or Bonds over any other Bond or Bonds, or (d) a reduction in the percentage of Bonds the Owners of which are required to consent to such Supplemental Resolution, without the consent of the Owners of all Bonds then Outstanding. In no event, however, may a modification or amendment provide for the issuance of additional bonds, notes or other evidences of indebtedness payable out of the Revenues.

Section 8.3. Notice of Supplemental Resolution to Owners. If at any time the parties hereto shall desire to enter into a resolution supplemental hereto, which pursuant to the terms of Section 8.2 shall require the consent of the Owners, the Authority shall cause notice of the proposed resolution to be mailed, postage prepaid, to all Owners at their addresses as they appear in the Registration Books. Such notice shall briefly set forth the nature of the proposed resolution and shall state that a copy thereof is on file at the office of the Authority for inspection by all Owners. The failure of any Owner to receive such notice shall not affect the validity of such resolution when consented to and approved as in Section 8.2 provided. Whenever at any time within one year after the date of the first mailing of such notice, the Authority shall receive an instrument or instruments purporting to be executed by the Owners of not less than a majority in aggregate principal amount of the Bonds then Outstanding, which instrument or instruments shall refer to the proposed resolution described in such notice, and shall specifically consent to and approve it substantially in the form of the copy thereof referred to in such notice as on file with the Authority, such proposed resolution, when duly adopted by the Authority, shall thereafter become a part of the proceedings for the issuance of the Bonds. In determining whether the Owners of the requisite aggregate principal amount of the Bonds have consented to the adoption of any Supplemental Resolution, Bonds which are owned by the County, the Authority, or by any person directly or indirectly controlling or controlled by or under direct or indirect common control with the County or the Authority, shall be disregarded and shall be treated as though they were not Outstanding for the purpose of any such determination.

Upon the adoption of any resolution supplemental hereto and the receipt of consent to any such resolution from the Owners of the appropriate aggregate principal amount of Bonds in instances where such consent is required, this Resolution shall be, and shall be deemed to be, modified and amended in accordance therewith, and the respective rights, duties and obligations under this Resolution of the Authority and all Owners of Bonds then Outstanding shall thereafter be determined, exercised and enforced hereunder, subject in all respects to such modifications and amendments.

SECTION 9. ADDITIONAL BONDS.

Section 9.1. Additional Series of Bonds. The Authority hereby authorizes and approves the issuance of Additional Series of Bonds pursuant to the JPA Act for the purpose of financing further County disbursements to property owners for the cost of Improvements, to the extent required under and in accordance with the SCEIP, pursuant to and secured by such Additional Resolutions of Issuance (and such additional loan agreements and bond purchase agreements approved by each such Additional Resolution of Issuance) as may be approved by the Authority Board from time to time, with such Additional Resolutions of Issuance and related agreements to be substantially in the form of this Resolution and the agreements approved hereby, together with such changes as may be requested by Bond Counsel and as are approved by the Authority Board.

SECTION 10. DEFAULT.

Section 10.1. Events of Default. If any of the following events occur, it is hereby declared to constitute an "Event of Default":

- (a) Default in the due and punctual payment of interest on any Bond, whether at the stated Interest Payment Date thereof, or upon proceedings for redemption thereof;
- (b) Default in the due and punctual payment of the principal of or premium, if any, on any Bond, whether at the stated Principal Payment Date thereof, or upon proceedings for redemption thereof; or
- (c) Failure by the Authority to observe and perform any material covenant, condition or agreement required by this Resolution to be performed by it (other than a default described in clause (a) or (b) above) for a period of 60 days following written notice to the Authority from any Owner of such failure; provided, however, if the Authority is in good faith attempting to remedy said failure and is unable to do so within the 60-day time period, an additional 60 days shall be allowed.

Section 10.2. Remedies Not Exclusive; Non-waiver. No remedy conferred hereby upon any Owner is intended to be exclusive of any other remedy, but each such remedy is cumulative and in addition to every other remedy and may be exercised without exhausting and without regard to any other remedy conferred by the JPA Act, Chapter 29, or any other law of the State. No waiver of any default or breach of duty or contract by any Owner shall affect any subsequent default or breach of duty or contract or shall impair any rights or remedies on said subsequent default or breach. No delay or omission of any Owner to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed as a waiver of any such default or acquiescence therein. Every substantive right and every remedy conferred upon the Owners may be enforced and exercised as often as may be deemed expedient. In case any suit, action or proceeding to enforce any right or exercise any remedy shall be brought or taken and the Owner shall prevail, said Owner shall be entitled to receive reimbursement for reasonable costs, expenses, outlays and attorney's fees and should said suit, action or proceeding be abandoned, or be determined adversely to the Owners then, and in every such case, the

Authority and the Owners shall be restored to their former positions, rights and remedies as if such suit, action or proceeding had not been brought or taken.

