

GARDEN GROVE SANITARY DISTRICT

RESOLUTION NO.

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE GARDEN GROVE  
SANITARY DISTRICT APPROVING THE EXECUTION AND DELIVERY OF AN  
AMENDMENT TO THE JOINT EXERCISE OF POWERS AGREEMENT OF THE GARDEN  
GROVE PUBLIC FINANCING AUTHORITY

WHEREAS, the Garden Grove Sanitary District (the "**District**"), a special district that is duly organized and existing under laws of the State of California (the "**State**"), is a member of the Garden Grove Public Financing Authority (the "**Authority**"), a joint exercise of powers authority that is duly organized and established under a Joint Exercise of Powers Agreement, dated June 22, 1993, by and between the City of Garden Grove (the "**City**") and the Successor Agency to the Garden Grove Agency for Community Development (the "**Agency**"), as amended by Amendment No. 1 to Joint Exercise of Powers Agreement, dated March 28, 2006, by and among the City, the District and the Agency (collectively, the "**JPA Agreement**"); and

WHEREAS, the City, the Agency and the District desire to amend the JPA Agreement: (i) to clarify an ambiguity with respect to the membership of the Board of Directors of the Authority; (ii) to remove the Agency as a member of the Authority; and (iii) to make certain additional and conforming edits;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GARDEN GROVE SANITARY DISTRICT, as follows:

Section 1. Amendment No. 2 to the JPA Agreement in the form attached hereto as Exhibit A is hereby approved. The Chair, the Vice Chair, the City Manager of the City the Assistant City Manager of the City and the Director of Finance of the City (each, an "**Authorized Officer**") or the designee thereof is hereby authorized and directed to execute and deliver Amendment No. 2 to the JPA Agreement with such changes, insertions and omissions as may be recommended by the District's General Counsel or the law firm of Stradling Yocca Carlson & Rauth, a Professional Corporation ("**Bond Counsel**"), and approved by the officer executing the same, said execution being conclusive evidence of such approval.

Section 2. The Authorized Officers or any other proper officer of the District, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by Amendment No. 2 to the JPA Agreement and this Resolution. In the event that the Chair of the Board of Directors is unavailable to sign any of the agreements described herein, any other member of the Board of Directors may sign such agreement.

Section 3. Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given such terms in the JPA Agreement unless the context otherwise clearly requires.

Section 4. This Resolution shall take effect from and after its date of adoption.