

NIPOMO COMMUNITY SERVICES DISTRICT
MINUTES

SPECIAL MEETING

NIPOMO COMMUNITY SERVICES DISTRICT BOARD OF DIRECTORS
AND
BOARD OF DIRECTORS OF THE NIPOMO COMMUNITY SERVICES
PUBLIC FACILITIES CORPORATION

MARCH 28, 2003 FRIDAY 9:00 A. M.
BOARD ROOM 148 S. WILSON STREET NIPOMO, CA

BOARD MEMBERS

MICHAEL WINN, **PRESIDENT**
JUDITH WIRSING, **VICE PRESIDENT**
ROBERT BLAIR, **DIRECTOR**
CLIFFORD TROTTER, **DIRECTOR**
LARRY VIERHEILIG, **DIRECTOR**

STAFF

DOUGLAS JONES, **GENERAL MANAGER**
DONNA JOHNSON, **SECRETARY TO THE BOARD**
JON SEITZ, **GENERAL COUNSEL**

CALL TO ORDER AND FLAG SALUTE

President Winn called the Special Meeting of the Nipomo Community Services District to order at 9:03 a.m. and led the flag salute.

ROLL CALL

All Board Members were present.

PUBLIC COMMENT ON AGENDA ITEMS

There was no public comment.

I. ADJOURN TO NIPOMO COMMUNITY SERVICES DISTRICT PUBLIC FACILITIES CORPORATION

Director Winn, acting as temporary president, called the Special Meeting of the Nipomo Community Services District Public Facilities Corporation to order at approximately 9:10 a.m.

- A. Roll Call - At roll call, all Board Members were present.
- B. PRESENTATION BY PERRY LOUCK, CPA, AND REVIEW THE PROCESS TO INITIATE SALE OF BONDS (CERTIFICATES OF PARTICIPATION) AND FORMATION OF NIPOMO COMMUNITY SERVICES DISTRICT PUBLIC FACILITIES CORPORATION ("CORPORATION") FOR THE PURPOSES OF USING THE DISTRICT'S TOWN DIVISION'S PORTION OF THE AD VALOREM TAXES TO SECURE BONDED INDEBTEDNESS (CERTIFICATES OF PARTICIPATION) FOR CERTAIN CAPITAL IMPROVEMENTS FOR THE BENEFIT OF THE TOWN DIVISION.
- C. The following were presented to the Board of Directors of the Nipomo Community Services District Public Facilities Corporation for approval and formation of the Nipomo Community Services District Public Facilities Corporation.

1. Ratify Articles of Incorporation

There was no public comment. Upon motion of Director Vierheilig and seconded by Director Blair, the Board of Directors of the Public Facilities Corporation unanimously ratified the Articles of Incorporation. Vote 5-0.

2. Adopt Resolution 2003-01 to:

- (a) Ratify appointments to the Board of Directors of the Nipomo Community Services District Public Facilities Corporation.
 - (b) Approve and ratify Bylaws of the Corporation.
 - (c) Appoint Officers

The following members of the public spoke:

Ed Eby, NCSD resident – Questioned Section 5.5.

Bond Counsel, Michael Streams, explained the language of the By-Laws, which may be amended at a later date.

Upon motion of Director Vierheilg and seconded by Director Blair, the Board of Directors of the Public Facilities Corporation unanimously approved Resolution 2003-01 with the proposed amendments to the By-Laws. Vote 5-0.

**RESOLUTION NO. 2003-01
RESOLUTION OF THE BOARD OF DIRECTORS OF THE NIPOMO COMMUNITY SERVICES
DISTRICT PUBLIC FACILITIES CORPORATION RATIFYING ITS APPOINTMENT AS THE
BOARD OF DIRECTORS OF THE NIPOMO COMMUNITY SERVICES DISTRICT PUBLIC
FACILITIES CORPORATION; APPROVING AND RATIFYING THE BYLAWS OF THE
CORPORATION, AND APPOINTMENT OF OFFICERS**

3. Adopt Conflicts Code

There was no public comment. Upon motion of Director Blair and seconded by Director Vierheilg, the Board of Directors of the Public Facilities Corporation unanimously approved the Conflicts Code as amended. Vote 5-0.

4. Entry of Waiver of Notice and Consent to the Holding of the First Meeting of the Board of Directors of the Corporation into minutes.

There was no public comment. Upon motion of Director Vierheilg and seconded by Director Trotter, the Board of Directors of the Public Facilities Corporation unanimously approved the Entry of Notice and Consent to Holding of the First Meeting of the Board of Directors of the Corporation. Vote 5-0.

5. Accept resignation of incorporator.

There were no public comments. Upon motion of Director Vierheilg and seconded by Director Blair, the Board of Directors of the Public Facilities Corporation unanimously accepted the resignation of the incorporator. Vote 5-0.

II. ADJOURN TO BOARD OF DIRECTORS MEETING OF NIPOMO COMMUNITY SERVICES DISTRICT

The Board of Directors of the Public Facilities Corporation then adjourned to the Board of Directors of the Nipomo Community Services District.

