

**RESOLUTION OF THE BOARD OF SUPERVISORS  
OF THE COUNTY OF SANTA BARBARA, STATE OF CALIFORNIA**

**RESOLUTION NO. \_\_\_\_\_**

**RESOLUTION AUTHORIZING ISSUANCE OF LIMITED OBLIGATION  
IMPROVEMENT BONDS, APPROVING AND DIRECTING THE  
EXECUTION OF RELATED DOCUMENTS AND APPROVING  
RELATED ACTIONS**

**WHEREAS**, on March 16, 2010, the Board of Supervisors of the County (the "Board of Supervisors") adopted Resolution No. 10-068, entitled "Resolution Declaring Intention to Finance Installation of Distributed Generation Renewable Energy Sources, and Energy Efficiency and Water Efficiency Improvements" (the "Resolution of Intention"), to initiate proceedings under Chapter 29 of Part 3 of Division 7 of the Streets & Highways Code of the State of California ("Chapter 29") to establish the emPowerSBC program (the "Program"), pursuant to which the County will enter into contractual assessments to finance the installation of renewable energy, energy efficiency and water efficiency improvements ("Authorized Improvements") as described in the Resolution of Intention; and

**WHEREAS**, by the Resolution of Intention, the Board of Supervisors provided that one or more series of bonds would be issued or other financing relationships would be entered into under the Improvement Bond Act of 1915, Division 10 of the Streets and Highways Code of California (the "1915 Act"); and

**WHEREAS**, on April 13, 2010, after holding a duly noticed public hearing at which interested persons were allowed to object to or inquire about the proposed Program or any of its particulars, the Board of Supervisors adopted Resolution No. \_\_\_\_\_, entitled "Resolution Confirming Report Relating to the Financing of the Installation of Distributed Generation Renewable Energy Sources and Energy Efficiency and Water Efficiency Improvements and Approving and Ordering Other Related Matters," (the "Resolution Confirming Program Report"), pursuant to which the Board of Supervisors, among other things, (i) confirmed and approved a report (the "Program Report") addressing all of the matters set forth in Section 5898.22 of Chapter 29, (ii) established the Program, and (iii) authorized execution of agreements ("Assessment Contracts") with the owners of property in the County (the "Program Area") to provide for the levy of contractual assessments (the "Contractual Assessments") to finance installation of Authorized Improvements; and

**WHEREAS**, pursuant to Chapter 29 and the Resolution Confirming Report, (i) the County is authorized to enter into Contractual Assessments to finance the installation of Authorized Improvements on parcels in the County that the County has placed into a "residential pool" of properties (the "Residential Pool"), (ii) the County is authorized to enter into Contractual Assessments to finance the installation of Authorized Improvements on parcels in the County that the County has placed into a "non-residential pool" of properties (the "Non-Residential Pool") and (iii) the County is authorized to enter into Contractual Assessments to finance the installation of Authorized Improvements on one or more individual parcels that have not been placed in either the Residential Pool or the Non-Residential Pool (the "Non-Pooled Properties"); and

**WHEREAS**, there have been submitted to this Board of Supervisors certain documents providing for the issuance of improvement bonds to be designated "County of Santa Barbara

Limited Obligation Improvement Bonds (emPowerSBC)", and the use of the proceeds of those bonds to finance the installation of Authorized Improvements on participating parcels, and this Board of Supervisors, with the aid of its staff, has reviewed those documents and found them to be in proper order; and

**WHEREAS**, the documents providing for the issuance of improvement bonds for the Residential Pool (the "Residential Pool Bonds"), the Non-Residential Pool (the "Non-Residential Pool Bonds") and the Non-Pooled Properties (the "Non-Pooled Bonds"; together with the Residential Pool Bonds and the Non-Residential Pool Bonds, the "Bonds") would be substantially similar; and

**WHEREAS**, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds, exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including Chapter 29 and the 1915 Act;

**NOW THEREFORE, BE IT RESOLVED**, by the Board of Supervisors of the County of Santa Barbara as follows:

**Section 1. Authorization of Bonds.** The Board of Supervisors hereby authorizes the issuance of one or more series of the Bonds under and pursuant to Chapter 29 and the 1915 Act.

**Section 2. Approval of Master Indenture and Supplemental Indenture for Pooled Bonds.** The Residential Pool Bonds and the Non-Residential Pool Bonds shall each be issued pursuant to a Master Indenture (the "Pooled Master Indenture"), as supplemented by one or more Supplemental Indentures (each, a "Pooled Supplemental Indenture;" collectively with the Pooled Master Indenture, the "Pooled Indenture"), between the County and a corporate bank trustee (the "Trustee").

