

**CAPISTRANO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION
MEETING OF THE BOARD OF DIRECTORS
33122 Valle Road
San Juan Capistrano, CA 92675**

NOVEMBER 14, 2012

**Immediately Following the Regular Meeting of the
Capistrano Unified School District Board of Trustees**

AGENDA

CALL TO ORDER

PLEDGE OF ALLEGIANCE

ADOPTION OF THE AGENDA – ROLL CALL

- A. Adoption of Corporation Resolution No. 2012-01, Resolution of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Holding an Annual Meeting, Electing Officers of the Corporation and Approving Amendment of Corporate Bylaws:**
- DISCUSSION/
ACTION
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EXHIBIT A**

The Capistrano Unified School District School Facilities Corporation (Corporation) was incorporated to assist the Capistrano Unified School District (District) in financing and refinancing public schools and school facilities by, among other things, participating with the District in the execution and delivery of certificates of participation.

By adopting Corporation Resolution No. 2012-01, the Board of Directors revises its bylaws to specify that the position of President of the Corporation shall be held by the President of the District Board of Trustees (Board of Trustees), the position of Chief Financial Officer of the Corporation shall be held by the Vice President of the Board of Trustees, and the position of Secretary of the Corporation shall be held by the Clerk of the Board of Trustees. The revised bylaws also specify that the person holding the position of Superintendent of the District shall hold the position of Vice President of the Corporation, the person holding the position of Chief Business Officer of the District shall hold the position of Assistant Chief Financial Officer of the Corporation, and the person holding the position of Assistant Superintendent Education Services of the District shall hold the position of Assistant Secretary of the Corporation, unless otherwise specified by the Corporation's Board of Directors.

A copy of the updated bylaws is attached and the revisions are in red. Per the bylaws, the Trustees are already appointed as the Board of Directors. The current members of the Board of Trustees are the current members of the Board of Directors of the Facilities Corporation.

Recommendation: Adoption of Resolution No. 2012-01, Resolution of the Board of Directors of the CUSD Facilities Corporation holding an annual meeting; electing officers of the Corporation; and Approving Amendment of Corporate Bylaws.

Motion by _____

Seconded by _____

ROLL CALL:

Director Addonizio _____

Director Bryson _____

Director Alpay _____

Director Hatton _____

Director Brick _____

Director Palazzo _____

Director Pritchard _____

B. Approval of the minutes of the October 24, 2012, Board of Directors' meeting.

**DISCUSSION/
ACTION
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EXHIBIT B**

Motion by _____

Seconded by _____

OTHER MATTERS

ADJOURMENT

Motion by _____

Seconded by _____

**BOARD OF DIRECTORS OF THE
CAPISTRANO UNIFIED SCHOOL DISTRICT
SCHOOL FACILITIES CORPORATION
San Juan Capistrano, California**

RESOLUTION NO. 2012-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE CAPISTRANO UNIFIED
SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION HOLDING ANNUAL
MEETING; ELECTING OFFICERS OF THE CORPORATION; AND APPROVING
AMENDMENT OF CORPORATE BYLAWS**

WHEREAS, the Bylaws of the Capistrano Unified School District School Facilities Corporation (Corporation) provide that the officers of the Corporation shall be chosen by the Board at the Annual Meeting of the Board of Directors (Board); and

WHEREAS, pursuant to Section 3.06 of the Bylaws of the Corporation (Bylaws), the Board now desires to hold its 2012 Annual Meeting and designate officers for the year; and

WHEREAS, the Board has determined that it is desirable to make amendments to the existing Bylaws to clarify who the officers of the Corporation shall be on an ongoing basis; and

WHEREAS, Article VII of the Bylaws provides that any of the Bylaws may be amended by the vote of a majority of a quorum of the Board at a meeting of the Board and with the consent of the Board of Trustees.

BE IT RESOLVED by the Board of Directors of the Corporation as follows:

Section 1. Confirmation of Recitals. The Board finds that all of the recitals are true and correct.

Section 2. Consent to Annual Meeting. The members of the Board hereby consent to holding the 2012 Annual Meeting of the Board on November 14, 2012. All actions taken on behalf of the Corporation since its last meeting are hereby ratified.

