

IMPERIAL IRRIGATION DISTRICT

FINANCING CORPORATION

RESOLUTION NO. _____

RESOLVED, that the form of 2010 Installment Purchase Contract submitted to this meeting is hereby approved, and the proper officers of the Corporation are hereby authorized to execute and deliver such 2010 Installment Purchase Contract in the name and on behalf of the Corporation.

RESOLVED, FURTHER, that the form of Assignment Agreement submitted to this meeting is hereby approved, and the proper officers of the Corporation are hereby authorized to execute and deliver such Assignment Agreement in the name and on behalf of the Corporation.

RESOLVED, FURTHER, that the form of Trust Agreement submitted to this meeting is hereby approved, and the proper officers of the Corporation are hereby authorized to execute and deliver such Trust Agreement in the name and on behalf of the Corporation.

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized to execute, seal and deliver all such documents and to approve the necessary completion of all such documents and to make any additions to or changes in the form of such documents submitted to this meeting which they may deem necessary or desirable and to take all other necessary and proper actions, including the execution of closing papers and certificates, in the name and on behalf of the Corporation in order to proceed with the financing of the 2010 Water System Project of the Imperial Irrigation District (constituting certain improvements for the water system of the District to be acquired for and sold by the Corporation to the District) through the sale and delivery of the Certificates, as authorized in accordance with the above documents, which financing is hereby approved and authorized.

PASSED AND ADOPTED this ____ day of _____.

IID FINANCING CORPORATION

President

Secretary