

DISCOVERY BAY PUBLIC FINANCING AUTHORITY

Chairperson - Chris Steele • Vice-Chairperson - Kevin Graves • Director - Jim Mattison • Director - Mark Simon • Director - Ray Tetreault

NOTICE OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
DISCOVERY BAY PUBLIC FINANCING AUTHORITY
Wednesday August 1, 2012
SPECIAL MEETING 7:00 P.M.
1800 Willow Lake Road, Discovery Bay, California
Website address: www.todb.ca.gov

SPECIAL MEETING 7:00 P.M.

A. ROLL CALL AND PLEDGE OF ALLEGIANCE

1. Call business meeting to order 7:00 p.m.
2. Pledge of Allegiance
3. Roll Call

B. PUBLIC COMMENTS (Individual Public Comments will be limited to a 3-minute time limit)

During Public Comments, the public may address the Board on any issue within the Authority's jurisdiction which is not on the agenda. The public may comment on any item on the Agenda that is before the Board for consideration. Any person wishing to speak must come up and speak from the podium. There will be no dialog between the Board and the commenter. Any clarifying questions from the Board must go through the Chair.

C. CONSENT CALENDAR

All matters listed under the CONSENT CALENDAR are considered by the Authority to be routine and will be enacted by one motion.

1. Minutes of previous Discovery Bay Public Financing Authority meeting dated July 18, 2012

D. NEW BUSINESS AND ACTION ITEMS

1. Adoption of the Discovery Bay Public Financing Authority Resolution 2012-02 for the Proposed Series 2012 Enterprise Revenue Bonds

E. CHAIR'S REPORT AND MEMBER'S COMMENTS

F. LEGAL COUNSEL REPORT

G. ADJOURNMENT

1. Adjourn the Special Meeting at 1800 Willow Lake Road – Located behind the Delta Community Presbyterian Church.

"This agenda shall be made available upon request in alternative formats to persons with a disability, as required by the American with Disabilities Act of 1990 (42 U.S.C. § 12132) and the Ralph M. Brown Act (California Government Code § 54954.2). Persons requesting a disability related modification or accommodation in order to participate in the meeting should contact the Town of Discovery Bay, at (925)634-1131, during regular business hours, at least twenty-four hours prior to the time of the meeting."

"Materials related to an item on the Agenda submitted to the Discovery Bay Public Financing Authority after distribution of the agenda packet are available for public inspection in the Authority's Office located at 1800 Willow Lake Road during normal business hours."

DISCOVERY BAY PUBLIC FINANCING AUTHORITY

Chairperson - Chris Steele • Vice-Chairperson - Kevin Graves • Director - Jim Mattison • Director - Mark Simon • Director - Ray Tetreault

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
DISCOVERY BAY PUBLIC FINANCING AUTHORITY
Wednesday July 18, 2012
SPECIAL MEETING 7:00 P.M.
1800 Willow Lake Road, Discovery Bay, California
Website address: www.todb.ca.gov

SPECIAL MEETING 7:00 P.M.

A. ROLL CALL AND PLEDGE OF ALLEGIANCE

Call business meeting to order – 7:25 p.m. by President Steele
Pledge of Allegiance – Led by President Steele
Roll Call – All Present

B. PUBLIC COMMENTS (Individual Public Comments will be limited to a 3-minute time limit)

None

C. NEW BUSINESS AND ACTION ITEMS

1. Adoption of Resolution No. PFA 2012-01 of the Governing Board of the Discovery Bay Public Financing Authority Declaring Officers, Providing for the Date of its Regular Meetings, and Directing the Filing of Certain Notices

General Manager Howard – Provided details of Item C-1

Cameron Weist, Weist Law Firm – Provided additional items of Item C-1

There was discussion between Cameron Weist, the General Manager, and the Board

Motion by: Vice-President Graves to adopt Resolution PFA 2012-01

Second by: Director Simon

Vote: Motion Carried – AYES: 5, NOES: 0

2. Adoption of Discovery Bay Public Financing Authority Bylaws

General Manager Howard – Provided details of Item C-2

Cameron Weist, Weist Law Firm – Provided additional items of Item C-2

There was discussion between Legal Counsel Schroeder and the Board

Motion by: Director Tetreault to adopt the Bylaws for the Public Financing Authority

Second by: Vice-President Graves

Vote: Motion Carried – AYES: 5, NOES: 0

D. CHAIR'S REPORT AND MEMBER'S COMMENTS

None

E. LEGAL COUNSEL REPORT

None

F. ADJOURNMENT

The meeting adjourned at 7:38 p.m. to the first Regular Meeting on August 1, 2012 at 1800 Willow Lake Road

//cmc – 07.20.12

<http://www.todb.ca.gov/content/agenda-and-minutes/>

Discovery Bay Public Financing Authority AGENDA REPORT

Meeting Date

August 1, 2012

Prepared By: Cameron A. Weist, Weist Law Firm
Submitted By: Rick Howard, General Manager/Executive Director *RH*

Agenda Title

Adoption of the Discovery Bay Public Financing Authority Resolution 2012-02 for the Proposed Series 2012 Enterprise Revenue Bonds

