MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF THE PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY, JUNE 14, 2021:

A regular meeting of the Board of Directors of the Palmdale Water District Public Financing Authority was held Monday, June 14, 2021, at 2029 East Avenue Q, Palmdale, California, in the Board Room of the District office and via teleconference. President, Gloria Dizmang, called the meeting to order at 6:44 p.m.

1) Roll Call.

Attendance:
Gloria Dizmang, President
Vincent Dino, Vice President
Kathy Mac Laren-Gomez, Secretary
Amberrose Merino, Assistant Secretary

Don Wilson, Treasurer – Absent

Others Present:
Dennis LaMoreaux, General Manager
Adam Ly, Assistant General Manager
Pam Lee, Assistant General Counsel
Mike Williams, Finance Manager
Judy Shay, Public Affairs Director
Chris Bligh, Operations Manager
Scott Rogers, Engineering/Grant Manager
Peter Thompson II, Resource & Analytics Director
Claudia Bolanos, Resource & Analytics Supervisor
Dennis Hoffmeyer, Accounting Supervisor
Dawn Deans, Executive Assistant
0 members of the public

2) Adoption of Agenda.

It was moved by Director Dino, seconded by Director Merino, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to adopt the agenda, as written:

President Dizmang – aye
Director Dino – aye
Director Mac Laren-Gomez– aye
Director Merino – aye

3) Public Comments for Non-Agenda Public Financing Authority Items.

There were no public comments for non-agenda Public Financing Authority items.

4) Action Items: (The Public Shall Have an Opportunity to Comment on Any Action Item as Each Item is Considered by the Board of Directors Prior to Action Being Taken.)

4.1) Consideration and Possible Action on Approval of Minutes of Meeting Held October 12, 2020.

It was moved by Director Mac Laren-Gomez, seconded by Director Merino, and unanimously carried by all members of the Board of Directors present at the meeting on the following roll call vote to approve the minutes of the meeting held October 12, 2020, as written:

President Dizmang – aye
Director Dino – aye
Director Mac Laren-Gomez– aye
Director Merino – aye

4.2) Consideration and Possible Action on Resolution No. 2021-1 Being a Resolution of the Palmdale Water District Public Financing Authority Authorizing the Issuance of Not to Exceed $10,500,000 Water Revenue Bonds, Series 2021A, Approving the Execution of Certain Documents and Authorizing Certain Acts in Connection Therewith. (Finance Manager Williams/Financial Advisor Egan/NHA Advisors/Finance Committee)

It was moved by Director Mac Laren-Gomez, seconded by Director Merino, and unanimously carried by all members of the Board of Directors of the Public Financing Authority present at the meeting on the following roll call vote to approve Resolution No. 2021-1 being a Resolution of the Palmdale Water District Public Financing Authority Authorizing the Issuance of Not to Exceed $10,500,000 Water Revenue Bonds, Series 2021A, Approving the Execution of Certain Documents and Authorizing Certain Acts in Connection Therewith:

President Dizmang – aye
Director Dino – aye
Director Mac Laren-Gomez – aye
Director Merino – aye

Resolution No. 2021-1 is hereby made a portion of the minutes of this meeting.

5) Information Items.

There were no information items.

6) Board Members' Requests for Future Agenda items.

There were no requests for future agenda items.

7) Adjourn to Palmdale Water District Board Meeting.

There being no further business to come before the Board of Directors of the Public Financing Authority, the meeting was adjourned to the Palmdale Water District Regular Board meeting at 6:48 p.m.

Secretary

RESOLUTION NO. 2021-1

RESOLUTION OF THE PALMDALE WATER DISTRICT PUBLIC FINANCING AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $10,500,000 WATER REVENUE BONDS, SERIES 2021A, APPROVING THE EXECUTION OF CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTS IN CONNECTION THEREWITH

WHEREAS, the Palmdale Water District Public Financing Authority is a joint exercise of powers authority duly organized and existing under the laws of the State of California (the "Authority") which has the authority to assist in financing the acquisition, construction, installation and equipping of capital improvements on behalf of the Palmdale Water District (the "District");

WHEREAS, the District has requested that the Authority assist the District in financing certain capital improvements to the District's Water System, including, but not limited to, pipeline, well, booster and water treatment plant projects (the "2021 Project"); and

