

WCSD RESOLUTION 03-3

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE WESTHAVEN COMMUNITY SERVICES DISTRICT APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FIFTH AMENDED AND RESTATED JOINT POWERS AGREEMENT

WHEREAS, the Westhaven Community Services District, a special district duly organized and existing under and by virtue of the laws of the State of California (the "District"), has entered into that certain Fourth Amended Joint Powers Agreement (the "Original Agreement"), relating to the Special District Risk Management Authority (the "Authority"); and

WHEREAS, the District and the other members of the Authority (the "Members") now desire to amend and restate the Original Agreement (i) to restate the purpose and powers of the Authority to allow consolidation with the Special Districts Workers Compensation Authority ("SDWCA"), and (ii) to make certain other amendments to the Original Agreement; and

WHEREAS, in order to implement the foregoing, the District and the Members propose to execute and enter into a Fifth Amended and Restated Joint Powers Agreement (the "Amended JPA Agreement"); and

WHEREAS, the District acknowledges receipt of the proposed amendments to the Bylaws of the Authority (the "Amended Bylaws"); 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 District 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 BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

Section 1. Findings. The Board hereby specifically finds and determines that the actions authorized hereby relate to the public affairs of the District.

Section 2. Amended JPA Agreement. The Amended JPA Agreement, proposed to be executed and entered into by and between the District and the Members, in the form presented at this meeting and on file with the District Secretary, is hereby approved. The President, Alfred (Skip) Oliphant ("The Authorized Officers") are hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver to the Authority the Amended JPA Agreement in substantially said form, with such changes therein as such officers may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Amended Bylaws. The District hereby consents to the approval by the Board of Directors of the Authority of the Amended Bylaws, in substantially the form presented to the District, with such changes as may be approved by the Board of Directors of the Authority.

Section 4. Other Actions. The Authorized Officers of the District are each hereby authorized and directed to execute and delivery 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 officers are hereby ratified, confirmed and approved.

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

PASSED AND ADOPTED this fifteenth day of January 2003 by the following vote:

AYES: Blake, Bryant, Cline, Oliphant, Schulz

NOES: None

ABSENT: None

Alfred (Skip) Oliphant, President

Westhaven Community Services District

Annette C. Leshner, Secretary,

Westhaven Community Services District