Recommended Action

That the Town of Discovery Bay Community Services District Board of Directors and the Discovery Bay Public Finance Authority Board of Directors: (1) approve and adopt their respective Resolutions and direct staff to work with Bond Counsel, Underwriter and Trustee to proceed with the issuance of not to exceed \$17,000,000.00 principal amount of Discovery Bay Public Financing Authority, Series 2012 Enterprise Revenue Bonds (the "Bonds"); (2) that the Community Services District Board of Directors Adopt Resolution No. 2012-17 Authorizing the issuance of not to exceed \$17,000,000.00 principal amount of Series 2012 Enterprise Revenue Bonds; approving the forms of and authorizing and directing execution and delivery of conveyance agreements, installment sale agreements, purchase contract and continuing disclosure certificate; approving the form of the official statement and the distribution thereof; and providing for other matters properly related thereto; and (3) that the Discovery Bay Public Financing Authority adopt PFA Resolution 2012-02 authorizing the issuance of not to exceed \$17,000,000.00 principal amount of series 2012 Enterprise Revenue Bonds; approving the forms of and authorizing and directing execution and delivery of an indenture, conveyance agreements, installment sale agreements and purchase contract; approving the form of the official statement and the distribution thereof; and providing for other matters properly related thereto.

Executive Summary

As the Board(s) is/are aware, the Water and Wastewater Master plans identified a number of projects that are necessary to meet current demands and/or provide redundancy (the "Projects"). The CSD Board, at its June 6, 2012 meeting authorized the engagement of a financing team comprised of an Underwriter, Bond Counsel, and Rating agency, necessary to prepare for the issuance of revenue bonds to provide financing (the "Financing") for the Projects. On June 20, 2012 the CSD Board took action to provide for the formation of the Discovery Bay Public Financing Authority (the "Authority"). On July 18, 2012 the Authority held its first organizational meeting, and has done all things legally necessary to conduct business as a California Joint Powers Agency, which includes the issuance of revenue bonds.

As contemplated, and with the intention of providing Financing for the cost of the acquisition and construction of the Projects, it is being proposed that the District and the Authority consider the adoption of the accompany resolutions thereby providing for the issuance of the Bonds.

The Bonds are proposed to be structured as rated tax-exempt municipal bonds in a principal amount of not to exceed \$17,000,000.00, all pursuant to and secured by an Indenture of Trust (the "Indenture"), dated as of August 1, 2012, by and between the District and as the trustee thereto (the "Trustee").

If the Resolutions are approved, the Authority will be authorized to sell the Bonds within certain parameters, and District and Authority staff will be authorized and directed to complete the Bond transaction within those parameters. Approval of both Resolutions is a required prerequisite to accomplishing the issuance of the Bonds, which, if adopted, is expected to occur in mid-August.

NEED FOR FINANCING

The capital improvements are of a type and nature that have a useful life expectancy of approximately thirty (30) to fifty (50) years. Improvements that have a useful life expectancy of this length of time are typically financed with long term debt that is repaid over a similar time period as the useful life expectancy of the asset. Thus, there is a matching of the utilization of the capital improvement over its useful life with the burden of funding/financing it over its useful life.

Staff has determined that the issuance of the Bonds, in the manner and structure herein set forth, provides the needed liquidity to satisfy the Rating Agency, spreads the burden of repayment over several years, and aids in the balancing of future annual budgets by fixing the annual debt service of both the Water Enterprise and Wastewater Enterprise at known manageable levels.

Continued...

FINANCING SUMMARY

The Bonds are being secured through two separate underlying agreements: (i) a Water Project Installment Sale Agreement (the "Water Installment Sale Agreement"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its water enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds, and (ii) a Wastewater Project Installment Sale Agreement (the "Wastewater Installment Sale Agreement," and together with the Water Installment Sale Agreement, the "Installment Sale Agreements"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its wastewater enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds.

The obligation of the District to make payments under each of the Installment Sale Agreements is limited solely to Net Revenues consisting generally of all gross income and revenue from the Water Enterprise, and from the Wastewater Enterprise, respectively, less the maintenance and operations costs of the Water Enterprise and the Wastewater Enterprise, respectively.

Each subject resolution being recommended for adoption essentially authorizes and approves the form of all the base legal documents (the "Financing Documents") necessary to provide for the successful issuance of the Bonds. The adoption of each Resolution is necessary for the financing team to move forward with completing the appropriate documentation and credit analysis before entering the market and locking interest rates.

While the Financing Documents are fairly complex, they can be succinctly summarized as follows: the Discovery Bay Public Financing Authority will issue the Bonds, the proceeds of which will be used to provide Financing for the cost of the acquisition and construction of the Projects. The Bonds will be repaid from Water Installment Payments made to the Trustee by the Water Enterprise, and from Wastewater Installment payments made to the Trustee by the Wastewater Enterprise. The proposed Bonds are to be issued as limited obligation bonds (i.e., limited to Net Revenues of the respective Water and Wastewater Enterprises).

Please note that the Financing Documents are being presented to the appropriate CSD Board / PFA Board as form documents, as they cannot be fully completed at this time because certain critical components such as interest rates and annual debt service payments will depend on the state of the bond market at the time the transaction is actually priced (i.e., sold to the Underwriter), which is expected to occur sometime in mid-August. This method of approval is the normal method of approving a bond issue. The individual Financing Documents needed to complete this financing are included as attachments and are each briefly described below:

1. Indenture of Trust: This is an agreement between the Authority and the Trustee (TBD), as the Trustee for the Bonds, which sets out the covenants and specifics of the Bonds, including the flow of funds, establishment and management of funds and accounts, the Authority and Trustee's duties, repayment mechanisms and the Bond owners' rights and remedies.
2. Water Conveyance Agreement: This agreement provides the mechanism of conveying the Water Project to the Authority.
3. Wastewater Conveyance Agreement: This agreement provides the mechanism of conveying the Wastewater Project to the Authority.
4. Water Installment Sale Agreement: This agreement provides for the Authority's sale of the Water Project back to the District in exchange for installment payments commensurate with an allocable share of the debt service on the Bonds. As a source of repayment of the installment payments due from the District under the Water Installment Sale Agreement, the District will pledge the "net revenues" of the District's Water System to repay the installment sale payments. In addition, to insure that the net revenues of the Water System will at all times over the term of the Installment Sale Agreement be sufficient to meet the requirements of the agreement, the District covenants to set rates and charges for the use of the Water System at a level of 125% of the installment payments.
5. Wastewater Installment Sale Agreement: This agreement provides for the Authority's sale of the Wastewater Enterprise back to the District in exchange for installment payments commensurate with an allocable share of the debt service on the Bonds. As a source of repayment of the installment payments due from the District under the Wastewater Installment Sale Agreement, the District will pledge the "net revenues" of the District's Wastewater System to repay the installment sale payments. In addition, to insure that the net revenues of the Wastewater System will at all times over the term of the Installment Sale Agreement be sufficient to meet the requirements of the agreement, the District covenants to set rates and charges for the use of the Wastewater System at a level of 125% of the installment payments.
6. Preliminary Official Statement: To market the Bonds, a preliminary official statement (the "Preliminary Official Statement") has been prepared (by Disclosure Counsel to the District, with the help of the Underwriter and District staff). This document describes the District, the Authority, the financing, the Water System, the Wastewater System, and the Financing Documents. Once the Bond Purchase Contract (described below) is executed, the final pricing detail will be used to fill in the blanks of the Preliminary Official Statement, which will then be used as the basis for the final Official Statement.
7. Bond Purchase Contract: This agreement, by and between the Authority and the Underwriter, provides the terms and conditions for the sale of the Bonds to Kinsell, Newcomb & De Dios, Inc., as the Underwriter of the Bonds, and once signed, locks in the interest rates on the Bonds.
8. Continuing Disclosure Certificate: This is an agreement between the District/Authority and the Trustee pursuant to which the District/Authority is obligated to make secondary market disclosure--including the provision of information regarding the fiscal health of both the Water Enterprise and the Wastewater Enterprise, and Financing related information--on an annual basis to comply with federal securities regulations. Please refer to the attached Financing Summary prepared by Kinsell, Newcomb & De Dios, Inc. for detailed estimates as to the analytical financial parameters of the proposed Financing.

Continued...

Fiscal Impact:

Amount Requested – N/A

Sufficient Budgeted Funds Available?: (If no, see attached fiscal analysis)

Previous Relevant Board Actions for This Item

June 6, 2012, June 20, 2012, July 18, 2012

Attachments

Discovery Bay Public Financing Authority Resolution 2012-02, Town of Discovery Bay CSD Resolution 2012-17, Financing Summary

The items listed below are included within the Additional Material Packet:

Indenture, Water Conveyance Agreement, Wastewater Conveyance Agreement, Water Installment Sale Agreement, Wastewater Installment Sale Agreement, Preliminary Official Statement, Bond Purchase Contract, Continuing Disclosure Certificate

AGENDA ITEM: D-1

**DISCOVERY BAY PUBLIC FINANCING
AUTHORITY**

RESOLUTION NO. PFA 2012-02

A RESOLUTION OF THE GOVERNING BOARD
OF THE DISCOVERY BAY PUBLIC FINANCING AUTHORITY
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$17,000,000.00 PRINCIPAL AMOUNT
OF SERIES 2012 ENTERPRISE REVENUE BONDS; APPROVING THE FORMS OF
AND AUTHORIZING AND DIRECTING EXECUTION AND DELIVERY OF AN
INDENTURE, CONVEYANCE AGREEMENTS, INSTALLMENT SALE AGREEMENTS
AND PURCHASE CONTRACT; APPROVING THE FORM OF THE OFFICIAL STATEMENT
AND THE DISTRIBUTION THEREOF; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, the Town of Discovery Bay Community Services District (the "District") and the Byron Bethany Irrigation District (the "Irrigation District") have heretofore entered into a Joint Exercise of Powers Agreement, dated as of July 1, 2012, establishing the Discovery Bay Public Financing Authority (the "Authority") for the purpose of, among other things, providing financing alternatives for public capital improvements within the District; and

WHEREAS, the Authority was formed pursuant to the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), and is authorized pursuant to Article 4 of the Act (the "Bond Law") to borrow money for the purpose of, among other things, making loans, buying securities, purchasing facilities, and providing for installment sale arrangements to assist the District to further its public purposes; and

WHEREAS, the District desires to finance the acquisition and construction of (i) certain additions, betterments, extensions and improvements to the District's water system (the "Water Project"), and (ii) certain additions, betterments, extensions and improvements to the District's wastewater system (the "Wastewater Project," and collectively with the Water Project, the "Projects"); and

WHEREAS, in order to assist the District in the procurement of cost effective financing for the acquisition and construction of the Projects (the "Financing"), the Authority, after due investigation and deliberation, has determined that it is in the public interests at this time to provide for the issuance of not to exceed \$17,000,000.00 aggregate principal amount of its Discovery Bay Public Financing Authority, Series 2012 Enterprise Revenue Bonds (the "Bonds"), all pursuant to and secured by an Indenture of Trust (the "Indenture"), dated as of August 1, 2012, by and between the District and the Trustee (To be determined), as the trustee thereto (the "Trustee"); and