Section 3. Amendment of Bylaws. The Board approves the amendment of the Bylaws in the form presented to the Board in conjunction herewith, as attached hereto and as incorporated herein.

Section 4. Designation of Officers. Per Section 4.02 of the Bylaws, as amended, the President of the Board of Trustees of the Capistrano Unified School District (District) is confirmed as the President of the, Corporation, the Vice President of the Board of Trustees of the District is confirmed as the Chief Financial Officer of the Corporation, and the Clerk of the Board of Trustees of the District is confirmed as the Secretary of the Corporation, until such officers shall be replaced or new officers appointed.

EXHIBIT A

Section 5. Appointment of Subordinate Officers. Per Section 4.03 of the Bylaws, as amended, the Superintendent, Deputy Superintendent, Business and Support Services, and Assistant Superintendent, Education Services of the District shall serve as subordinate officers of the Corporation, as Vice President, Assistant Chief Financial Officer, and Assistant Secretary, respectively, and shall be empowered to take certain acts on behalf of the Board of Directors of the Corporation as directed from time to time or as necessary to ensure that the Corporation remains in good standing under all applicable laws and regulations.

Section 6. Secretary Actions. The Secretary of the Corporation is hereby authorized and directed to take actions necessary to ensure that copies of the Bylaws, as amended, are kept at its principal office.

Section 7. Effective Date. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED at a meeting of the Board of Directors of the Capistrano Unified School District School Facilities Corporation on the 14th day of November 2012, by the following called vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

Lynn Hatton, Secretary
Capistrano Unified School District School
Facilities Corporation

SECRETARY'S CERTIFICATION

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

The undersigned Secretary of the Capistrano Unified School District School Facilities Corporation certifies that the foregoing resolution was adopted by the Board of Directors of the Capistrano Unified School District School Facilities Corporation at its meeting held on the 14th day of November, 2012.

Lynn Hatton, Secretary

BYLAWS
OF THE CAPISTRANO UNIFIED SCHOOL DISTRICT
SCHOOL FACILITIES CORPORATION

ARTICLE I. OFFICES

Section 1.01. Principal Office. The principal office of this corporation for its transaction of business is located in the City of San Juan Capistrano, County of Orange, State of California.

Section 1.02. Change of Address. The Board of Directors of this corporation (the "Board") is hereby granted full power and authority to change the principal office of the corporation from one location to another in the County of Orange, California. Any such change shall be noted by the secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. NO MEMBERS

Section 2.01. No Members. Pursuant to Section 5310 of the Corporations Code, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. This corporation shall have no members.

ARTICLE III. DIRECTORS

Section 3.01. Powers. Subject to the limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. All actions taken by the Board or by a committee created by the Board shall be at a meeting duly called and shall be reported in the duly executed minutes of the corporation or of such committee for such meeting and transmitted to the Board of Trustees of the Capistrano Unified School District (the "Board of Trustees"). The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees, however composed, provided that any such delegation other than to a committee of the Board or to the staff of the Board of Trustees must be approved by the Board of Trustees, and provided, moreover, that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws and in the State of California Nonprofit Public Benefit Corporation Law (the "Law"):

(a) To select and remove all of the other officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of incorporation or these Bylaws, fix their compensation, if any, and require from them security for faithful service;

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor as are consistent with law, the Articles of Incorporation or these Bylaws, as they may deem best;

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best;

(d) Subject to the approval of the Board of Trustees, to borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor; and

(e) Subject to the approval of the Board of Trustees, to acquire real or personal property of any nature and to lease the same to the District and to assign its interest in any such lease to any person including a trustee for the benefit of the owners of certificates of participation. All acquisitions of real or personal property and any construction undertaken shall be done in accordance with the laws and regulations applicable to the District for procurement or construction.

Section 3.02. Number. The authorized number of directors shall be not less than one and not more than fifteen; provided, however, that the number of directors shall at all times be equal to the number of permanent members of the Board of Trustees or its successor, which is currently seven (7). The number of directors may be changed by an amendment of these Bylaws.

