

RANCHO MURIETA COMMUNITY SERVICES DISTRICT

RESOLUTION NO. 96-8

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE RANCHO MURIETA COMMUNITY SERVICES DISTRICT APPROVING AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT FOR THE RANCHO MURIETA COMMUNITY SERVICES DISTRICT REFUNDING IMPROVEMENT BONDS, IMPROVEMENT DISTRICT NO. 1

WHEREAS, the Board of Directors of the Rancho Murieta Community Services District (the "District") has determined to authorize the issuance of its Rancho Murieta Community Services District Refunding Improvement Bonds (the "Bonds"); and

WHEREAS, Prager, McCarthy & Sealy (the "Underwriter") has submitted an offer to purchase the Bonds, pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement"), a copy of which Bond Purchase Agreement is now on file with the Secretary of the Board of Directors of the District; and

WHEREAS, in connection with the issuance of the Bonds, the District will distribute a Preliminary Official Statement for the Bonds (the "Preliminary Official Statement") to persons who may be interested in the purchase of the Bonds; and

WHEREAS, the Board of Directors of the District has considered carefully the terms and conditions of the Bond Purchase Agreement and has determined that a private sale

of the Bonds to the Underwriter in accordance with the Bond Purchase Agreement is in the best interests of the District;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RANCHO MURIETA COMMUNITY SERVICES DISTRICT, AS FOLLOWS:

Section 1. All of the above recitals are true and correct, and the Board of Directors of the District so finds and determines.

Section 2. The Preliminary Official Statement, in the form now on file with the Secretary of the Board, is hereby approved. The General Manager of the District is hereby authorized and directed (if necessary or appropriate) to cause to be prepared a Preliminary Official Statement relating to the Bonds in substantially similar form, and to cause such changes to be made in the Preliminary Official Statement as such officer may require or approve, which approval shall be conclusively evidenced by execution and delivery of a "deemed final" certificate hereafter mentioned.

The General Manager of the District is hereby further authorized and directed, for and in the name of and on behalf of the District, to execute and deliver a certificate deeming the Preliminary Official Statement final as of its date, except for certain final pricing and related information, for purposes of Securities Exchange Commission Rule 15c2-12; and to execute a final official statement in substantially the form of such deemed final Preliminary Official Statement, including such final pricing and related information and with such additions, changes or insertions thereto which the General Manager may require or approve, such approval to be conclusively evidenced by the execution and delivery of such final official statement.

The Underwriter is hereby authorized to distribute the Preliminary Official Statement as so deemed final to prospective purchasers of the Bonds, and to distribute copies of said final official statement to all actual purchasers of the Bonds.

Section 3. The General Manager of the District is hereby authorized to execute and deliver the Bond Purchase Agreement for and on behalf of the District; provided, that the principal amount of the Bonds shall not exceed twelve million dollars (\$12,000,000), the interest rate or rates on the Bonds shall not exceed seven and one-half per cent (7.5 %) per annum, and the underwriter's discount on the Bonds shall not be in excess of one and one-half percent (1.5 %) of the principal amount thereof.

Section 4. All officers, agents and employees of the District are, and each of them is, hereby authorized and directed to take any and all actions and execute and deliver any and all documents, including such documents which may relate to credit enhancement, continuing disclosure and tax matters, necessary or convenient to assist the District in the issuance of the Bonds and to carry out the policies, covenants and activities contemplated by this Resolution.

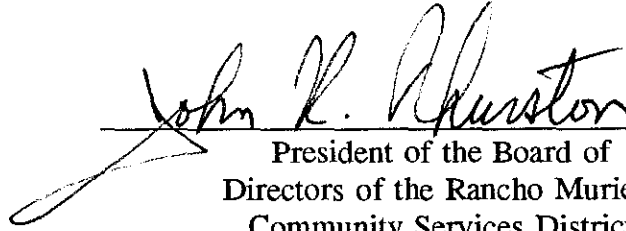
PASSED AND ADOPTED by the Board of Directors of the Rancho Murieta

Community Services District this 18th day of July, 1996, by the following vote:

AYES: Thurston, Menicucci, Sevier, Lensch, Stevens

NOES: None

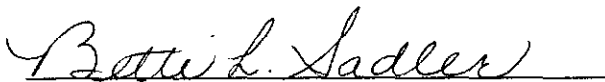
ABSENT: None



President of the Board of
Directors of the Rancho Murieta
Community Services District

[SEAL]

ATTEST:



Secretary of the Board of
Directors of the Rancho Murieta
Community Services District