Section 10.3. Limited Liability of the Authority to the Owners. Except for the collection of the Revenues and the observance and performance of the other conditions, covenants and terms contained herein or in the JPA Act required to be observed or performed by it, the Authority shall not have any obligation or liability to the Owners with respect to this Resolution or the preparation, authentication, delivery, transfer, exchange or cancellation of the Bonds.

Section 10.4. Action by Owners Upon Default. In the event the Authority fails to take any action to eliminate an Event of Default under Section 10.1 hereof, the Owners of a majority in aggregate principal amount of a Series of Outstanding Bonds may institute any suit, action, mandamus or other proceeding in equity or at law for the protection or enforcement of any right under this Resolution, but only if such Owners have first made written request of the Authority, after the right to exercise such powers or right of action shall have occurred, and shall have afforded the Authority a reasonable opportunity either to proceed to exercise the powers granted herein or granted under law or to institute such action, suit or proceeding in its name and unless also, the Authority shall have been offered reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Authority shall have refused or neglected to comply with such request within a reasonable time. Any moneys recovered in such suit, action, mandamus or other proceedings shall be applied first to the payment of the reasonable costs and expenses of the Owners in bringing such suit, action, mandamus or other proceeding, including reasonable compensation to their agents and attorney.

SECTION 11. LOAN AGREEMENTS.

Section 11.1. Approval of Loan Agreements. The Loan Agreements proposed to be entered into by and between the County and the Authority, in the form on file in the office of the Authority Secretary, are hereby approved. Each of the Chairman of the Authority Board and the Vice Chairman of the Authority Board (each, an "Authorized Officer") is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver each Loan Agreement in substantially said form, with such changes therein as may be requested by Bond Counsel and as the Authorized Officer executing the same may approve (such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof); provided, (i) only one (1) Loan Agreement shall be executed with respect to each Series of Bonds, and (ii) a Loan Agreement with respect to a Series of Bonds shall be executed only to the extent a Purchase Agreement for such Series of Bonds has been executed by the Authority in accordance with the requirements set forth in Section 12.7(d). The authorization and powers delegated to such Authorized Officers pursuant to this Section 11.1 shall be valid for a period commencing from the date of adoption of this Resolution through, and including, the last day of the first calendar month in which such last day occurs at least one hundred eighty (180) days after the date of adoption hereof.

SECTION 12. MISCELLANEOUS.

Section 12.1. Partial Invalidity. If any section, paragraph, subdivision, sentence, clause or phrase of this Resolution shall for any reason be adjudged by any court of competent jurisdiction to be unconstitutional, unenforceable or invalid, such judgment shall not affect the validity of the remaining portions of this Resolution. The Authority Board hereby declares that it would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause and phrase hereof and would have authorized the issuance of the Bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution or the application thereof to any person or circumstance, may be held to be unconditional, unenforceable or invalid.

Section 12.2. General Authorization. The officers of the Authority are hereby authorized and directed, jointly and severally, to do all acts and things which may be required of them by this Resolution, or which may be necessary or desirable in carrying out the issuance of the Bonds as provided by this Resolution and all matters incidental thereto, including, without limitation, to execute such agreements, certificates, receipts, opinions and other documents, and to deliver at the closing and delivery of the Bonds any and all of the foregoing as may be appropriate in the circumstances. All such acts and things heretofore done are hereby approved, ratified and confirmed.

Section 12.3. Personal Liability. The Authority or any officer, agent or employee thereof, shall not be individually or personally liable for the payment of the principal or interest on the Bonds; but nothing herein contained shall relieve any such entity, officer, agent or employee from the performance of any official duty provided by law.

Section 12.4. Payment on Business Day. In any case where the date of the maturity of interest or of principal (and premium, if any) of the Bonds or the date fixed for redemption of any Bonds or the date any action is to be taken pursuant to this Resolution is other than a Business Day, the payment of interest or principal (and premium, if any) or the action need not be made on such date but may be made on the next succeeding day which is a Business Day with the same force and effect as if made on the date required and no interest shall accrue for the period after such date.