The following were presented to the Board of Directors of the Nipomo Community Services District for approval of the formation of the Nipomo Community Services District Public Facilities Corporation and the for purposes of securing bonded indebtedness (Certificates of Participation) with the District's Town Division portion of the ad valorem taxes.

A. Adopt Resolution 2003-02 to:

1. Authorize the execution and delivery of "not to exceed" four million dollars (\$4M) in authorized certificates of participation.
2. Authorize execution and delivery of Installment Purchase Agreement.
3. Authorize execution and delivery of Trust Agreement.
4. Authorize execution and delivery of Purchase Contract
5. Authorize execution and delivery of Preparation and Distribution of Preliminary Official Statement.
6. Authorize execution and delivery of Continuing Disclosure Agreement.

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7. Authorize proceeds of Certificates of Deposits to be deposited as provided in Installment Purchase Agreement.
8. Appoint BNY Western Trust Company to act as Trustee under the Trust Agreement.
9. Authorize the General Manager select a municipal bond issuer.

Mr. Louck and Mr. Stream reviewed the documents with the Board of Directors. Upon motion of Director Trotter and seconded by Director Blair, the Board of Directors unanimously approved Resolution 2003-02. Vote 5-0.

**RESOLUTION NO. 2003-02
A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NIPOMO COMMUNITY SERVICES DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$4,000,000 CERTIFICATES OF PARTICIPATION AND APPROVING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION THEREWITH AND CERTAIN OTHER MATTERS**

- B. Confirm all actions taken by the Board of Directors of the Nipomo Community Services District Public Facilities Corporation pursuant to Agenda Item I.

There was no public comment. Upon motion Director Vierheilg and seconded by Director Wirsing, the Board of Directors unanimously confirmed all actions taken by the Board of Directors Public Facilities Corporation pursuant to Agenda Item I. Vote 5-0.

III. ADJOURN TO NIPOMO COMMUNITY SERVICES DISTRICT PUBLIC FACILITIES CORPORATION

The Board of Directors adjourned to the Nipomo Community Services District Public Facilities Corporation.

The following were presented to the Nipomo Community Services District Board of Directors Public Facilities Corporation for the purposes of securing bonded indebtedness (Certificates of Participation) with the District's Town Division portion of the ad valorem taxes.

- A. Adopt Resolution 2003-03 to:
 1. Approve Installment Purchase Agreement with Nipomo Community Services District
 2. Approve Purchase Agreement
 3. Approve Assignment Agreement

There was no public comment. Upon motion by Director Vierheilg and seconded by Director Blair, the Board of Directors of Nipomo Community Services District Public Facilities Corporation unanimously approved Resolution 2003-03. Vote 5-0.

**RESOLUTION 2003-03
RESOLUTION OF THE BOARD OF DIRECTORS OF THE NIPOMO COMMUNITY SERVICES DISTRICT PUBLIC FACILITIES CORPORATION APPROVING AN INSTALLMENT PURCHASE AGREEMENT WITH NIPOMO COMMUNITY SERVICES DISTRICT AND CERTAIN OTHER DOCUMENTS, AUTHORIZING THE PREPARATION, SALE AND DELIVERY OF CERTIFICATES OF PARTICIPATION, AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH**

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B. Establish meetings

There were no public comments. Upon motion of Director Vierheilig and seconded by Director Wirsing, the Board of Directors of Nipomo Community Services District Public Facilities Corporation unanimously approved the annual meeting date to be the first meeting in July. Vote 5-0.

C. Confirm all other actions taken by the District Board of Directors pursuant to Agenda Item II.

There was no public comment. Upon motion of Director Vierheilig and seconded by Director Trotter, the Board of Directors of Nipomo Community Services District Public Facilities Corporation unanimously confirmed all other actions taken by the Board of Directors pursuant to Agenda Item II. Vote 5-0.

IV. ADJOURN TO DISTRICT BOARD OF DIRECTORS' SPECIAL MEETING

The following items were presented to the meeting of the Board of Directors as part of the Board of Directors Special Meeting Agenda:

The Board of Directors adjourned to the Special Meeting of the Nipomo Community Services District.

A. REVIEW CITY INCORPORATION FEASIBILITY PROPOSALS AND CONSIDER SELECTION OF CONSULTANT.

The following members of the public spoke:

Guy Murray, NCSD resident – Recommends The Davis Co. or the Economic & Planning Systems

Ed Eby, NCSD resident – Recommends Economic & Planning Systems or The Natelson Co.

Upon motion by Director Vierheilig and seconded by Director Wirsing, the Board of Directors requests to interview The Natelson Co., The Davis Co. and Economic & Planning Systems and directed Staff to contact these companies for interviews by the Board of Directors at a future meeting. Vote 5-0.

B. CONSENT AGENDA

1. Warrants
2. Minutes of March 14, 2003, Special Board meeting

There was no public comment. Upon motion by Director Vierheilig and seconded by Director Trotter, the Board of Directors unanimously approved the Consent Agenda. Vote 5-0.

ADJOURN

The meeting was adjourned at 10:53 a.m.