

RESOLUTION NO. 3940**A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF SAN ANSELMO AUTHORIZING THE ISSUANCE OF ITS 2011 GENERAL OBLIGATION REFUNDING BONDS, AUTHORIZING AND DIRECTING THE EXECUTION OF A PAYING AGENT AGREEMENT AND CERTAIN OTHER RELATED DOCUMENTS, AND AUTHORIZING ACTIONS RELATED THERETO**

WHEREAS, an election was duly and regularly held in the Town on June 6, 1995 for the purpose of submitting to the qualified electors of said Town the question of whether bonds should be issued in the principal amount of not to exceed \$10,800,000 to finance the acquisition, construction and completion of capital improvements to various streets and storm drains with the Town and the acquisition, construction and completion of capital improvements to the Town's public library; and

WHEREAS, more than two-thirds of the votes cast at said election were in favor of the issuance of said bonds; and

WHEREAS, pursuant to the authorization received at such election, the Town has previously issued the following general obligation bonds:

- (i) \$2,125,000 General Obligation Bonds, Series 1995 (the "Series 1995 Bonds");
- (ii) \$3,550,000 General Obligation Bonds, Series 1997 (the "Series 1997 Bonds");
- (iii) \$2,560,000 General Obligation Bonds, Series 2000 (the "Series 2000 Bonds"); and
- (iv) \$2,565,000 General Obligation Bonds, Series 2003 (the "Series 2003 Bonds"); and

WHEREAS, the Town now desires to issue its 2011 General Obligation Refunding Bonds (the "Bonds") in order to refund the Series 1995 Bonds, the Series 1997 Bonds and the Series 2000 Bonds (collectively, the "Prior Bonds"), but not the Series 2003 Bonds, in order to achieve debt service savings and lower the property tax override levied on the property owners of the Town to pay debt service on the Prior Bonds; and

WHEREAS, to provide for development of the most favorable debt structure for the Town and to ensure the most favorable reception in the market place for the Bonds, the Town has determined to sell the Bonds by negotiated sale pursuant to the terms of a Bond Purchase Agreement (the "Bond Purchase Agreement") by and between the Town and Stone & Youngberg LLC, as underwriter (the "Underwriter"); and

WHEREAS, the Town Council of the Town has duly considered such transactions and desires at this time to approve said transactions and the documents related thereto;

NOW, THEREFORE, BE IT RESOLVED, by the Town Council of The Town of San Anselmo as follows:

Section 1. Findings and Determinations. Pursuant to Section 53552 of the Refunding Law (hereinafter defined), the Town Council of the Town hereby finds and determines that the prudent management of the fiscal affairs of the Town requires that the Bonds be issued under the authority of Articles 9 and 11 (commencing with Section 53550) of Chapter 3 of Division 2 of Title 5 of the Government Code of the State of California (the "Refunding Law"), the Paying Agent Agreement (as defined below) and this Resolution. The total net interest cost to maturity on the Bonds plus the principal amount of the Bonds shall not exceed the total net interest cost to maturity on the Prior Bonds plus the principal amount of the Prior Bonds.

Section 2. Approval of Paying Agent Agreement. The proposed form of Paying Agent Agreement by and between the Town and The Bank of New York Mellon Trust Company, N.A. (the "Paying Agent"), which is on file with the Town Clerk (the "Paying Agent Agreement") is hereby approved, and the Mayor, the Town Administrator and the Finance and Administrative Services Director of the Town (collectively, the "Authorized Officers"), each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Town, to execute and deliver the Paying Agent Agreement in substantially said form, with said additions thereto (including the insertion of the maturity dates, principal amounts and interest rates of the Bonds) and changes therein as the Authorized Officers, each acting alone, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Approval of Form of Bonds. The form of Bonds set forth in the form of Paying Agent Agreement is hereby approved, and the Authorized Officers of the Town, each acting alone[, and the Town Treasurer (which this Town Council hereby designates, for the purposes of the Bonds, to be the Assistant Town Manager)] and the Town Clerk, are hereby authorized and directed to execute the Bonds in the name and on behalf of the Town and under its seal and to cause the delivery thereof as provided for below.

