

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE GOLD RIDGE FIRE PROTECTION DISTRICT APPROVING A NON-CHARTER MEMBERSHIP AGREEMENT AND AUTHORIZING THE FORMS OF AND DIRECTING THE EXECUTION AND DELIVERY OF INSTALLMENT SALE AGREEMENT, CONTINUING DISCLOSURE CERTIFICATE, BOND PURCHASE CONTRACT AND PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF SERIES 2024 REVENUE BONDS BY THE CALIFORNIA MUNICIPAL PUBLIC FINANCING AUTHORITY; AND THE TAKING OF ALL NECESSARY ACTIONS IN CONNECTION THEREWITH; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, the Gold Ridge Fire Protection District (the “District”) intends to construct a new metal building and remodel Station 1 to address deficiencies in the District’s capital infrastructure (collectively, the “Project”); and

WHEREAS, the issuance of revenue bonds for financing capital improvement projects in California necessitates the engagement of a third-party nonprofit entity with the requisite powers and authority to issue revenue bonds; and

WHEREAS, it is the intent of the District to utilize the services of the California Municipal Public Financing Authority (the “Authority”), a California nonprofit entity with the requisite powers and authority to issue revenue bonds, in order to facilitate the financing of Project; and

WHEREAS, the Authority is a joint powers authority created pursuant to a Joint Exercise of Powers Agreement dated June 24, 2020 (the “JPA Agreement”), and is duly organized and existing under the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code (the “Government Code”) of the State of California (the “JPA Law”), and is authorized pursuant to Article 4 of the JPA Law to, among other purposes, borrow money for the purpose of financing the capital improvement needs of the District; and

WHEREAS, pursuant to the Authority’s bylaws and Section 12 of the JPA Agreement, the District and Authority desire to enter into a Non-Charter Membership Agreement in the form of which has been presented to this Board and is on file with the Clerk of the Board; and

WHEREAS, for the purpose of providing assistance to the District in financing the Project, the District hereby requests the Authority to issue its “California Municipal Public Financing Authority (Gold Ridge Fire Protection District), Series 2024 Revenue Bonds (New Building and Station 1 Remodel Project),” in the aggregate principal amount of not to exceed \$8,500,000 (the “Bonds”) pursuant to the JPA Law and an Indenture of Trust (the “Indenture”), dated as of October 1, 2024, by and between the Authority and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), the proceeds of which will be used to (a) finance the acquisition and construction of the Project, and (b) pay costs of issuance; and

WHEREAS, to further facilitate the issuance of the Bonds, the District and the Authority desire to enter into an Installment Sale Agreement between the District and the Authority (the “Installment Sale Agreement”), pursuant to which the District will purchase certain the Project from the Authority, and pay certain Installment Payments (as defined in the Installment Sale Agreement) to the Authority which are assigned to the Trustee pursuant to the Indenture for the repayment of the Bonds; and

WHEREAS, the District and the Authority desire to provide for the negotiated sale of the Bonds to FHN Financial Capital Markets, to act as underwriter (“Underwriter”) pursuant to a Bond Purchase Contract, the preliminary form of which is on file with the Clerk of the Board (the “Bond Purchase Contract”); and

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the “Rule”) requires that, in order to be able to purchase or sell the Bonds, the underwriter thereof must have reasonably determined that the District has undertaken in a written agreement or contract for the benefit of the holders of the Bonds to provide disclosure of certain financial information and certain events on an ongoing basis; and

WHEREAS, in order to cause such requirement of the Rule to be satisfied, the District desires to execute and deliver a Continuing Disclosure Certificate, the preliminary form of which is on file with the Clerk of the Board (the “Continuing Disclosure Certificate”); and

WHEREAS, a form of Preliminary Official Statement describing, among other things, the Bonds, the District, the Authority and the Project, which will be distributed by the Underwriter to persons and institutions interested in purchasing the Bonds, the form of which is on file with the Clerk of the Board (the “Preliminary Official Statement”); and

WHEREAS, the Installment Sale Agreement, among other things, calls for the creation of a separate fund to be known as the “Rate Stabilization Fund” that can be used to prevent covenant defaults during years when projected revenues are expected to fall short of meeting rate coverage requirements; and

WHEREAS, the Rate Stabilization Fund is not pledged to secure payment of the Installment Payments or the Bonds, and therefore always remains readily accessible for any District-authorized expenditure; and

WHEREAS, upon execution of the Non-Charter Membership Agreement, the District will be a member of the Authority, and the Project is located within the boundaries of the District; and

WHEREAS, pursuant to Government Code Section 5852.1, certain good faith information relating to the Bonds is set forth herein and made public; and