Section 12.5. Employment of Agents by the Authority. In order to perform its duties and obligations hereunder, the Authority may employ such persons or entities as it deems necessary or advisable. The Authority shall not be liable for any of the acts or omissions of such persons or entities employed by it in good faith hereunder, and shall be entitled to rely, and shall be fully protected in doing so, upon the opinions, calculations, determinations and directions of such persons or entities.

Section 12.6. Disqualified Bonds. In the event of a later transfer of the Bonds in accordance with Section 12.7 hereof, in determining whether the Owners of the requisite aggregate principal amount of Bonds have concurred in any demand, request, direction, consent or waiver under this Resolution, Bonds which are owned or held by or for the account of the Authority or the County shall be disregarded and deemed not to be Outstanding for the purpose of any such determination, provided, however, that for the purpose of determining whether the

Fiscal Agent shall be protected in relying on any such demand, request, direction, consent or waiver, only Bonds which the Fiscal Agent knows to be so owned or held shall be disregarded.

Section 12.7. Sale of Bonds to Purchaser; Transfer of Bonds; Purchase Agreement; Restrictions. (a) The Purchaser, as the initial Owner of the Bonds, has represented to the Authority that the Purchaser intends to hold the Bonds for its own account, for an indefinite period of time, and does not intend at this time to distribute, sell or otherwise dispose of the Bonds, or any portion thereof, to any third party.

(b) At the time of adoption of this Resolution, the Authority has not prepared, and does not intend to prepare, any offering document (in the form of an official statement or otherwise) with respect to the Bonds. The Authority has not made, and at this time does not intend to make, any continuing disclosure filings with state or national information repositories with respect to the Bonds.

(c) The transfer of the Bonds shall be restricted as set forth herein. With respect to any transfer of less than all of the then outstanding principal amount of the Bonds, the portion being transferred shall be equal to \$100,000 or greater in principal amount. No Bond (or any portion thereof) may be transferred and no such transfer shall be effective or recognized in the Registration Books, unless the Authority shall have received a letter from the proposed transferee in the form satisfactory to the Authority, which shall contain statements substantially to the following effect:

- (i) The transferee has received and reviewed copies of this Resolution. The transferee understands that (A) the Bonds are limited obligations of the Authority secured by and payable solely from Revenues as provided in this Resolution, (B) no other fund or property of the Authority or the County is liable for the payment of the Bonds, (C) none of the payment obligations with respect to the Bonds are secured by a pledge of any money received or to be received from taxation by the County or any political subdivision thereof, other than the Assessment Revenues securing the Loan Agreements pursuant to which the Revenues securing the Bonds will be paid, and (D) there is no reserve fund for the Bonds.
- (ii) The transferee has sufficient knowledge and experience in financial and business matters, including in the purchase and ownership of municipal obligations of a nature similar to the Bonds, to be able to evaluate the risks and merits of investing in the Bonds.
- (iii) The transferee acknowledges that Authority has not prepared any offering document with respect to the Bonds. The transferee, as a sophisticated investor, has made its own credit inquiry and analyses with respect to the Bonds. The transferee has assumed the responsibility for obtaining and making such review as the transferee has deemed necessary or desirable in connection with the transferee's decision to invest in the Bonds. The transferee's decision to invest in the Bonds did not rely on any information

provided by the Authority or the County (or any representatives or agents of the Authority or the County) that is not in written form.

- (iv) The transferee has duly determined that (A) the transferee is legally authorized to purchase the Bonds, and (B) the Bonds are a lawful investment for the transferee under all applicable laws.
- (v) The transferee understands that (A) the Bonds have not been registered with any federal or state securities agency or commission or otherwise qualified for sale under the “Blue Sky” laws or regulations of any state, (B) will not be listed on any securities exchange, (C) will not carry a rating from any rating service, and (D) may not be readily marketable.
- (vi) The transferee is investing in the Bonds for its own account, and at the time of its purchase of the Bonds, and does not intend to distribute, resell or otherwise dispose of the Bonds.
- (vii) The transferee agrees that, in the event that the transferee decides to sell or otherwise transfer the Bonds, it shall require the new transferee to deliver to the Authority the letter required by this Section 12.7 as a condition precedent to the consummation of such transfer.