Section 4. Sale and Issuance of Bonds. The Town Council of the Town hereby approves the sale of the Bonds by negotiation pursuant to the Bond Purchase Agreement in substantially the form on file with the Town Clerk together with any changes therein or additions thereto approved by an Authorized Officer, whose execution thereof shall be conclusive evidence of approval to any such changes or additions. The Bond Purchase Agreement shall be executed in the name and on behalf of the Town by an Authorized Officer, who is hereby authorized and directed to execute and deliver said form of Bond Purchase Agreement on behalf of the Town. Notwithstanding anything herein to the contrary, the Bonds shall be issued only if such issuance results in present value debt service savings of not less than 3.00%, and the Underwriter's discount or fee (excluding original issue discount, if any) for the Bonds shall not exceed 1.10% of the principal amount of the Bonds. Pursuant to Section 53583(c)(1) of the Government Code of the State of California, the Bonds shall be sold on a negotiated basis and at a price, above or below par, as the Authorized Officer executing the Bond Purchase Agreement determines.

In order to achieve the debt service savings specified in the preceding paragraph, the Town Manager and the Finance and Administrative Services Director of the Town may determine to refund less than all of the Prior Bonds.

Section 5. Approval of Preliminary and Final Official Statement. The form of Preliminary Official Statement as presented to this meeting is hereby approved. The Authorized Officers are hereby authorized and directed, for and on behalf of the Town, 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 Authorized Officers are hereby authorized and directed, for and on behalf of the Town, to execute and deliver the final Official Statement. 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 Bonds is hereby ratified and approved.

Section 6. Bond Insurance. The Town Manager and the Finance and Administrative Services Director of the Town, each acting alone, are hereby authorized to take any and all action that they deem necessary to qualify the bonds for municipal bond insurance.

Section 7. Delegation of Authority to Authorized Officer. The Authorized Officers are hereby authorized and directed to execute, sign and deliver any and all approvals, certificates, statements, requests, requisitions and orders of the Town in connection with the sale and issuance of the Bonds, the purchase of the Bonds and the other transactions described herein. The Authorized Officers may authorize such other officers of the Town as they deem appropriate to undertake any of the actions which he is authorized or directed to undertake pursuant hereto

Section 8. Consultants. The Town Council hereby approves (i) Jones Hall, A Professional Law Corporation, as bond counsel and disclosure counsel in connection with the issuance of the Bonds, and (ii) The Bank of New York Mellon Trust Company, as paying agent for the Bonds, and the Town Manager or the Assistant Town Manager, each acting alone, are hereby authorize to enter into agreements with each of said firms in connection with their providing services with respect to the Bonds.

Section 9. General Authority. The officers of the Town 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 consummate the transactions described herein or to otherwise effectuate the purposes of this resolution, including refunding instructions relating to the defeasance and redemption of the Prior Bonds and preparing, or causing to be prepared, and executing all appropriate disclosure documents relating to the Bonds and agreements necessary to comply with the disclosure requirements of Rule 15c2-12, as amended, of the Securities and Exchange Commission. Any such actions previously taken by such officers are hereby ratified and confirmed.

Section 10. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect any remaining provisions hereof.

Section 11. Effective Date. This resolution shall take effect from and after the date of its passage and adoption.

PASSED, APPROVED AND ADOPTED this 22nd day of March, 2011, by the following roll call vote:

AYES: Coleman, Greene, McInerney, Thornton

NOES: None

ABSENT: Kroot


ABSTAIN: None

TOWN OF SAN ANSELMO



Mayor

ATTESTED:




Town Clerk

Approved as to form:



Bond Counsel

I HEREBY CERTIFY that the foregoing resolution was duly and regularly passed and adopted by the Town Council of the Town of San Anselmo at a regular meeting thereof held on the 22nd day of March, 2011, and that the foregoing is a full, true and correct copy of said Resolution.



Town Clerk