Section 3.03. Term of Office. The term of office of each director shall be co-extensive with his or her term as a member of the Board of Trustees.

Section 3.04. Resignation and Removal. Subject to the provisions of Section 5226 of the Law, any director who may resign at any time as a permanent member of the Board of Trustees shall be automatically deemed to have resigned from the Board of Directors of the corporation. Such resignation shall take effect at the time the resignation takes effect for purposes of the Board of Trustees and the acceptance of such resignation shall not be necessary to make it effective for purposes of the corporation. Any director shall be removed from the Board of Directors of the corporation if such director, in his or her capacity as a permanent member of the Board of Trustees, is removed from the Board of Trustees, and shall be automatically replaced as a director of the corporation by the person elected to the Board of Trustees to replace the permanent member so removed.

The Board of Trustees or the Board, with the approval of the Board of Trustees, may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment

of any court to have breached any duty arising under Chapter 2, Article 3 of the Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3.05. Designation of Directors and Filling of Vacancies. The incorporator of the corporation shall elect the existing permanent members of the Board of Trustees to serve as the Board of Directors of the corporation so long as each such director remains a permanent member of the Board of Trustees.

If the office of any director becomes vacant due to a vacancy on the Board of Trustees, the person elected or appointed to the Board of Trustees to fill such vacancy in the Board of Trustees shall automatically fill the vacancy in the Board of Directors of the corporation. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any member sitting on the Board of Trustees, or if the authorized number of members of the Board of Trustees shall be increased.

Section 3.06. Organizational Meeting. The Board shall hold at least one regular meeting annually (the "Organizational Meeting") for the purpose of the organization of the corporation, election of officers and the transaction of other business. Notice of each Organizational Meeting shall be given in accordance with the notice requirements for special meetings set forth in Section 3.08 hereof.

Section 3.07. Other Regular Meetings. Other regular meetings of the Board shall be held without call or notice on such dates and at such times and places as the Board shall fix by resolution.

Section 3.08. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or any vice president or the secretary or any two directors. Any person calling such meeting shall cause such notice of the meeting to be given pursuant to the requirements set forth below.

Special meetings of the Board shall be held on three (3) days' notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Except as provided in the next sentence, under no circumstance may the Articles of Incorporation or these Bylaws dispense with the notice of a special meeting. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 3.09. Ralph M. Brown Act. All meetings of the Board and any committee thereof shall be called, noticed (except where these Bylaws impose a greater period of notice), held and conducted in accordance with the provisions of the Ralph M. Brown Act, as amended (commencing with Section 54950 of the Government Code of the State of California).

Section 3.10. Place of Meeting. Regular and special meetings of the Board shall be held in any place within or without the State of California which has been designated from time to time by resolution of the Board. In the absence of such designation, regular and special meetings shall be held at the principal office of the corporation. The designation of a place of meeting outside the District must be approved in advance by the Board of Trustees.

Section 3.11. Quorum. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act or decision of the Board, unless a greater number be required by law or by the Articles of Incorporation, except as provided in the next sentence. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as required by law, the Articles of Incorporation or these Bylaws.

Section 3.12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of adjournment.

Section 3.13. Rights of Inspection. Every director and every member of the Board of Trustees shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3.14. Committees. The Board of Directors may create one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board of Directors, except with respect to the following:

- (a) The filing of vacancies on the Board or on any committee;
- (b) The determination of the amount of any reimbursement of the directors for serving on the Board or on any committee;
- (c) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the

members thereof;

- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (g) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided that a quorum is present. Any such committee may be designated by such name as the Board shall specify. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

The regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board minutes in written form shall be kept of each meeting of each committee.

Section 3.15. Compensation and Reimbursement. The directors and members of committees shall receive no compensation for their services as directors and as members of committees. The directors and members of committees may receive reimbursement for expenses, if any, incurred in the performance of their duties as directors or as members of committees, in accordance with procedures established by the Board and ratified by the Board of Trustees.