WHEREAS, as a necessary prerequisite to the arrangement of the Financing, the District has proposed to (i) convey its Water Project to the Authority pursuant to a Water Project Conveyance Agreement (the "Water Conveyance Agreement"); dated as of August 1, 2012, by and between the Authority and the District, and (ii) convey its Wastewater Project to the Authority pursuant to a Wastewater Project Conveyance Agreement (the "Wastewater Conveyance Agreement", and together with the Water Conveyance Agreement, the "Conveyance Agreements"), dated as of August 2, 2012, by and between the Authority and the District; and

WHEREAS, for the purpose of providing for the Financing, the Authority has proposed to (i) sell the Water Project back to the District pursuant to a Water Project Installment Sale Agreement (the "Water Installment Sale Agreement"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its water enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds, and (ii) sell the Wastewater Project back to the District pursuant to a Wastewater Project Installment Sale Agreement (the "Wastewater Installment Sale Agreement," and together with the Water Installment Sale Agreement, the "Installment Sale Agreements"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its wastewater enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds; and

WHEREAS, there has been submitted to this Board a form of preliminary Official Statement (the "Preliminary Official Statement") in connection with the marketing of the Bonds, and this Board, with the aid of its staff, has reviewed the preliminary Official Statement to assure proper disclosure of all material facts relating to the Bonds that are in the personal knowledge of the Board Members and the Authority staff; and

WHEREAS, the Authority proposes to sell the Bonds to Kinsell, Newcomb & De Dios, Inc. (the "Underwriter"), all on the terms and conditions herein set forth and as provided in the form of a Bond Purchase Contract (the "Purchase Contract") presented at this meeting and on file with the Secretary; and

WHEREAS, there has been prepared and filed with the Secretary a proposed form of Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") in order to assist the Underwriter in complying with SEC Rule 15c2-12(b)(5), and this Board hereby finds and determines that it is in the public interest and for the public benefit that the form of Continuing Disclosure Certificate be approved and that certain policy and procedure be established therefore; and

WHEREAS, the Board, with the aid of its staff, has reviewed the Indenture, the Conveyance Agreements, the Installment Sale Agreements, the Preliminary Official Statement, the Continuing Disclosure Certificate and the Purchase Contract, and the Authority wishes at this time to approve the foregoing documents (collectively, the "Bond Documents") in the public interests of the District and the Authority; and

WHEREAS, the Board wishes at this time to ratify and authorize all proceedings relating to the Bonds, and the execution and delivery of all agreements and documents relating thereto; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Discovery Bay Public Financing Authority, as follows:

Section 1. Recitals and Findings. The Board hereby specifically finds and declares that each of the statements, findings and determinations of the Authority set forth in the recitals set forth above and in the preambles of the Bond Documents approved herein are true and correct and that the Financing will result in significant public benefits of the type described in Government Code Section 6586. The issuance of the Bonds by the Authority is hereby approved by this Board, and this Board does hereby consent to the application of the proceeds of the Bonds for the purposes contemplated by the District and the Authority, as provided for in the Bond Documents.

Section 2. Authorized Representatives. The Chairperson, Vice-Chairperson, Executive Director, Treasurer, Secretary, and any other person authorized by the Board to act on behalf of the Authority, shall each be an "Authorized Representative" of the Authority for the purposes of 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 Authority, 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 any documents necessary in connection with bond insurance or other credit enhancement for the bonds or 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 Board has approved in this Resolution.

Section 3. Approval of Indenture. The Board hereby approves the Indenture in substantially the form thereof on file with the Secretary together with any additions thereto or changes therein deemed necessary or advisable by the Authorized Representatives, upon advice of the Authority's Bond Counsel, including, without limitation, the insertion of the final principal amount and annual maturity amounts of the Bonds, and the final interest rates to be borne by the Bonds, as set forth in the executed Purchase Contract. Execution of the Indenture shall be deemed conclusive evidence of the Authority's approval of such additions or changes. The Authorized Representatives are hereby authorized and directed to execute, attest and affix the seal of the Authority to the Indenture for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of the Indenture.

Section 4. Approval of Water Conveyance Agreement. The Board hereby authorizes and approves the purchase of the Water Project by the Authority from the District pursuant to the Water Conveyance Agreement. The Board hereby approves the Water Conveyance Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the sale price for the Water Project) deemed necessary or advisable by an Authorized Representative of the Authority. Any Authorized Representative of the Authority is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Authority to, the final form of the Water Conveyance Agreement for and in the name and on behalf of the Authority and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Water Conveyance Agreement.

Section 5. Approval of Wastewater Conveyance Agreement. The Board hereby authorizes and approves the purchase of the Wastewater Project by the Authority from the District pursuant to the Wastewater Conveyance Agreement. The Board hereby approves the Wastewater Conveyance Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the sale price for the Wastewater Project) deemed necessary or advisable by an Authorized Representative of the Authority. Any Authorized Representative of the Authority is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Authority to, the final form of the Wastewater Conveyance Agreement for and in the name and on behalf of the Authority and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Wastewater Conveyance Agreement.

Section 6. Approval of Water Installment Sale Agreement. The Board hereby authorizes and approves the sale of the Water Project back to the District pursuant to the Water Installment Sale Agreement. The Board hereby approves the Water Installment Sale Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the sale price for the Water Project and the final installment payment

schedule) deemed necessary or advisable by an Authorized Representative of the Authority. Any Authorized Representative of the Authority is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Authority to, the final form of the Water Installment Sale Agreement for and in the name and on behalf of the Authority and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Water Installment Sale Agreement.

