

RESOLUTION NO. 08-835

RESOLUTION OF THE WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA APPROVING AN INSTALLMENT PURCHASE AGREEMENT, A TRUST AGREEMENT, A CERTIFICATE PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT AND AN OFFICIAL STATEMENT; MAKING CERTAIN DETERMINATIONS RELATING THERETO; AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Water Replenishment District of Southern California (the "District") is a special district duly organized and validly existing under the laws of the State of California; and

WHEREAS, the District is authorized to sell and purchase its property to finance and refinance public capital improvements, including those improvements constituting the Project (as defined below); and

WHEREAS, in order to finance the Project, the District has determined to enter into an Installment Purchase Agreement with the Southern California Water Replenishment Financing Corporation (the "Corporation") pursuant to which the District will purchase the Project from the Corporation; and

WHEREAS, in accordance with the Installment Purchase Agreement, the District will be obligated to make certain installment payments to the Corporation; and

WHEREAS, the District has determined that it would be in the best interests of the District to authorize the preparation, execution and delivery of its Water Replenishment District of Southern California 2008 Revenue Certificates of Participation (the "Certificates"), in a principal amount not to exceed \$20,000,000, which Certificates shall be payable from, among other sources, installment payments made by the District under the Installment Purchase Agreement, all under and in accordance with the laws of the State of California; and

WHEREAS, there have been presented at this meeting forms of an Installment Purchase Agreement, a Trust Agreement, a Certificate Purchase Agreement, a Continuing Disclosure Agreement and a preliminary official statement.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE WATER REPLENISHMENT DISTRICT OF SOUTHERN CALIFORNIA AS FOLLOWS:

SECTION 1. Approval of Installment Purchase Agreement. The Installment Purchase Agreement, currently dated as of October 1, 2008 (the "Installment Purchase Agreement"), between the District and the Corporation, substantially in the form presented to the District at this meeting, is hereby approved. The President of the Board of Directors, the General Manager and the District Secretary or any other officers duly designated by the District (the

“Officers”) are hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Installment Purchase Agreement, in substantially the form presented to the District at this meeting, with such changes therein as such Officers may require or approve, with the advice and approval of counsel to the District, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 2. Approval of Trust Agreement. The Trust Agreement currently dated as of October 1, 2008 (the “Trust Agreement”), among the Corporation, U.S. Bank National Association (the “Trustee”) and the District, substantially in the form presented to the District at this meeting, is hereby approved. The Officers are hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Trust Agreement, in substantially the form presented to the District at this meeting, with such changes therein as such Officers may require or approve, with the advice and approval of counsel to the District, such approval to be conclusively evidenced by the execution and delivery thereof. In connection therewith, the District approves the execution and delivery of the Certificates so long as the true interest cost does not exceed 7.50%, the underwriter’s discount does not exceed 1.50%, and the principal amount does not exceed \$20,000,000.

SECTION 3. Approval of Certificate Purchase Agreement. The Certificate Purchase Agreement (the “Purchase Agreement”), between the District and E. J. De La Rosa & Co., Inc. (the “Underwriter”), substantially in the form presented to the District at this meeting, is hereby approved. The Officers are hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Purchase Agreement, in substantially the form presented to the District at this meeting, with such changes therein as such Officers may require or approve, with the advice and approval of counsel to the District, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 4. Approval of Preliminary and Final Official Statement. The form of Preliminary Official Statement as presented to the District at this meeting, is hereby approved. The Officers are hereby authorized and directed, for and on behalf of the District, to execute all certificates necessary to deem final the Preliminary Official Statement as of its date, with the exception of certain final pricing and related information. The Officers are hereby authorized and directed, for and on behalf of the District, to execute and deliver the final Official Statement when completed, with such changes therein as such Officers may require or approve, with the advice and approval of counsel to the District, such approval to be conclusively evidenced by the execution and delivery thereof. The use and distribution of said Preliminary Official Statement and use and distribution of the final Official Statement in connection with the sale of the Certificates is hereby ratified and approved. The Underwriter is directed to deliver copies of the final Official Statement to all actual purchasers of the Certificates. The District hereby authorizes and directs the Officers, or any of them, to approve, and to deem nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, the portions of the Preliminary Official Statement for the Certificates which describe the Corporation and its obligations.

SECTION 5. Approval of Continuing Disclosure Agreement. The proposed form of the Continuing Disclosure Agreement, currently dated as of October 1, 2008 (the “Continuing Disclosure Agreement”), between U.S. Bank National Association (the

“Dissemination Agent”) and the District, as presented to the District at this meeting, is hereby approved. The Officers are hereby authorized and directed, for and on behalf of the District, to execute, acknowledge and deliver the Continuing Disclosure Agreement, in substantially the form presented to the District at this meeting, with such changes therein as such Officers may require or approve, with the advice and approval of counsel to the District, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 6. Other Acts. The Officers and staff of the District are hereby authorized and directed, jointly and severally, to do any and all things, to execute and deliver any and all documents, which in consultation with District Counsel and Nossaman, Guthner, Knox & Elliott, LLP, special counsel, they may deem necessary or advisable in order to effectuate the purposes of this Resolution, including without limitation, obtaining insurance with respect to the payment of the interest and principal represented by the Certificates or ratings on the Certificates.

SECTION 7. Effective Date. This Resolution shall take effect upon adoption.

APPROVED AND ADOPTED by the Board of Directors of the Water Replenishment District of Southern California on _____, 2008.

**WATER REPLENISHMENT DISTRICT OF
SOUTHERN CALIFORNIA**

President

ATTEST:

Secretary

[DISTRICT CERTIFICATION TO COME]