ARTICLE IV. OFFICERS

Section 4.01. Officers. The officers of the corporation, who shall be directors of the corporation, shall be a president, a secretary and a chief financial officer. The corporation may also have, at the discretion of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles of Incorporation or in these Bylaws and except that the offices of president and secretary or president and chief financial officer may not be combined.

Section 4.02. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 or Section 4.05 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successor shall be elected. **Unless otherwise appointed by the Board, the president of the corporation shall be the President of the Board of Trustees, the chief financial officer of the corporation shall be the Vice President of the Board of Trustees, and the secretary of the corporation shall be the Clerk of the Board of Trustees.**

Section 4.03. Subordinate Officers. The Board may elect, and may empower the president to appoint, such other officers, who need not be directors of the corporation, as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. **Unless otherwise appointed by the Board, the vice president of the corporation shall be the Superintendent of the District, the assistant chief financial officer of the corporation shall be the Chief Business Officer of the District and the assistant secretary of the corporation shall be the Assistant Superintendent, Education Services of the District.**

Section 4.04. Term, Removal and Resignation. **Subject to the provisions of this Section, the term of office of each officer shall be co-extensive with his or her term as a member of the Board of Trustees or his or her employment term with the District in the position identified in Section 4.03 above.**

Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect upon the date of the receipt by the corporation of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 4.06. President. The president is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The president shall preside at all meetings of the Board. The president has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 4.07. Vice Presidents. In the absence or disability of the president, the vice presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the vice president designated by the Board, shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.08. Secretary. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the

Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The secretary shall keep, or cause to be kept, at the corporation's principal office in the State of California the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.09. Chief Financial Officer. The chief financial officer is the treasurer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The corporation's accounting books and financial statements shall at all times be open to inspection by any director or by any member of the Board of Trustees.

The chief financial officer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be allowed by law and designated by the Board. The chief financial officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the president and the directors, whenever they request it, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V. OTHER PROVISIONS

Section 5.01. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the president or any vice president, and the secretary, any assistant secretary, the chief financial officer or any assistant chief financial officer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5.02. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws.

ARTICLE VI. NOTICE

Section 6.01. Notice of Meetings. Notice of all meetings of the Board and any committees thereof, shall be given to the Board of Trustees in writing in the same manner as notices are given to the directors of the corporation. Notices shall be directed to the Board of Trustees of the Capistrano Unified School District, 33122 Valle Road, San Juan Capistrano, California 92675. Failure to give such notice shall not in any way invalidate any action taken by the Board at any such meeting.

Section 6.02. Participation of the District Board. Members of the Board of Trustees or their designees shall have the right to attend meetings of the Board, and committees thereof and to make recommendations thereto.

ARTICLE VII. AMENDMENTS

Except as otherwise provided by the Articles of Incorporation and these Bylaws, new articles of incorporation and/or bylaws may be adopted or the Articles of Incorporation and/or these Bylaws may be amended or repealed by the vote of a majority of a quorum of the Board at a meeting of the Board duly called for the purpose in accordance with the Articles of Incorporation and these Bylaws; provided, however, that the Articles of Incorporation and these Bylaws shall not be amended or repealed without the consent of the Board of Trustees.

ARTICLE VIII. CORPORATE RECORDS, FISCAL YEAR AND SEAL

Section 8.01. Keeping Records. The corporation shall keep adequate and correct records and minutes of the proceedings of the Board and committees of the Board. The minutes shall be kept in written form.

Section 8.02. Annual Report. The annual report referred to in Section 6321 of the Nonprofit Corporation Law of the State of California is expressly dispensed with.

Section 8.03. Fiscal Year. The fiscal year of the corporation shall begin July 1 and end June 30 of each year, except the first fiscal year shall run from the date of incorporation to June 30, 1998.

Section 8.04. Dissolution. In the event of dissolution of the corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the corporation shall be paid or distributed to the Capistrano Unified School District.

Section 8.05. Corporate Seal. The Board shall adopt a corporate seal which shall set forth the name of the corporation. The secretary of the corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of The Capistrano Unified School District School Facilities Corporation, a California nonprofit public benefit corporation; that these Bylaws, consisting of nine pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November 14, 2012; and that these Bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I, Lynn Hatton, have hereunder subscribed my name this 14th day of November 2012, at San Juan Capistrano, California.