WHEREAS, the Board of Directors of the Authority has determined to assist the District with the financing of the 2021 Project through the issuance of the Palmdale Water District Public Financing Authority Water Revenue Bonds, Series 2021A (the "2021A Bonds") and desires to approve certain documents in connection therewith;

WHEREAS, the 2021A Bonds will be issued pursuant to the Marks-Roos Local Bond Pooling Act of 1985, commencing with Section 6584 of the California Government Code (the "Act") and an Indenture of Trust by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as Trustee;

WHEREAS, in accordance with the requirements of Government Code Section 5852.1, there has been presented to the Board of Directors of the Authority and disclosed at the meeting at which this resolution is being adopted the information required by Government Code Section 5852(a)(1) which is attached hereto as Exhibit A;

NOW THEREFORE, the Board of Directors of the Palmdale Water District Public Financing Authority hereby finds, determines, declares and resolves as follows:

Section 1. The issuance of the Palmdale Water District Public Financing Authority Water Revenue Bonds, Series 2021A in the principal amount not to exceed $10,500,000 is hereby approved in order to finance the 2021 Project, and to pay the cost of issuance for the 2021A Bonds; provided, however, that the 2021A Bonds shall be issued only in accordance with the parameters set forth in Section 5 below.

Section 2. The Installment Purchase Agreement by and between the District and the Authority, in substantially the form on file with the Authority, is hereby approved. Each of the President, Vice President, Executive Director, Treasurer and Secretary of the Authority, or the President's designee (collectively, the "Authorized Officers"), acting alone, is hereby authorized and directed to execute and deliver the Installment Purchase Agreement with such changes, insertions and omissions as may be approved by the person executing the same, with the execution of the Installment Purchase Agreement in its final form being conclusive evidence of the approval by such person.

Section 3. The Indenture of Trust by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), in substantially the form on file with the Authority, is hereby approved. Each of the Authorized Officers, acting alone, is hereby authorized and directed to execute and deliver the Indenture of Trust with such changes, insertions and omissions as may be approved by the person executing the same, with the execution of the Authority Indenture in its final form being conclusive evidence of the approval by such person.

Section 4. The Assignment Agreement, by and between the Authority and the Trustee, in substantially the form on file with the Authority, is hereby approved. Each of the Authorized Officers, acting alone, is hereby authorized and directed to execute and deliver the Assignment Agreement with such changes, insertions and omissions as may be approved by the person executing the same, with the

execution of the Assignment Agreement in its final form being conclusive evidence of the approval by such person.

Section 5. The Purchase Contract by and among the Authority, the District and Hilltop Securities, Inc. (the "Underwriter"), in substantially the form on file with the Authority, is hereby approved. Each of the Authorized Officers, acting alone, is hereby authorized and directed to execute and deliver the Purchase Contract with such changes, insertions and omissions as may be approved by the person executing the same, with the execution of the Purchase Contract in its final form being conclusive evidence of the approval by such person.; provided, however, that in no event shall the principal amount of the 2021A Bonds exceed $10,500,000, nor shall the Underwriter's discount exceed 0.60% of the principal amount of the 2021A Bonds.

Section 6. The preparation and distribution of the Preliminary Official Statement, in substantially the form on file with the Authority, is hereby approved, together with such changes as are necessary to make the Preliminary Official Statement accurate as of its date, with the Preliminary Official Statement being subject to final approval as to form by the District's legal counsel and the law firm of Stradling Yocca Carlson & Rauth, a Professional Corporation ("Bond Counsel"). Each of the Authorized Officers, acting alone, is hereby authorized to sign a certificate pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, relating to the Preliminary Official Statement, and each of the Authorized Officers, acting alone, is hereby authorized and directed to execute, approve and deliver the final Official Statement in the form of the Preliminary Official Statement with such changes, insertions and omissions as may be approved by the person executing the same, said execution being conclusive evidence of the approval of such changes, insertions and omissions. The Underwriter is hereby authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the initial purchase of the 2021A Bonds and is directed to deliver copies of any final Official Statement to all actual initial purchasers of the 2021A Bonds.