With respect to each of the Residential Pool Bonds and the Non-Residential Pool Bonds, the Board of Supervisors hereby approves the Pooled Master Indenture in substantially the form on file with the Clerk of the Board of Supervisors, together with any changes therein or additions thereto approved by the Chair or the Vice Chair of the Board of Supervisors (each, an "Authorized Officer"), and the execution thereof by an Authorized Officer shall be conclusive evidence of the approval of any such changes or additions. The Board of Supervisors hereby authorizes and directs an Authorized Officer to execute the final form of the Pooled Master Indenture for and in the name of the County for each of the Residential Pool Bonds and the Non-Residential Pool Bonds. The Board of Supervisors hereby authorizes the delivery and performance of the Pooled Master Indenture for each of the Residential Pool Bonds and the Non-Residential Pool Bonds.

The Board of Supervisors hereby approves the form of the Pooled Supplemental Indenture in substantially the form on file with the Clerk of the Board of Supervisors, together with any changes therein or additions thereto approved by an Authorized Officer, and the execution thereof by an Authorized Officer shall be conclusive evidence of the approval of any such changes or additions. The Board of Supervisors hereby authorizes and directs an Authorized Officer to execute the final form of each Pooled Supplemental Indenture for and in the name of the County for each of the Residential Pool Bonds and the Non-Residential Pool Bonds. The Board of Supervisors hereby authorizes the delivery and performance of each Pooled Supplemental Indenture for each of the Residential Pool Bonds and the Non-Residential Pool Bonds.

**Section 3. Approval of Indenture for Non-Pooled Bonds.** Each series of Non-Pooled Bonds shall be issued pursuant to a separate Indenture (each, a "Non-Pooled Indenture"), between the County and the Trustee in substantially the form of the Master Indenture. The Board of Supervisors hereby authorizes and directs an Authorized Officer to execute the final form of the Non-Pooled Indenture for and in the name of the County for each series of Non-Pooled Bonds, and execution thereof by an Authorized Officer shall be conclusive evidence of the approval of any changes or additions to the form of the Non-Pooled Indenture. The Board of Supervisors hereby authorizes the delivery and performance of the Non-Pooled Indenture for each series of Non-Pooled Bonds.

**Section 4. Sale of the Bonds.** The County shall not issue a series of Bonds until such time as (i) the Board of Supervisors has approved the terms of a competitive or negotiated sale of the Bonds, (ii) if applicable, an Authorized Officer has caused a preliminary Official Statement describing the Bonds and the security for the Bonds to be prepared and caused such preliminary Official Statement to be submitted to this Board of Supervisors for its approval and (iii) the conditions for issuance of such Bonds set forth in the applicable Pooled Master Indenture or Non-Pooled Indenture, as applicable, have been satisfied.

The Board of Supervisors hereby approves the purchase of the Bonds by the Treasurer-Tax Collector on behalf of the Treasurer's Investment Pool.

**Section 5. Official Actions.** Each Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the County, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the issuance and sale of the Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. All actions heretofore taken by the officers and agents of the County with respect to the establishment of the Program and the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

**Section 6. Reimbursement from Proceeds of Qualified Energy Conservation Bonds.** The County hereby declares its intent to issue all or a portion of the Bonds, in an amount not to exceed \$160 million, as Qualified Energy Conservation Bonds under Section 54(D)(e)(1) of the Internal Revenue Code of 1986, and to reimburse the County for expenditures paid prior to the date of issuance of such Bonds, including advances from the County's general fund.

**Section 7. Effective Date.** This resolution shall take effect from and after its adoption.

PASSED and ADOPTED at a regular meeting of the Board of Supervisors of the County of Santa Barbara held on this 13th day of April, 2010, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

\_\_\_\_\_  
CHAIR, BOARD OF SUPERVISORS

ATTEST:  
MICHAEL F. BROWN  
CLERK OF THE BOARD

By: \_\_\_\_\_  
Deputy


APPROVED AS TO FORM:

DENNIS A. MARSHALL  
COUNTY COUNSEL

By: \_\_\_\_\_  
Deputy County Counsel

APPROVED AS TO ACCOUNTING FORM:

ROBERT GEIS  
AUDITOR-CONTROLLER

By: \_\_\_\_\_