WHEREAS, the Board of Directors desires to designate the Installment Sale Agreement and Bonds as a “Qualified Tax-Exempt Obligation” for purposes of Paragraph (3) of Section 265(b) of the Internal Revenue Code of 1986 (the “Code”); and

WHEREAS, the Board of Directors, with the aid of its staff, has reviewed the Installment Sale Agreement, the Preliminary Official Statement, the Continuing Disclosure Certificate and the Bond Purchase Contract (collectively, these documents are hereafter referred to as the “District Documents”), the forms of which have been presented to the Board of Directors, and are also on file with the Clerk of the Board, and the Board of Directors wishes at this time to approve the foregoing in the public interests of the District and Authority; and

WHEREAS, all acts, conditions and things required by the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the authorization, execution and delivery of the Bonds and District Documents authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE BE IT RESOLVED AND ORDERED BY THE BOARD OF DIRECTORS OF THE GOLD RIDGE FIRE PROTECTION DISTRICT THAT:

Section 1. Approval of Recitals. The Board of Directors hereby specifically finds and declares that each of the statements, findings and determinations of the District set forth in the recitals set forth above and in the preambles of the documents approved herein are true and correct.

Section 2. Findings and Determinations. The Board hereby specifically finds and declares that: (a) the financing of the Project will result in significant public benefits to the citizens of the District of the type that is described in Section 6586 of the JPA Law. The Board of Directors hereby further finds and determines that the useful life of the Project is not shorter than the final maturity of the Bonds.

Section 3. Authorized Representatives. The Board hereby specifically finds and declares that the Chairman, Vice-Chairman, Fire Chief, Board Clerk, Secretary and any other person authorized by the Board to act on behalf of the District shall each be an “Authorized Representative” of the District for the purpose of finalizing and executing the District Documents as well as structuring and providing for the issuance of the Bonds, and are hereby authorized, jointly and severally, for and in the name of and on behalf of the District, to execute and deliver any and all documents and certificates that may be required to be executed in connection with the sale of the Bonds (including the investment of proceeds of the Bonds), and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate the actions which the District has approved in this Resolution.

Section 4. Approval of Bonds. The District hereby approves the issuance of the Bonds by the Authority.

Section 5. Approval of Installment Sale Agreement. The Board of Directors hereby authorizes and approves the purchase of the Project by the District pursuant to the Installment Sale Agreement. The Board of Directors hereby approves the Installment Sale Agreement in substantially the form on file with the Clerk of the Board, together with any additions thereto or

changes therein as shall be approved by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute, and the Clerk of the Board is hereby authorized and directed to attest and affix the seal of the District to, the final form of the Installment Sale Agreement for and in the name and on behalf of the District and the execution thereof shall be conclusive evidence of the Board of Directors approval of any such additions and changes. The Board of Directors hereby authorizes the delivery and performance of the Installment Sale Agreement.

Section 6. Approval of Bond Purchase Contract. The Bond Purchase Contract, on file with the Clerk of the Board, is hereby approved and the Authorized Representatives are, and each of them is, hereby authorized and directed, for and in the name of the District, to execute and deliver the acceptance thereof set forth in the Bond Purchase Contract, with such changes, insertions and omissions as the Authorized Representative executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Bond Purchase Contract by such Authorized Representative. The Board of Directors hereby authorizes the delivery and performance of the Bond Purchase Contract.

Section 7. Approval of the Preliminary Official Statement and the Official Statement. Staff has caused the Preliminary Official Statement to be distributed to the members of the Board of Directors and to be placed on file with the Clerk of the Board. The Board of Directors hereby approves the Preliminary Official Statement describing the Bonds, in substantially the form on file with the Clerk of the Board, together with any changes deemed necessary or advisable by an Authorized Representative to cause the preliminary Official Statement to describe accurately matters pertaining to the Bonds.

The Board of Directors hereby authorizes and directs any Authorized Representative on behalf of the District to deem the Preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Rule prior to its distribution to prospective purchasers of the Bonds. The Board of Directors hereby approves and authorizes the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds.

The Authorized Representatives are authorized and directed to cause the preliminary Official Statement to be brought into the form of a final Official Statement and to execute said final Official Statement, dated as of the date of the sale of the Bonds, and to certify that the facts contained in the final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Bonds, true and correct in all material respects and that the final Official Statement did not, on the date of sale of the Bonds, and does not, as of the date of delivery of the Bonds, contain any untrue statement of a material fact with respect to the District or omit to state material facts with respect to the District required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made.

The Authorized Representatives shall take any additional actions deemed necessary or appropriate to verify the accuracy of the Official Statement prior to its final execution. The execution of the final Official Statement, which shall be in substantially the form of the Preliminary Official Statement and which shall include such changes and additions thereto deemed advisable

by the Authorized Representative and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the final Official Statement by the District.