Section 7. Approval of Wastewater Installment Sale Agreement. The Board hereby authorizes and approves the sale of the Wastewater Project back to the District pursuant to the Wastewater Installment Sale Agreement. The Board hereby approves the Wastewater Installment Sale Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the sale price for the Wastewater Project and the final installment payment schedule) deemed necessary or advisable by an Authorized Representative of the Authority. Any Authorized Representative of the Authority is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Authority to, the final form of the Wastewater Installment Sale Agreement for and in the name and on behalf of the Authority and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Wastewater Installment Sale Agreement.

Section 8. Approval of Preliminary Official Statement. The form of the Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement"), on file with the Secretary, is approved for distribution by the Underwriter to municipal bond broker-dealers, to banking institutions and to members of the general public who may be interested in purchasing the Bonds. The Chairman, Executive Director or Treasurer is authorized to approve changes in the Preliminary Official Statement, from time to time, pending such distribution as shall be required to cause the Preliminary Official Statement to contain any further information necessary to accurately describe the Bonds, the Bond Documents, the Project, the Utility Systems, the District and the Authority. With respect to the distribution of the Preliminary Official Statement, the Chairman, Executive Director or Treasurer of the Authority is authorized and directed, on behalf of the Authority, to deem the Preliminary Official Statement "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule").

Section 9. Approval of Official Statement. The Official Statement, which shall include such changes and additions thereto deemed advisable by the Chairperson, Vice-Chairperson, Executive Director or Treasurer and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Bonds, and the Chairperson, Vice-Chairperson, Executive Director or Treasurer, or a written designee, is authorized and directed to execute the Official Statement for and on behalf of the Authority and the Chairperson, Vice-Chairperson, Executive Director or Treasurer is authorized and directed to deliver to the Underwriter of the Bonds (i) a certificate with respect to the information set forth therein, and (ii) Continuing Disclosure Agreement substantially in the form approved at this meeting and appended to the Official Statement.

Section 10. Sale of Bonds. The Board hereby approves the sale of the Bonds to the Underwriter pursuant to and in accordance with the Purchase Contract in substantially the form on file with the Secretary together with any additions thereto or changes therein approved by either the Chairperson, Vice-Chairperson, Executive Director or Treasurer of the Authority, whose execution thereof shall be conclusive evidence of such approval. The Board hereby delegates and directs the Chairperson, the Vice-Chairperson, the Executive Director or the Treasurer, the authorization to accept, for and in the name and on behalf of the Authority, an offer from the Underwriter to purchase the Bonds from the Authority and to execute the Purchase Contract; provided, however, that the stated average annual interest rate payable with respect to the Bonds shall not exceed five percent (5%) per annum and the Underwriter's discount for the purchase of Bonds shall not be more than one percent (1%) of the par amount thereof.

Section 11. Continuing Disclosure Certificate. The Board hereby approves the Continuing Disclosure Certificate relating to the Bonds, in substantially the form on file with the Secretary, with such revisions, amendments and completions as shall be approved by an Authorized Representative of the Authority, such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Representative.

Section 12. Appointment of Trustee. The Authority, for the purposes set forth herein, appoints and employs the Trustee (To be determined) as the Trustee for the Bonds. The fees of the Trustee shall be set forth in a consulting agreement, and shall be contingent upon the successful issuance of the Bonds by the Authority.

Section 13. Official Action. All actions heretofore taken by the officers and agents of the Authority with respect to the issuance of the Bonds are hereby approved, confirmed and ratified. The Chairperson, Vice-Chairperson, Executive Director, Treasurer, General Counsel, Secretary and any and all other officers of the Authority are hereby authorized and directed, for and in the name and on behalf of the Authority, 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 the sale, issuance and delivery of the Bonds to the Underwriter in accordance with the Bond Documents approved herein. Whenever in this Resolution any officer of the Authority 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. Secretary Certification. The Secretary of the Authority shall certify the adoption of this resolution. Notwithstanding the foregoing, such certification and any of the other duties and responsibilities assigned to the Secretary pursuant to this resolution may be performed by an Assistant Secretary with the same force and effect as if performed by the Secretary hereunder.

Section 15. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

THE FOREGOING RESOLUTION WAS PASSED AND ADOPTED by the members of the Discovery Bay Public Financing Authority at its meeting held on August 1, 2012, by the following roll call vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

V. Chris Steele, Chairperson of the Discovery Bay
Public Financing Authority

Richard J. Howard, Secretary of the Discovery Bay
Public Financing Authority



**TOWN OF DISCOVERY BAY
COMMUNITY SERVICES DISTRICT**

RESOLUTION NO. 2012-17

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE TOWN OF DISCOVERY BAY COMMUNITY SERVICES DISTRICT
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$17,000,000.00
PRINCIPAL AMOUNT OF SERIES 2012 ENTERPRISE REVENUE BONDS;
APPROVING THE FORMS OF AND AUTHORIZING AND DIRECTING EXECUTION AND DELIVERY
OF CONVEYANCE AGREEMENTS, INSTALLMENT SALE AGREEMENTS, PURCHASE CONTRACT
AND CONTINUING DISCLOSURE CERTIFICATE; APPROVING THE FORM OF THE OFFICIAL STATEMENT
AND THE DISTRIBUTION THEREOF; AND PROVIDING FOR OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, the Town of Discovery Bay Community Services District (the "District") and the Byron Bethany Irrigation District (the "Irrigation District") have heretofore entered into a Joint Exercise of Powers Agreement, dated as of July 1, 2012, establishing the Discovery Bay Public Financing Authority (the "Authority") for the purpose of, among other things, providing financing alternatives for public capital improvements within the District; and