Section 7. Each of the Executive Director, the Treasurer or their respective designees, acting alone, is hereby authorized to (i) execute a commitment for municipal bond insurance and/or a reserve surety policy from a municipal bond insurer (the "Insurer"), (ii) to finalize the form of such policy or policies with the Insurer, and (iii) if it is determined Executive Director, the Treasurer or one of their respective designees that the policy or policies will result in interest rate savings on the 2021A Bonds, to pay the insurance premium of such policy or policies from the proceeds of the issuance and sale of the 2021A Bonds. Bond Counsel is hereby directed to make all changes to the Preliminary Official Statement, the Installment Purchase Agreement, the Indenture of Trust, the Assignment Agreement and the Purchase Contract as are necessary to reflect the selection of an Insurer, including the terms of any commitment and the Insurer's reasonable comments to such documents.

Section 8. Each of the President, Vice President, Executive Director, Treasurer or Secretary and any other proper officer of the Authority is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Indenture of Trust, the Installment Purchase Agreement, the Assignment Agreement, the Purchase Contract, the Preliminary Official Statement and this Resolution.

Section 9. Each of the Authorized Officers is authorized to provide for all services necessary to effect the issuance of the 2021A Bonds. Such services shall include, but are not limited to, obtaining legal services, municipal advisor services, trustee services and any other services deemed appropriate by an Authorized Officer. Any one of the Authorized Officers is authorized to pay for the cost of such services, together with other costs of issuance for the Bonds, from the proceeds of the Bonds, and to execute and any all agreements required to obtain such services.

Section 10. The Bank of New York Mellon Trust Company, N.A. is hereby appointed to act as trustee under the Indenture of Trust.

Section 11. Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given such terms in the Indenture unless the context otherwise clearly requires.

Section 12. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of the Palmdale Water District Public Financing Authority, California, this 14th day of June, 2021, by the following vote:

AYES: President Dizmang, Directors Dino, Mac Laren-Gomez, Merino

NAYS: None

ABSENT: Director Wilson

ABSTAIN: None

President

ATTEST:

Secretary

EXHIBIT A

GOOD FAITH ESTIMATES

The good faith estimates set forth herein are provided with respect to the 2021A Bonds in accordance with California Government Code Section 5852.1. Such good faith estimates have been provided to the Authority by the Municipal Advisor.

Principal Amount. The Municipal Advisor has informed the Authority that, based on the Authority's financing plan and current market conditions, its good faith estimate of the aggregate principal amount of the 2021A Bonds to be sold is $8,685,000 (the "Estimated Principal Amount"). Based on the Estimated Principal Amount, the following good faith estimates are provided:

(a) True Interest Cost of the 2021A Bonds. The Municipal Advisor has informed the Authority that, assuming that the Estimated Principal Amount of the 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the true interest cost of the 2021A Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the 2021A Bonds, is 2.91%.

(b) Finance Charge of the 2021A Bonds. The Municipal Advisor has informed the Authority that, assuming that the Estimated Principal Amount of the 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the finance charge for the 2021A Bonds, which means the sum of all fees and charges paid to third parties, is $306,729, of which $188,022 is for costs of issuance to be paid from Bond proceeds, $47,767 is Underwriter's discount, $70,940 is for bond and reserve surety premiums and an estimated $55,000 is for fees paid to the Trustee over the life of the 2021A Bonds from funds other than Bond proceeds.

(c) Amount of Proceeds to be Received. The Municipal Advisor has informed the Authority that, assuming that the Estimated Principal Amount of the 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the amount of proceeds expected to be received by the Authority for sale of the 2021A Bonds, less the finance charges set forth in (b) above, and any reserves or capitalized interest to be paid or funded with proceeds of the 2021A Bonds, together with any premium received, is $10,000,000.00.

(d) Total Payment Amount. The Municipal Advisor has informed the Authority that, assuming that the Estimated Principal Amount of the 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the total payment amount, which means the sum total of all payments the Authority will make to pay debt service on the 2021A Bonds, plus the finance charge for the 2021A Bonds as described in (b) above not paid with the proceeds of the 2021A Bonds, calculated to the final maturity of the 2021A Bonds, is $16,726,505.00 ($0.00 of which will be paid for from capitalized interest).

The foregoing estimates constitute good faith estimates only. The actual principal amount of the 2021A Bonds issued and sold, the true interest cost thereof, 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 2021A Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of 2021A Bonds sold

being different from the Estimated Principal Amount, (c) the actual amortization of the 2021A 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 2021A Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the Authority's financing plan, or a combination of such factors. The actual date of sale of the 2021A Bonds and the actual principal amount of 2021A Bonds sold will be determined by the Authority based on the timing of the need for proceeds of the 2021A Bonds and other factors. The actual interest rates borne by the 2021A Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the 2021A Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the Authority.