(d) The Authority shall enter into a purchase agreement (each individually, and collectively, the “Purchase Agreement”) with respect to each Series of Bonds designated as set forth in Section 2.3 and determined in accordance with the parameters set forth in this paragraph. The Purchase Agreement proposed to be entered into by and between the Authority and the Purchaser, in the form on file in the office of the Authority Secretary, and the sale of the Bonds pursuant thereto upon the terms and conditions set forth therein are hereby approved. Subject to the following sentence, each Authorized Officer, acting singly, is authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver each Purchase Agreement in substantially said form, with such changes therein as may be requested by Bond Counsel and as the officer executing the same may require or approve (such approval to be conclusively evidenced by such Authorized Officer’s execution and delivery thereof). With respect to each Purchase Agreement, each Authorized Officer, acting singly, is hereby authorized and directed to act on behalf of the Authority to establish and determine the initial principal amount of each Series of Bonds; provided, (i) in accordance with Section 2.3, the aggregate initial principal amount of all Series of Bonds issued under this Resolution shall not exceed forty-five million dollars (\$45,000,000), less an amount equal to the original aggregate principal amount of any bonds issued pursuant to the Initial Resolution of Issuance or the Second Resolution of Issuance which have not been refunded, and (ii) in any calendar month, any and all such Series of Bonds issued shall be issued on the same Business Day and on only 1 Business Day each month. The authorization and powers delegated to such Authorized Officers pursuant to this Section 12.7(d) shall be valid for a period commencing from the date of adoption of this Resolution through, and including, the last day of the first calendar month in which such last day occurs at least one hundred eighty (180) days after the date of adoption hereof.

(e) Upon satisfaction of subsection (c) above, any Bond may in accordance with its terms be transferred upon the Registration Books by the person in whose name it is registered, in person or by such person's duly authorized attorney, upon surrender of such Bond for cancellation, accompanied by delivery of a written instrument of transfer, duly executed, in a form approved by the Fiscal Agent. Whenever any Bond shall be surrendered for such transfer, the Authority shall execute and the Fiscal Agent shall thereupon authenticate and deliver to the transferee a new Bond or Bonds of like tenor, Series, maturity or maturities and aggregate principal amount. The Fiscal Agent shall not be required to transfer, pursuant to this Section 12.7, either (i) any Bond during the period established by the Fiscal Agent for the selection of Bonds for redemption, or (ii) any Bond selected for redemption pursuant to Section 3.

Section 12.8. Waivers. So long as the Purchaser is the sole Owner of the Bonds, the Purchaser may waive any provisions of this Resolution, including but not limited to the provisions related to the redemption of Bonds or to the adoption of resolutions supplemental hereto.

Section 12.9. Effective Date. This Resolution shall take effect immediately upon adoption.

PASSED, APPROVED AND ADOPTED this ____ day of October 2009.

Chair

ATTEST:

Secretary

Exhibit A

[FORM OF BOND]

Transfer of this Bond is subject to the restrictions set forth in the Resolution referred to herein. A transfer of Bonds is limited to certain parties that qualify under the requirements of the Resolution, which include the requirement that the transferee can bear the economic risk of investment in the Bonds and has such knowledge and experience in business and financial matters, including the purchase and ownership of municipal obligations of a nature similar to the Bonds, to be able to evaluate the risks and merits of the investment in the Bonds. The Bonds have not been registered with any federal or state securities agency or commission.

United States of America
State of California
County of Sonoma

REGISTERED
NUMBER [1]

REGISTERED
\$ _____

SONOMA COUNTY PUBLIC FINANCING AUTHORITY
SONOMA COUNTY ENERGY INDEPENDENCE PROGRAM
CONTRACTUAL ASSESSMENT REVENUE [REFUNDING] BOND
SERIES 20__ __-__ (TAXABLE)

BOND DATE: _____, [20__]

MATURITY DATE: September 2, _____

REGISTERED OWNER: Treasurer of the County of Sonoma, for and on behalf of the
Sonoma County Treasury Pooled Investment Fund

Under and by virtue of Articles 1 through 4 (commencing with Section 6500) of the Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, as amended (the "JPA Act"), including the provisions of the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4 of the Act, the Sonoma County Public Financing Authority, a joint powers authority organized and existing under the laws of the State of California (the "Authority") hereby promises to pay (but only out of the Revenues (as such term is defined in the Resolution of Issuance (as hereinafter defined)) to the registered owner hereof, or registered assigns (the "Owner"), on the Maturity Date identified above (subject to any right of prior redemption hereinafter mentioned), the principal sum specified above in lawful money of the United States of America; and to pay interest thereon at a rate of interest determined pursuant to Resolution No. ____ of the Governing Board of the Authority (the "Resolution of Issuance"), adopted on _____, 2009, in like money from the Interest Payment Date (as hereinafter defined) next preceding the date of authentication and registration of this Bond, unless this Bond is authenticated and registered (i) on an Interest Payment Date, in which event interest shall be

payable from such date of authentication and registration, (ii) prior to an Interest Payment Date and after the close of business on the 15th day of the month immediately preceding such Interest Payment Date, in which event it shall bear interest from such Interest Payment Date, or (iii) prior to the close of business on February 15, 20 __, in which event it shall bear interest from the Bond Date stated above, until payment of such principal sum shall have been discharged; provided, however, that if at the time of authentication of such Bond, interest is in default, interest on that Bond shall be payable from the last Interest Payment Date to which the interest has been paid or made available for payment.