WHEREAS, the Authority was formed pursuant to the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), and is authorized pursuant to Article 4 of the Act (the "Bond Law") to borrow money for the purpose of, among other things, making loans, buying securities, purchasing facilities, and providing for lease and installment sale arrangements to assist the District to further its public purposes; and

WHEREAS, the District desires to finance the acquisition and construction of (i) certain additions, betterments, extensions and improvements to the District's water system (the "Water Project"), and (ii) certain additions, betterments, extensions and improvements to the District's wastewater system (the "Wastewater Project," and collectively with the Water Project, the "Projects"); and

WHEREAS, in order to finance the cost of the acquisition and construction of the Projects (the "Financing"), the District, after due investigation and deliberation, has determined that it is in the public interests of the District at this time to provide for the issuance of approximately \$17,000,000.00 aggregate principal amount of its Discovery Bay Public Financing Authority, Series 2012 Enterprise Revenue Bonds (the "Bonds"); and

WHEREAS, for the purpose of providing for the Financing, the District proposes to (i) convey its Water Project to the Authority pursuant to a Water Project Conveyance Agreement (the "Water Conveyance Agreement"), dated as of August 1, 2012, by and between the Authority and the District, and (ii) convey its Wastewater Project to the Authority pursuant to a Wastewater Project Conveyance Agreement (the "Wastewater Conveyance Agreement," and together with the Water Conveyance Agreement, the "Conveyance Agreements"), dated as of August 1, 2012, by and between the Authority and the District; and

WHEREAS, for the purpose of providing for the Financing, the Authority has proposed to (i) sell the Water Project back to the District pursuant to a Water Project Installment Sale Agreement (the "Water Installment Sale Agreement"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its water enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds, and (ii) sell the Wastewater Project back to the District pursuant to a Wastewater Project Installment Sale Agreement (the "Wastewater Installment Sale Agreement," and together with the Water Installment Sale Agreement, the "Installment Sale Agreements"), dated as of August 1, 2012, by and between the Authority and the District, pursuant to which the District will make installment payments from its wastewater enterprise operations, sufficient in amount to pay a certain allocable share of the debt service on the Bonds; and

WHEREAS, there has been submitted to this Board a form of preliminary Official Statement (the "Preliminary Official Statement") in connection with the marketing of the Bonds, and this Board, with the aid of its staff, has reviewed the Preliminary Official Statement to assure proper disclosure of all material facts relating to the Bonds that are in the personal knowledge of the Board Members and the District staff; and

WHEREAS, the District desires to approve the sale of the Bonds by the Authority to Kinsell, Newcomb & De Dios, Inc. (the "Underwriter"), all on the terms and conditions herein set forth and as provided in the form of a Bond Purchase Contract (the "Purchase Contract") presented at this meeting and on file with the Secretary; and

WHEREAS, there has been prepared and filed with the Secretary a proposed form of Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") in order to assist the Underwriter in complying with SEC Rule 15c2-12(b)(5), and this Board hereby finds and determines that it is in the public interest and for the public benefit that the form of Continuing Disclosure Certificate be approved and that certain policy and procedure be established therefore; and

WHEREAS, the Board of Directors, with the aid of its staff, has reviewed the Water Conveyance Agreement, the Wastewater Conveyance Agreement, the Water Installment Sale Agreement, Wastewater Installment Sale Agreement, the Purchase Contract, the Preliminary Official Statement and the Continuing Disclosure Certificate, the forms of which are on file with the Secretary, and the Board wishes at this time to approve the foregoing documents (collectively, the "Bond Documents") in the public interests of the District; and

WHEREAS, the Board wishes at this time to ratify and authorize all proceedings relating to the issuance of the Bonds and the execution and delivery of all agreements and documents relating thereto; and

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE TOWN OF DISCOVERY BAY COMMUNITY SERVICES DISTRICT DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Recitals and Findings. The Board 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 and that the Financing will result in significant public benefits for the residents of the District of the type described in Government Code Section 6586. The issuance of the Bonds by the Authority is hereby authorized and approved by this Board, and this Board does hereby consent to the application of the proceeds of the Bonds for the purposes contemplated by the District and the Authority, as provided for in the Bond Documents.

Section 2. Authorized Representatives. The President, Vice-President, General Manager, Finance Manager, 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 purposes of 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 any documents necessary in connection with bond insurance or other credit enhancement for the bonds or 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 Board of Directors has approved in this Resolution.

Section 3. Approval of Water Conveyance Agreement. The Board hereby authorizes and approves the conveyance of the Water Project by the District to the Authority pursuant to the Water Conveyance Agreement. The Board hereby approves the Water Conveyance Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the conveyance price for the Water Project) deemed necessary or advisable by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the District to, the final form of the Water Conveyance Agreement for and in the name and on behalf of the District and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Water Conveyance Agreement.

Section 4. Approval of Wastewater Conveyance Agreement. The Board hereby authorizes and approves the conveyance of the Wastewater Project by the District to the Authority pursuant to the Wastewater Conveyance Agreement. The Board hereby approves the Wastewater Conveyance Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the conveyance price for the Wastewater Project) deemed necessary or advisable by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the District to, the final form of the Wastewater Conveyance Agreement for and in the name and on behalf of the District and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Wastewater Conveyance Agreement.