Lynn Hatton
Secretary, Board of Directors
School Facilities Corporation

CAPISTRANO UNIFIED SCHOOL DISTRICT FACILITIES CORPORATION
BOARD OF DIRECTORS
MINUTES – ANNUAL MEETING
OCTOBER 24, 2012
EDUCATION CENTER – BOARD ROOM

Director Pritchard called the meeting to order at 8:28 p.m.

The Pledge of Allegiance was led by Director Alpay.

Present: Directors Addonizio, Alpay, Brick, Bryson, Hatton, Palazzo, and Pritchard
Absent: None

A CD of the Board meeting discussion related to each of the items on the public agenda is on file in the Superintendent’s Office as a matter of the permanent record. An audio recording of the meeting is available on the District website: www.capousd.org **Permanent Record**

It was moved by Director Alpay, seconded by Director Bryson, and carried by a 7-0 vote to adopt the agenda. **Adoption of the Agenda**

AYES: Directors Addonizio, Alpay, Brick, Bryson, Hatton, Palazzo, and Pritchard
NOES: None
ABSENT: None
ABSTAIN: None

DISCUSSION/ACTION

This item was pulled from the agenda by staff on October 23, 2012. **Election of Officers & Amendment of Corporate Bylaws Agenda Item A**

The District, with the cooperation of the Corporation previously executed and delivered the Capistrano Unified School District Unified School District Certificates of Participation Series 2002 (Education and Support Facilities) in the par amount of \$31,950,000 (2002 Certificates), of which \$23,000,000 remain outstanding at this time. **Delivery/Sale of 2012 COP & Related Documents & Actions Agenda Item B**

Staff recommends refinancing of the currently outstanding 2002 Certificates through the execution and delivery of refunding Certificates of Participation to be designated as the “Capistrano Unified School District Unified School District 2012 Refunding Certificates of Participation” (2012 Refunding Certificates).

The leased premises for the 2012 Refunding Certificates will be the real property constituting the Las Flores School facility and site, located at 25862 Antonio Parkway, Rancho Santa Margarita, California and the Capistrano Valley High School facility and site, located at 26301 Via Escolar, Mission Viejo, California (which currently secures the lease payments for the 2002 Certificates).

In addition to authorizing the issuance of the Bonds, the Board of Directors would, by the adoption of Resolution No. 2012-02, be taking the following additional actions:

Approve the various agreements and documents under which the 2012 Refunding Certificates will be executed and delivered and the 2002 Certificates will be prepaid and defeased (i.e. be fully refinanced) according to their final terms.

EXHIBIT B

Approve, under the terms of the Assignment Agreement that the Trustee (U.S. Bank, N.A.) will be assigned all of the duties and responsibilities of the Corporation under the agreements and documents when the 2012 Refunding Certificates are delivered.

Deputy Superintendent Clark Hampton; Dannis Woliver Kelly Attorney Janet Mueller; and Lori Rainier from Government Financial Strategies, were available to answer questions.

Following discussion, it was moved by Director Alpay, seconded by Director Bryson, and motion carried by a 7-0 vote to approve the adoption of Resolution No.1212-02, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Authorizing Delivery and Sale of 2012 Refunding Certificates of Participation in the maximum principal amount of \$23,000,000 and related documents and actions.

AYES: Directors Addonizio, Alpay, Brick, Bryson, Hatton, Palazzo, and Pritchard
NOES: None
ABSENT: None
ABSTAIN: None

It was moved by Director Alpay, seconded by Director Bryson, and motion carried by a 7-0 vote to adjourn the meeting.

AYES: Directors Addonizio, Alpay, Brick, Bryson, Hatton, Palazzo, and Pritchard
NOES: None
ABSENT: None
ABSTAIN: None

Director Pritchard announced the meeting adjourned at 8:35 p.m.

Secretary, Board of Directors

President, Board of Directors

Minutes submitted by Connie Scott, Executive Secretary to the Superintendent