The principal of this Bond shall be payable on the Maturity Date. Interest on this Bond shall be payable semiannually on March 2 and September 2 (each an "Interest Payment Date") in each year commencing on September 2, 2010. Principal of and interest on this Bond shall be paid by check of the Treasurer of the Authority ("Authority Treasurer" or "Fiscal Agent") mailed on or before the Interest Payment Date by first class mail, postage prepaid, or upon satisfaction of certain conditions specified in the Resolution of Issuance, by wire transfer or any other method acceptable to the Owner, to the person whose name appears in the Registrations Books as the Owner of such Bond as of the 15th day of the calendar month immediately preceding each Interest Payment Date, to the address of that person on the Registration Books, provided that the payment of principal of the Bond on the Maturity Date and the payment of the principal of the Bond and any premium due upon the redemption thereof shall be payable upon presentation and surrender thereof at maturity or earlier redemption at the office of the Authority Treasurer in Sonoma, California.

This Bond shall bear interest until the principal amount has been paid; provided, however, that if at the Maturity Date, or if at the redemption date of any principal amount of this Bond which has been duly called for redemption as provided in the Resolution of Issuance, funds are available for the payment or redemption thereof in full accordance with the terms of the Resolution of Issuance, such principal amount shall then cease to bear interest.

This Bond is issued by the Authority under the JPA Act and the Resolution of Issuance for the purpose of providing funds to make a loan (the "Loan") to the County of Sonoma (the "County") to make disbursements to property owners for the cost of certain distributed generation renewable energy sources and energy efficiency improvements, which include water efficiency improvements, pursuant to the Sonoma County Energy Independence Program, established by the Board of Supervisors of the County pursuant to its Resolution No. 09-0271 under Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code, commencing with Section 5898.10. The obligation of the County to make payments to the Authority of principal and interest on the Loan is a limited obligation secured only as set forth in the related Loan Agreement.

This Bond is secured by the Revenues (as that term is defined in the Resolution of Issuance), including the moneys in the Series 20__ __-__ Account of the Debt Service Fund, and is payable exclusively out of the Series 20__ __-__ Account of the Debt Service Fund as provided in the Resolution of Issuance. This Bond and interest thereon are not payable from the general funds of the Authority or the County. Neither the credit of the County or the Authority nor the taxing power of the County is pledged for the payment of this Bond or the interest thereon, and no Owner of this Bond may compel the exercise of any taxing power by the County

or force the forfeiture of any of its property. The principal of, and premium (if any) and interest on this Bond are not a debt of the County nor a legal or equitable pledge, charge, lien or encumbrance upon any of the property of the Authority or the County, or upon any of their income, receipts or revenues, other than the Revenues and the funds described in the Resolution of Issuance. The Authority has no taxing power.

This Bond is transferable by the Owner hereof, in person or by the Owner's attorney duly authorized in writing, at the office of the Fiscal Agent, subject to the terms and conditions provided in the Resolution of Issuance, including the payment of certain charges, if any, upon exchange, transfer, surrender or cancellation of this Bond. Upon transfer, a new registered Bond or Bonds, of any authorized denomination or denominations, of the same maturity, and for the same aggregate principal amount, will be issued to the transferee in exchange therefor.

The Fiscal Agent shall not be required to exchange or to register the transfer of Bonds during the fifteen days immediately preceding any Interest Payment Date or of any Bonds selected for redemption in advance of maturity.

The Fiscal Agent and the Authority may treat the Owner hereof as the absolute owner for all purposes, and the Fiscal Agent and the Authority shall not be affected by any notice to the contrary.