Section 5. Approval of Water Installment Sale Agreement. The Board hereby authorizes and approves the purchase of the Water Project back from the Authority pursuant to the Water Installment Sale Agreement. The Board hereby approves the Water Installment Sale Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the conveyance price for the Water Project and the final installment payment schedule) deemed necessary or advisable by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the District to, the final form of the Water 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's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Water Installment Sale Agreement.

Section 6. Approval of Wastewater Installment Sale Agreement. The Board hereby authorizes and approves the purchase of the Wastewater Project back from the Authority pursuant to the Wastewater Installment Sale Agreement. The Board hereby approves the Wastewater Installment Sale Agreement in substantially the form on file with the Secretary together with any additions thereto or changes therein (including, but not limited to, the final amount of the conveyance price for the Wastewater Project and the final installment payment schedule) deemed necessary or advisable by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the District to, the final form of the Wastewater 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's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Wastewater Installment Sale Agreement.

Section 7. Approval of Preliminary Official Statement. The form of the Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement"), on file with the Secretary, is approved for distribution by the Underwriter to municipal bond broker-dealers, to banking institutions and to members of the general public who may be interested in purchasing the Bonds. The President, Vice-President or General Manager is authorized to approve changes in the Preliminary Official Statement, from time to time, pending such distribution as shall be required to cause the Preliminary Official Statement to contain any further information necessary to accurately describe the Bonds, the Bond Documents, the Projects, the Utility Systems, the District and the Authority. With respect to the distribution of the Preliminary Official Statement, the President, Vice-President or General Manager is authorized and directed, on behalf of the District, to deem the Preliminary Official Statement "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule").

Section 8. Approval of Official Statement. The Official Statement, which shall include such changes and additions thereto deemed advisable by the President, Vice-President or General Manager and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Bonds, and the President, Vice-President or General Manager or a written designee, is authorized and directed to execute the Official Statement for and on behalf of the District and the President, Vice-President or General Manager is authorized and directed to deliver to the Underwriter (i) a certificate with respect to the information set forth therein; and (ii) the Continuing Disclosure Certificate substantially in the form approved at this meeting and appended to the Official Statement.

Section 9. Sale of Bonds. The Board hereby authorizes and confirms the sale of the Bonds by the Authority to the Underwriter pursuant to and in accordance with the Purchase Contract in substantially the form on file with the Secretary, together with any changes deemed necessary or advisable by an Authorized Representative of the District. Any Authorized Representative of the District is hereby authorized and directed to execute the final form of the Purchase Contract for and in the name and on behalf of the District, and the execution thereof shall be conclusive evidence of the Board's approval of any such additions and changes. The Board hereby authorizes the delivery and performance of the Purchase Contract.

Section 10. Continuing Disclosure Certificate. The Board hereby approves the Continuing Disclosure Certificate relating to the Bonds, in substantially the form on file with the Secretary, with such revisions, amendments and completions as shall be approved by an Authorized Representative of the District with such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Representative.

Section 11. Consultants. The District, for the purposes set forth herein, confirms the appointment of the investment banking firm of Kinsell, Newcomb & De Dios, Inc. as the Underwriter for the Bonds, The Weist Law Firm, as Bond Counsel and Disclosure Counsel for the Bonds, and the Trustee (To be determined) as the Trustee for the Bonds.

Section 12. Official Action. 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 President, Vice-President or General Manager, Finance Manager, District Counsel, Secretary 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 the sale, issuance and delivery of the Bonds to the Underwriter in accordance with the Bond Documents approved herein. 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 13. Certification. The Secretary shall certify the adoption of this resolution. Notwithstanding the foregoing, such certification and any of the other duties and responsibilities assigned to the Secretary pursuant to this resolution may be performed by an Assistant Secretary with the same force and effect as if performed by the Secretary hereunder.

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

PASSED, APPROVED AND ADOPTED this 1st Day of August, 2012.

V. Chris Steele
Board President

I hereby certify that the foregoing Resolution was duly adopted by the Board of Directors of the Town of Discovery Bay Community Services District at a regularly scheduled meeting, held on August 1, 2012, by the following vote of the Board:

AYES:
NOES:
ABSENT:
ABSTAIN:

Richard J. Howard
Board Secretary

Preliminary

Discovery Bay Public Financing Authority

2012 Enterprise Revenue Bonds

Sources & Uses

Dated 08/23/2012 | Delivered 08/23/2012

Sources Of Funds

Par Amount of Bonds	\$16,000,000.00
Reoffering Premium	449,171.05
Total Sources	\$16,449,171.05

Uses Of Funds

Total Underwriter's Discount (0.810%)	129,600.00
Costs of Issuance	150,000.00
Deposit to Debt Service Reserve Fund (DSRF)	956,800.00
Deposit to Capitalized Interest (CIP) Fund	493,025.28
Water Project Fund	1,476,000.00
Wastewater Project Fund	13,239,881.00
Rounding Amount	3,864.77
Total Uses	\$16,449,171.05

