IMPERIAL IRRIGATION DISTRICT

RESOLUTION NO. ________

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE IMPERIAL IRRIGATION DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY OF A 2010 INSTALLMENT PURCHASE CONTRACT, A TRUST AGREEMENT AND A CERTIFICATES OF PARTICIPATION PURCHASE CONTRACT RELATING TO THE IMPERIAL IRRIGATION DISTRICT 2010 SUBORDINATE REVENUE CERTIFICATES OF PARTICIPATION (2010 WATER SYSTEM PROJECT), APPROVING A PRELIMINARY OFFICIAL STATEMENT AND PROVIDING FOR THE APPROVAL OF AN OFFICIAL STATEMENT FOR SUCH SUBORDINATE REVENUE CERTIFICATES OF PARTICIPATION, AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE CERTIFICATE FOR SUCH SUBORDINATE REVENUE CERTIFICATES OF PARTICIPATION AND APPROVING CERTAIN OTHER MATTERS RELATED THERETO

WHEREAS, the Imperial Irrigation District (the “District”) and the Imperial Irrigation District Financing Corporation (the “Corporation”) propose to execute and enter into a 2010 Installment Purchase Contract (the “2010 Installment Purchase Contract”), whereby the Corporation would assist the District by acquiring certain improvements of the water system of the District described therein (the “2010 Water System Project”) and by selling the 2010 Water System Project to the District; and

WHEREAS, under the 2010 Installment Purchase Contract, the District would make scheduled installment payments (the “2010 Installment Payments”) to the Corporation for the purchase of the 2010 Water System Project from the Corporation as provided therein; and

WHEREAS, the Corporation proposes to assign without recourse to The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), certain of its rights under the 2010 Installment Purchase Contract (including its right to receive the 2010 Installment Payments due by the District under the 2010 Installment Purchase Contract); and

WHEREAS, in consideration of such assignment and the execution and entering into of a Trust Agreement (the “Trust Agreement”) by and among the Trustee, the Corporation and the District, the Trustee proposes to execute and deliver the Imperial Irrigation District 2010 Subordinate Revenue Certificates of Participation (2010 Water System Project) (the “Certificates”) in a principal amount equal to the aggregate principal amount of the 2010 Installment Payments, each evidencing and representing a proportionate, undivided interest in the 2010 Installment Payments; and

WHEREAS, the Certificates will be sold to the underwriter(s) (the “Underwriter”) pursuant to a Certificates of Participation Purchase Contract (the “Certificates of Participation Purchase Contract”) to be negotiated by the District; and
WHEREAS, in connection with the initial public offering of the Certificates, the District has prepared a Preliminary Official Statement relating to the Certificates (the “Preliminary Official Statement”) in the form presented to this meeting; and

WHEREAS, in connection with the execution and delivery of the Certificates, the District will execute and deliver a Continuing Disclosure Certificate for the Certificates (the “Continuing Disclosure Certificate”) in compliance with Securities and Exchange Commission Rule 15c2-12(b)(5) in substantially the form presented to this meeting; and

WHEREAS, all acts, conditions and things required by law to exist, to have happened and to have been performed precedent to and in connection with the approval by the District of the financing of the District’s 2010 Water System Project and the authorization of the execution and delivery of the 2010 Installment Purchase Contract, the Trust Agreement, the Certificates of Participation Purchase Contract and the Continuing Disclosure Certificate and the approval of the Official Statement by the District do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is duly authorized to execute and deliver the 2010 Installment Purchase Contract, the Trust Agreement, the Certificates of Participation Purchase Contract and the Continuing Disclosure Certificate and to approve the Preliminary Official Statement and to provide for the approval of a final Official Statement and the distribution thereof;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Imperial Irrigation District, as follows:

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

Section 2. The District is authorized to execute and deliver the 2010 Installment Purchase Contract, and the President of the Board of Directors of the District is hereby authorized and directed to execute the 2010 Installment Purchase Contract for and on behalf of the District and the Secretary of the Board of Directors of the District is hereby authorized and directed to attest such execution and to affix the seal of the District thereto and to deliver the 2010 Installment Purchase Contract; and as executed and delivered, the 2010 Installment Purchase Contract shall be substantially in the form presented to this meeting and on file with the Secretary of the Board of Directors of the District, with such additions thereto or changes therein as the officers executing the 2010 Installment Purchase Contract shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, that the principal amount of the 2010 Installment Payments to become due pursuant to the 2010 Installment Purchase Contract shall not exceed one hundred fifty million dollars ($150,000,000).

Section 3. The District is authorized to execute and deliver the Trust Agreement, and the President of the Board of Directors of the District is hereby authorized and directed to execute the Trust Agreement for and on behalf of the District and the Secretary of the Board of Directors of the District is hereby authorized and directed to attest such execution and to affix the seal of the District thereto and to deliver the Trust Agreement; and as executed and delivered, the Trust Agreement shall be substantially in the form presented to this meeting and on file with the Secretary of the Board of Directors of the District, with such additions thereto or changes therein
as the officers executing the Trust Agreement shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, that the maximum principal amount of Certificates shall not exceed one hundred fifty million dollars ($150,000,000).

**Section 4.** The District is authorized to negotiate the terms of and execute and deliver the Certificates of Participation Purchase Contract, and the Chief Financial Officer of the District is hereby authorized and directed to execute the Certificates of Participation Purchase Contract for and on behalf of the District; provided, that the net interest cost for the Certificates shall not exceed seven percent (7.00%) per annum and the underwriter’s discount for the purchase of the Certificates shall not exceed 0.8% of the principal amount thereof.

**Section 5.** The Preliminary Official Statement relating to the Certificates submitted to this meeting and on file with the Secretary of the Board of Directors of the District is hereby approved, and the Chief Financial Officer of the District is authorized to certify to the Underwriter, on behalf of the District, that the Preliminary Official Statement was deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by said rule). The Underwriter is hereby authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Certificates, and after the sale of the Certificates, the President of the Board of Directors of the District and the General Manager of the District are hereby authorized and directed, for and on behalf of the District, to complete and execute an Official Statement in final form relating to the Certificates (the “Official Statement”) in substantially the form of the Preliminary Official Statement, with such additions thereto or changes therein as the officers executing the Official Statement shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, and the Underwriter is hereby authorized to deliver copies of the Official Statement to all purchasers of the Certificates.

**Section 6.** The District is authorized to execute and deliver the Continuing Disclosure Certificate, and the Chief Financial Officer of the District is hereby authorized and directed to execute the Continuing Disclosure Certificate for and on behalf of the District; and as executed and delivered, the Continuing Disclosure Certificate shall be substantially in the form presented to this meeting and on file with the Secretary of the Board of Directors of the District, with such additions thereto or changes therein as the officer executing the Continuing Disclosure Certificate shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 7.** The President of the Board of Directors of the District, the Directors of the District, the Secretary of the Board of Directors of the District; the Chief Financial Officer of the District and the General Manager of the District are hereby each authorized and directed, in the name and on behalf of the District, to take any and all steps and to execute and deliver any and all certificates, contracts and other documents which they might deem necessary or appropriate in order to consummate the delivery of the Certificates, including the obtaining of a policy of municipal bond insurance for the Certificates and a surety bond for the Certificates if deemed appropriate, and otherwise to effectuate the purposes of this resolution; and all such actions previously taken by the officers of the District are hereby ratified and confirmed.
Section 8. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Directors of Imperial Irrigation District this _____ day of ____________, 2009, by the following vote:

AYES:

NOES:

ABSENT:

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President of the Board of Directors of Imperial Irrigation District

ATTEST:

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Secretary of the Board of Directors of Imperial Irrigation District