This Bond or any portion of it in the amount of \$5,000, or any integral multiple thereof, or in such other denomination or denominations as determined by the Authority Treasurer in accordance with the Resolution of Issuance, is subject to mandatory redemption and payment prior to maturity on any second day of March or September in any year from prepayments of assessments and subject to optional redemption and payment prior to maturity (i) on any date from monies on deposit and available for such purpose in an account of the Escrow Fund established in the Resolution of Issuance (the "Escrow Fund") and (ii) on the 15th calendar day of any month from any source of funds other than prepayment of assessments and moneys in the Escrow Fund by giving at least 30 days' notice of such mandatory or optional redemption, or other such shorter period upon the consent of the owners of any Bonds designated for redemption, by registered or certified mail, postage prepaid, or by personal service to the Owner hereof at the Owner's address as it appears on the registration books of the County and by paying principal and accrued interest together with a premium equal to three percent (3%) of the principal amount or such lesser (or no) premium as may be determined in accordance with the Resolution of Issuance. Interest shall cease to accrue from and after the date of redemption.

Additionally, this Bond or any portion of it in the amount of \$5,000, or any integral multiple thereof, or in such other denomination or denominations as determined by the Authority Treasurer in accordance with the Resolution of Issuance, is subject to optional redemption and payment prior to maturity on any date from moneys on deposit and available for such purpose in an account of the Escrow Fund by giving notice on the Redemption Date (unless waived pursuant to the Resolution of Issuance), by registered or certified mail, postage prepaid, or by personal service to the Owner hereof at the Owner's address as it appears on the registration books of the County and by paying principal and accrued interest, without premium. Interest shall cease to accrue from and after the date of redemption.

This Bond shall not be entitled to any benefit under the JPA Act or the Resolution of Issuance, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been dated and signed by the Fiscal Agent.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Sonoma County Public Financing Authority, California has caused this Bond to be signed by the Chairman of its Governing Board and by its Secretary, all as of _____, 20__.

COUNTY OF SONOMA, CALIFORNIA

Chairman of the Governing Board

Secretary

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This is one of the Bonds described in the within mentioned Resolution of Issuance which has been authenticated and registered on _____, [2009].

Treasurer of the
Sonoma County Public Financing Authority

[FORM OF ASSIGNMENT]

For value received the undersigned do(es) hereby sell, assign and transfer unto

_____,
whose tax identification number is _____, the within-mentioned registered Bond and hereby irrevocably constitute(s) and appoint(s) _____ attorney to transfer the same on the books of the Fiscal Agent with full power of substitution in the premises.

Dated: _____

Signature guaranteed:

NOTE: The signature(s) on this Assignment must correspond with the name(s) as written on the face of the within Bond in every particular without alteration or enlargement or any change whatsoever.

NOTICE: Signature must be guaranteed by a member of an institution which is a participant in the Securities Transfer Agent Medallion Program (STAMP) or other similar program.

RESOLUTION NO. 09-

A RESOLUTION OF THE COUNTY OF SONOMA APPROVING AND RATIFYING MODIFICATIONS TO THE SONOMA COUNTY ENERGY INDEPENDENCE PROGRAM REPORT, AUTHORIZING THE SONOMA COUNTY TREASURY POOLED INVESTMENT FUND'S INVESTMENT IN AND PURCHASE OF THE SONOMA COUNTY PUBLIC FINANCING AUTHORITY'S SONOMA COUNTY ENERGY INDEPENDENCE PROGRAM, CONTRACTUAL ASSESSMENT REVENUE BONDS (TAXABLE), APPROVING AS TO FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF BOND PURCHASE AGREEMENTS IN CONNECTION THEREWITH, AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

RECITALS:

WHEREAS, the Board of Supervisors (the "County Board") of the County of Sonoma, California (the "County") by its Resolution No. 09-0271 established the Sonoma County Energy Independence Program (the "SCEIP") to finance the acquisition and construction or installation of distributed generation renewable energy sources and energy efficiency improvements, which include water efficiency improvements (the "Improvements"), on properties in the County through the use of contractual assessments pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code and approved the report prepared and filed with the Clerk of the Board by the County Auditor-Controller-Treasurer-Tax Collector (the "Program Administrator") in accordance with Streets and Highways Code Section 5898.28 (the "Report"); and

WHEREAS, Resolution No. 09-271 provides that the Program Administrator is authorized and directed to do all acts and things which may be required of him by Resolution No. 09-271, or which may be necessary or desirable in carrying out the SCEIP, and all matters incidental thereto, including without limitation, to make clarifying changes to the Report as provided for therein and, after consulting with County Counsel, to modify the draft assessment contract included in the Report; and

WHEREAS, after consultation with County Counsel, the Program Administrator has made clarifying changes to the Report, including the draft assessment contract included in the Report, and the modified Report, including the draft assessment contract, have been presented to the County Board at this meeting and are on file in the office of the Clerk of the Board; and