Preliminary

Discovery Bay Public Financing Authority

2012 Enterprise Revenue Bonds

Net Debt Service Schedule

Date	Principal	Coupon	Interest	Total P+I	DSR	CIF	Net New D/S
06/30/2013	-	-	493,025.28	493,025.28	-	(493,025.28)	-
06/30/2014	300,000.00	2.000%	635,450.00	935,450.00	-	-	935,450.00
06/30/2015	310,000.00	3.000%	627,800.00	937,800.00	-	-	937,800.00
06/30/2016	320,000.00	3.000%	618,350.00	938,350.00	-	-	938,350.00
06/30/2017	330,000.00	3.000%	608,600.00	938,600.00	-	-	938,600.00
06/30/2018	335,000.00	3.000%	598,625.00	933,625.00	-	-	933,625.00
06/30/2019	350,000.00	4.000%	586,600.00	936,600.00	-	-	936,600.00
06/30/2020	365,000.00	4.000%	572,300.00	937,300.00	-	-	937,300.00
06/30/2021	380,000.00	4.000%	557,400.00	937,400.00	-	-	937,400.00
06/30/2022	395,000.00	5.000%	539,925.00	934,925.00	-	-	934,925.00
06/30/2023	415,000.00	5.000%	519,675.00	934,675.00	-	-	934,675.00
06/30/2024	440,000.00	5.000%	498,300.00	938,300.00	-	-	938,300.00
06/30/2025	460,000.00	5.000%	475,800.00	935,800.00	-	-	935,800.00
06/30/2026	485,000.00	5.000%	452,175.00	937,175.00	-	-	937,175.00
06/30/2027	510,000.00	5.000%	427,300.00	937,300.00	-	-	937,300.00
06/30/2028	535,000.00	5.000%	401,175.00	936,175.00	-	-	936,175.00
06/30/2029	560,000.00	3.500%	378,000.00	938,000.00	-	-	938,000.00
06/30/2030	580,000.00	3.500%	358,050.00	938,050.00	-	-	938,050.00
06/30/2031	600,000.00	3.500%	337,400.00	937,400.00	-	-	937,400.00
06/30/2032	620,000.00	3.500%	316,050.00	936,050.00	-	-	936,050.00
06/30/2033	640,000.00	3.500%	294,000.00	934,000.00	-	-	934,000.00
06/30/2034	665,000.00	4.000%	269,500.00	934,500.00	-	-	934,500.00
06/30/2035	695,000.00	4.000%	242,300.00	937,300.00	-	-	937,300.00
06/30/2036	720,000.00	4.000%	214,000.00	934,000.00	-	-	934,000.00
06/30/2037	750,000.00	4.000%	184,600.00	934,600.00	-	-	934,600.00
06/30/2038	780,000.00	4.000%	154,000.00	934,000.00	-	-	934,000.00
06/30/2039	815,000.00	4.000%	122,100.00	937,100.00	-	-	937,100.00
06/30/2040	845,000.00	4.000%	88,900.00	933,900.00	-	-	933,900.00
06/30/2041	880,000.00	4.000%	54,400.00	934,400.00	-	-	934,400.00
06/30/2042	920,000.00	4.000%	18,400.00	938,400.00	(956,800.00)	-	(18,400.00)
Total	\$16,000,000.00	-	\$11,644,200.28	\$27,644,200.28	(956,800.00)	(493,025.28)	\$26,194,375.00

Preliminary

Discovery Bay Public Financing Authority

2012 Enterprise Revenue Bonds

Pricing Summary

Maturity	Type of Bond	Coupon	Yield	Maturity Value	Price	Dollar Price
12/01/2013	Serial Coupon	2.000%	0.500%	300,000.00	101.899%	305,697.00
12/01/2014	Serial Coupon	3.000%	0.700%	310,000.00	105.175%	326,042.50
12/01/2015	Serial Coupon	3.000%	0.900%	320,000.00	106.755%	341,616.00
12/01/2016	Serial Coupon	3.000%	1.050%	330,000.00	108.124%	356,809.20
12/01/2017	Serial Coupon	3.000%	1.300%	335,000.00	108.634%	363,923.90
12/01/2018	Serial Coupon	4.000%	1.550%	350,000.00	114.587%	401,054.50
12/01/2019	Serial Coupon	4.000%	1.750%	365,000.00	115.299%	420,841.35
12/01/2020	Serial Coupon	4.000%	2.050%	380,000.00	114.765%	436,107.00
12/01/2021	Serial Coupon	5.000%	2.350%	395,000.00	121.959%	481,738.05
12/01/2022	Serial Coupon	5.000%	2.500%	415,000.00	122.521%	508,462.15
12/01/2023	Serial Coupon	5.000%	2.700%	440,000.00	120.508%	c 530,235.20
12/01/2024	Serial Coupon	5.000%	2.900%	460,000.00	118.535%	c 545,261.00
12/01/2027	Term 1 Coupon	5.000%	3.250%	1,530,000.00	115.174%	c 1,762,162.20
12/01/2032	Term 2 Coupon	3.500%	3.750%	3,000,000.00	96.468%	2,894,040.00
12/01/2041	Term 3 Coupon	4.000%	4.250%	7,070,000.00	95.830%	6,775,181.00
Total	-	-	-	\$16,000,000.00	-	\$16,449,171.05

Bid Information

Par Amount of Bonds	\$16,000,000.00
Reoffering Premium or (Discount)	449,171.05
Gross Production	\$16,449,171.05
Total Underwriter's Discount (0.810%)	\$(129,600.00)
Bid (101.997%)	16,319,571.05
Total Purchase Price	\$16,319,571.05
Bond Year Dollars	\$289,300.56
Average Life	18.081 Years
Average Coupon	4.0249492%
Net Interest Cost (NIC)	3.9144858%
True Interest Cost (TIC)	3.8725372%