

**TEHACHAPI-CUMMINGS COUNTY WATER DISTRICT**

**RESOLUTION NO. 15-14**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF TEHACHAPI-CUMMINGS COUNTY WATER DISTRICT, ACTING ON BEHALF OF AND AS THE SOLE MEMBER OF TEHACHAPI-CUMMINGS EMISSION REDUCTION FACILITIES CORPORATION, TO WIND UP AND DISSOLVE TEHACHAPI-CUMMINGS EMISSION REDUCTION FACILITIES CORPORATION**

WHEREAS, the Board of Directors of Tehachapi-Cummings Emission Reduction Facilities Corporation, a nonprofit public benefit corporation (“T-C Emission”), is comprised entirely of the same Board of Directors as Tehachapi-Cummings County Water District (the “District”), and the District is the sole member of T-C Emission; and

WHEREAS, the Board of Directors of the District, acting on behalf of T-C Emission and as the sole member of T-C Emission, has determined that it is in the best interests of T-C Emission and its sole member that T-C Emission be wound up and dissolved.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF TEHACHAPI-CUMMINGS COUNTY WATER DISTRICT, ACTING ON BEHALF OF AND AS THE SOLE MEMBER OF TEHACHAPI-CUMMINGS EMISSION REDUCTION FACILITIES CORPORATION, as follows:

1. Each of the foregoing recitals and findings are true and correct.
2. The General Manager and Legal Counsel of the District are authorized and directed to take appropriate measures to wind up and dissolve T-C Emission, including execution, verification and filing with the Secretary of State of a Certificate of Dissolution, and preparation and filing of such other documents and taking such other actions as may be necessary or advisable in connection with the winding up and dissolution of T-C Emission.

PASSED, APPROVED AND ADOPTED by the Board of Directors of TEHACHAPI-CUMMINGS COUNTY WATER DISTRICT on November 19, 2014.

  
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Robert R. Schultz, Vice President

ATTEST:

  
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Lori Bunn, Secretary