WHEREAS, the County Board desires to approve and ratify the modified Report, including the draft assessment contract, presented to the County Board at this meeting; and

WHEREAS, the Governing Board of the Sonoma County Public Financing Authority (the "Authority") has determined pursuant to Resolution No. 09-___ (the "Resolution of Issuance") to issue multiple series of its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds (Taxable) and its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Refunding Bonds (Taxable) (collectively, the "Bonds") under

and pursuant to Articles 1 through 4 (commencing with Section 6500) of the Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, as amended (the “JPA Act”), including the provisions of the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4 of the JPA Act, for the purpose of providing funds to make separate loans (a loan with respect to each series of Bonds) (collectively, the “Loans”) to the County to make disbursements, pursuant to the SCEIP and the contracts governing the aforementioned contractual assessments, to property owners for the cost of Improvements, pursuant to and secured by the Resolution of Issuance in the manner provided therein; and

WHEREAS, the County heretofore has established the Sonoma County Treasury Pooled Investment Fund (the “County Pool”) as a pooled local agency investment fund under the laws of the State of California (including without limitation Government Code Sections 53601 and 53635). The powers of the County Board with respect to the County Pool include the power to invest money for the benefit of the County and the other participants in the pool, and pursuant to Government Code Section 53607, the County has delegated its authority to invest or to reinvest County funds, including but not limited to the funds of the County Pool, to the Treasurer of the County (the “County Treasurer”); and

WHEREAS, each of the Bonds will have a maturity of at least 5 years from their respective dates of issuance, and Government Code Section 53601 provides generally that no investment shall be made in any security that at the time of the investment has a term remaining to maturity in excess of 5 years, unless the County Board has granted express authority to make that investment specifically; and

WHEREAS, pursuant to Government Code Section 53601, the County Board desires to provide express authority for the County Treasurer to invest the County Pool in and to purchase on behalf of the County Pool any series of Bonds issued pursuant to the Resolution of Issuance, including Bonds with a term of more than 5 years, all subject to the limitations set forth in the Resolution of Issuance and the requirements of Section 4 of this Resolution, and to approve the form of, and authorize the execution and delivery of one or more bond purchase agreements (each individually, or collectively, as the context may require, the “Purchase Agreements”), the forms of which are on file with the Clerk of the County Board (the “Clerk”);

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF SONOMA DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Recitals. The above recitals, and each of them, are true and correct.

Section 2. Modifications to Report. The County Board hereby approves the modified Report, including the draft assessment contract, presented to the County Board at this meeting and hereby approves, confirms and ratifies any assessments levied or to be levied, and any assessment contracts (or amendments thereto) entered into or to be entered into, in accordance with the parameters of the modified Report and hereby directs that the SCEIP be implemented as provided for in the modified Report.

Section 3. Findings; Specific Investment Authorization. The County Board hereby finds and determines that the County Pool’s investment in, and purchase of, a portion or all of the Bonds, subject to the terms and conditions set forth in this Resolution, is prudent under the general economic conditions and the anticipated needs of the County Pool. In accordance

Section 4. Purchase Agreements. The County Treasurer, on behalf of the County Pool, shall enter into a Purchase Agreement with respect to each separate series of Bonds (designated as set forth in the Resolution of Issuance) to be purchased. The Purchase Agreements proposed to be entered into by the County Pool and the Authority, in the form on file with the Clerk, and the purchase of a portion or all of the Bonds pursuant thereto upon the terms and conditions set forth therein, are hereby approved. Subject to the provisions of Section 4 below, the Chair of the County Board, the Vice-Chair of the County Board, and, so long as the delegation of authority under Government Code Section 53607 is in effect, the County Treasurer (each, an "Authorized Officer"), acting singly, is authorized and directed, for and in the name and on behalf of the County Pool, to execute and deliver the Purchase Agreements in substantially said form, with such changes therein as may be requested by Bond Counsel and as the officer executing the same may require or approve, including such matters as are authorized by Section 5 hereof (such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof). The authorization and powers delegated to such Authorized Officers pursuant to this Section 4 shall be valid for a period commencing from the date of adoption of this Resolution through, and including, the last day of the first calendar month in which such last day occurs at least on hundred eighty (180) days after the date of adoption hereof.

