

RESOLUTION NO. 1005

A RESOLUTION OF THE GOVERNING BODY OF THE
NORTH COAST COUNTY WATER DISTRICT
APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND
DELIVERY OF A SIXTH AMENDED JOINT POWERS AGREEMENT

WHEREAS, the North Coast County Water District, a public agency duly organized and existing under and by virtue of the California Water Code and laws of the State of California (the “Member Agency”), has entered into the Fifth Amended and Restated Joint Powers Agreement (the “Original Agreement”), relating to the Special District Risk Management Authority (the “Authority”); and

WHEREAS, the North Coast County Water District and the other members of the Authority (the “Members”) find it beneficial to amend the Original Agreement (i) to amend Article 25 of the agreement regarding administrative fees paid by the Authority to the California Special District Association, and (ii) to make certain other amendments to the Original Agreement; and

WHEREAS, in order to implement the foregoing, the Member Agency and the Members propose to execute and enter into a Sixth Amended Joint Powers Agreement (the “Amended JPA Agreement”); 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 consummation of the transactions, authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Governing Body is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE MEMBER AGENCY AS FOLLOWS:

Section 1. Findings. The Governing Body of North Coast County Water District, hereby specifically finds and determines that the actions authorized hereby relate to the public affairs of the agency.

Section 2. Amended JPA Agreement. The Amended JPA Agreement proposed to be executed and entered into by and between the Member Agency and the Members, in the form presented at this meeting and on file with the District Secretary, is hereby approved. The Secretary of the Board (“The Authorized Officer”) is hereby authorized and directed, for and in the name and on behalf of the Governing Body, to execute and deliver to the Authority the Amended JPA Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Effective Date of Amended JPA Agreement. The Amended JPA Agreement shall take effect on October 17, 2007, but not sooner than receipt of required affirmative written approval of 2/3 of the Members participating in the Authority's risk management program(s), and who are signatory to the Fifth Amended and Restated JPA Agreement.

Section 4. Other Actions. The Authorized Officer of the Governing Body is hereby authorized and directed to execute and deliver any and all documents which they may deem necessary in order to consummate the transactions authorized hereby and all such actions heretofore taken by such officer is hereby ratified, confirmed and approved.

Section 5. Effective Date. The resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 17th day of October, 2007 by the following vote:

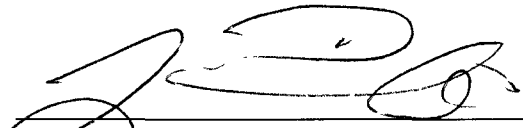
AYES: Directors Brown, Cosgrove, DeJarnatt, Piccolotti and Vetter

NOES: None

ABSENT: None



Secretary of the Board



President, Board of Directors
North Coast County Water District