The final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Bonds.

Section 8. Continuing Disclosure Certificate. The Board of Directors hereby approves the Continuing Disclosure Certificate in substantially the form on file with the Clerk of the Board, with such revisions, amendments and completions as shall be approved by any one of the Authorized Representatives. The Board of Directors hereby authorizes and directs an Authorized Representative to execute the Continuing Disclosure Certificate for and in the name of the District. Execution of the Continuing Disclosure Certificate shall be deemed conclusive evidence of the District's approval of such additions or changes. The Board of Directors hereby authorizes the delivery and performance of the Continuing Disclosure Certificate.

Section 9. Qualified Tax-Exempt Obligation. The Board of Directors hereby designates the Installment Sale Agreement and the Bonds for purposes of Paragraph (3) of Section 265(b) of the Code as a "Qualified Tax-Exempt Obligation" and covenants that the Installment Sale Agreement and the Bonds do not constitute a private activity bond as defined in Section 141 of the Code and that the aggregate face amount of all tax-exempt obligations issued by the District during the calendar year 2024 is not reasonably expected to exceed \$10,000,000.

Section 10. Good Faith Estimates. Set forth below are good faith estimates of the Underwriter, as required under Section 5852.1 of the Government Code. The following estimates have no bearing on, and should not be misconstrued as, any not-to-exceed financial parameters authorized by this resolution:

(a) The true interest cost of the Bonds is estimated at 4.1%, calculated as provided in Section 5852.1(a)(1)(A) of the Government Code.

(b) The finance charge of the Bonds, including all fees and charges paid to third parties, is estimated at \$247,543.

(c) The estimated net proceeds to be received for the sale of the Bonds (net of finance charges, reserves and capitalized interest, if any) is \$7,350,000.

(d) The total payment amount calculated as provided in Section 5852.1(a)(1)(D) of the Government Code is estimated at \$12,120,194.

The foregoing estimates constitute good faith estimates only. The principal amount of the Bonds, the true interest cost of the Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of

such estimates, (e) other market conditions, (f) federal tax law advice from Bond Counsel, or (g) alterations in the District's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the District based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates borne by the Bonds will depend on market interest rates at the time of the sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of the sale thereof. Market interest rates are affected by economic and other factors beyond the control of the District.

Section 11. Rating, Municipal Bond Insurance and Surety Bond. The Authorized Representatives, each acting alone, are hereby authorized and directed to take all actions necessary to obtain a rating from Standard & Poor's, as well as a municipal bond insurance policy for the Bonds and/or a reserve account surety bond for the Bonds from a municipal bond insurance company if it is determined, upon consultation with the Underwriter and Municipal Advisor, that such municipal bond insurance policy and/or surety bond will create cost savings.

Section 12. Establishment of a Rate Stabilization Fund. The Board of Directors hereby authorizes and directs the establishment of a Rate Stabilization Fund for the District by designating its Emergency Reserve Fund as the "Emergency Reserve Fund – Rate Stabilization Fund" to be managed in accordance with the applicable terms and provisions of the Installment Sale Agreement, with the express understanding that the Rate Stabilization Fund is not pledged to secure payment of the Installment Payments or the Bonds, and therefore always remains readily accessible for any District-authorized expenditure.

Section 13. Official Actions. All actions heretofore taken by the officers and agents of the District with respect to the issuance of the Bonds are hereby approved, confirmed and ratified. The Authorized Representatives and any and all other officers of the District are hereby authorized and directed, for and in the name and on behalf of the District, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, including requisitions for the payment of costs of issuance of the Bonds, 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 any of the transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the District is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated and confirmed in a closing certificate by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

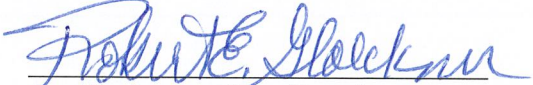
Section 14. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

THE FOREGOING RESOLUTION was introduced by Director Lachman who moved its adoption, seconded by Director Warburg, and adopted by the BOARD OF DIRECTORS of the Gold Ridge Fire Protection District, at a special meeting thereof, held on the 25th day of September, 2024, by the following roll call vote:

DIRECTORS: Gloeckner aye, Carinalli aye, Tachouet aye
Petrucci ab, Lachman, aye, Warburg aye, Gambonini ab.

ATES: 5 NOES: 0 ABSENT: 2 ABSTAIN: 0

WHEREUPON, the Chairman of the Board of Directors declared the forgoing resolution adopted, and **SO ORDERED**.


Chairman of the Board


Clerk of the Board