Section 5. Terms of Purchase of Bonds. Each Authorized Officer, acting singly, is hereby authorized and directed to act on behalf of the County to establish and determine the aggregate principal amount of all series of Bonds to be purchased by the County Pool under this Resolution, which amount shall not exceed \$45,000,000, less an amount equal to the original aggregate principal amount of any bonds issued pursuant the Authority's Resolution No. 09-0359 and the Authority's Resolution No. 09-0689 which have not been refunded.

Section 6. Other Acts. The Authorized Officers and all other officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to effectuate the purposes of this Resolution and the Purchase Agreements, including but not limited to a certificate, investor letter, or such other document certifying as to the County and/or County Pool's qualifications as a purchaser of the Bonds, as appropriate, and any such actions previously taken by such officers are hereby ratified and confirmed.

Section 7. Effective Date. This Resolution shall take effect immediately upon adoption.

APPROVED and ADOPTED this ___ day of _____, 2009.

CHAIR

ATTEST:

CLERK

RESOLUTION NO. 09-_____

A RESOLUTION OF THE COUNTY OF SONOMA APPROVING AS TO FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF LOAN AGREEMENTS IN CONNECTION WITH THE SALE AND ISSUANCE BY THE SONOMA COUNTY PUBLIC FINANCING AUTHORITY OF ITS SONOMA COUNTY ENERGY INDEPENDENCE PROGRAM, CONTRACTUAL ASSESSMENT REVENUE BONDS (TAXABLE), AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

RECITALS:

WHEREAS, the Board of Supervisors (the “County Board”) of the County of Sonoma, California (the “County”) by its Resolution No. 09-0271 established the Sonoma County Energy Independence Program (the “SCEIP”) to finance the acquisition and construction or installation of distributed generation renewable energy sources and energy efficiency improvements, which include water efficiency improvements (the “Improvements”), on properties in the County through the use of contractual assessments pursuant to Chapter 29 of Part 3 of Division 7 of the California Streets and Highways Code; and

WHEREAS, the Governing Board of the Authority has determined pursuant to Resolution No. 09-_____ (the “Resolution of Issuance”) to issue multiple series of its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Bonds (Taxable) and its Sonoma County Public Financing Authority, Sonoma County Energy Independence Program, Contractual Assessment Revenue Refunding Bonds (Taxable) (collectively, the “Bonds”) under and pursuant to Articles 1 through 4 (commencing with Section 6500) of the Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, as amended (the “JPA Act”), including the provisions of the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4 of the JPA Act, for the purpose of providing funds to make separate loans (a loan with respect to each series of Bonds) (the “Loans”) to the County to make disbursements, pursuant to the SCEIP and the contracts governing the aforementioned contractual assessments, to property owners for the cost of Improvements, pursuant to and secured by the Resolution of Issuance in the manner provided therein; and

WHEREAS, in order to effect the issuance of the Bonds, the County desires to approve the forms of, and authorize the execution and delivery of, one or more loan agreements (each, a “Loan Agreement” and collectively, the “Loan Agreements”), the forms of which are on file with the Clerk of the County Board (the “Clerk”); and

WHEREAS, the issuance of the Bonds and the execution and delivery of the Loan Agreements to provide funding for and in accordance with the SCEIP will provide significant public benefits to the citizens of the County in the form of more efficient delivery of the SCEIP to residential and commercial development within the County;

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF SONOMA DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Recitals. The above recitals, and each of them, are true and correct.

Section 2. Loan Agreements. The Loan Agreements, proposed to be entered into by and between the County and the Authority, in the form presented at this meeting and on file with the Clerk, are hereby approved. Each of the Chairman of the County Board, the County Administrator, the Auditor-Controller-Treasurer-Tax Collector, and the Revenue & Debt Division Manager, or any of them, or their designee (each, an "Authorized Officer"), is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Loan Agreements in substantially said form, subject to the parameters in the Resolution of Issuance and with such changes therein as may be requested by Bond Counsel and as the Authorized Officer executing the same may approve (such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof). The authorization and powers delegated to such Authorized Officers pursuant to this Section 2 shall be valid for a period commencing from the date of adoption of this Resolution through, and including, the last day of the first calendar month in which such last day occurs at least one hundred eighty (180) days after the date of adoption hereof.

Section 3. Other Acts. The Authorized Officers and all other officers of the Agency are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to effectuate the purposes of this Resolution, the SCEIP, and the Loan Agreements, and any such actions previously taken by such officers are hereby ratified and confirmed.

Section 4. Effective Date. This Resolution shall take effect immediately upon adoption.

APPROVED and ADOPTED this ___ day of October, 2009.

CHAIR

ATTEST:

CLERK OF THE
BOARD OF SUPERVISORS