

RESOLUTION NO. 1997 - 3

**A RESOLUTION OF THE Avila Beach Community Services District
BOARD OF DIRECTORS
APPROVING A CONDITIONAL PROXY FOR GENERAL
MEETINGS OF THE SAN LUIS OBISPO COUNTY CHAPTER
OF THE CALIFORNIA SPECIAL DISTRICT ASSOCIATION**

WHEREAS, the Board of Directors of the Avila Beach Community Services District (herein referred to as "District"), is a Special District under the laws of the State of California, whose boundaries are within the County of San Luis Obispo; and

WHEREAS, the San Luis Obispo County Chapter of the California Special Districts Association (herein "CSDA") has the authority to: (1) appoint representatives to County Boards and Commissions on behalf of Special Districts within the County of San Luis Obispo; and (2) enact and approve regulations and agreements binding on all Special Districts within the County of San Luis Obispo; and

WHEREAS, from time to time, the San Luis Obispo County Chapter of the CSDA holds general meetings for the purpose of taking official actions on behalf of the Special Districts within the County of San Luis Obispo; and

WHEREAS, from time to time, it is difficult for District to attend the general meetings of the San Luis Obispo County Chapter of the CSDA; and

WHEREAS, a quorum of Special Districts is required in order for the San Luis Obispo County Chapter of the CSDA to take action; and

WHEREAS, District desires to issue the President of the Board of Directors of the San Luis Obispo County Chapter of the CSDA its proxy for the purposes of establishing a quorum and for voting on proposals at the general meetings of the San Luis Obispo County Chapter of CSDA:

NOW, THEREFORE, THE BOARD OF DIRECTORS OF Avila Beach Community Services Dist. DOES HEREBY RESOLVE, DECLARE, DETERMINE AND ORDER AS FOLLOWS:

1. On condition that a District delegate does not attend a general meeting of the San Luis Obispo County Chapter of the CSDA, District hereby appoints the President of the San Luis Obispo County Chapter of the CSDA Board of Directors to act as its proxy holder at general meetings.

2. The President of the San Luis Obispo County Chapter of the CSDA Board shall:

a. Use this proxy to evidence District's presence at all general meetings of the San Luis Obispo County Chapter of the CSDA in order to establish a quorum of the Districts;

b. Except as provided in Section 3, below, cast the District's vote as an abstention for any proposal, including the election of members of the Board of Directors, and delegates to particular commissions and Boards;

3. At any time prior to the time the vote is taken at a general meeting, the District's Presiding Officer may give the President of the San Luis Obispo County Chapter of CSDA Board of Directors written instructions on how to cast District's vote for a particular candidate or proposal. Said written instructions shall be dated and signed by the Presiding Officer of the District.

4. This proxy shall remain valid until revoked in writing by District Board of Directors.

On the motion of Director Grife, seconded by Director Guernsey, and on the following roll call vote, to wit;

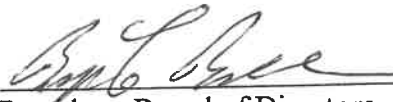
AYES: Grife, Guernsey, Briley, Leonard, Dee

NOES: NONE

ABSENT: NONE

ABSTAINING: NONE

the foregoing Resolution is hereby passed and adopted this 13 day of February, 199 7.


President, Board of Directors

ATTEST:


Secretary, Board of Directors