

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

DECEMBER 10, 2014

**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. 2014-01, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Holding Annual Meeting and Electing Officers of the Corporation:** 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.
- DISCUSSION/
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EXHIBIT A

Under the Corporation's bylaws, as amended, the Board of Directors of the Corporation (Board) is always comprised of the District's Board of Trustees. At the November 14, 2012, Corporation meeting, the Board took action to ratify the officers of the Corporation to be the same as the officers of the District's Board of Trustees (District Board). The position of President of the Corporation Board shall be held by the President of the District Board, the position of Chief Financial Officer of the Corporation shall be held by the Vice President of the District Board, and the position of Secretary of the Corporation shall be held by the Clerk of the District Board. The bylaws, as amended, allow the Corporation Board to elect and empower the President of the Corporation Board to appoint subordinate officers as the business of the Corporation may require. Corporation Resolution No. 2014-01 considers the appointment of the Superintendent of the District as the Vice President of the Corporation, the Chief Business Officer of the District as the Assistant Chief Financial Officer of the Corporation, and the Assistant Superintendent Personnel Services of the District as the Assistant Secretary of the Corporation.

Recommendation: Adoption of Resolution No. 2014-01, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Holding Annual Meeting and Electing Officers of the Corporation.

Motion by _____ Seconded by _____

ROLL CALL:

Director Alpay	_____	Director Jones	_____
Director Hanacek	_____	Director McNicholas	_____
Director Hatton-Hodson	_____	Director Pritchard	_____
		Director Reardon	_____

B. Approval of the minutes of the November 14, 2012, Board of Directors' meeting.

Motion by _____ Seconded by _____

DISCUSSION/
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EXHIBIT B

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. 2014-01

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CAPISTRANO UNIFIED
SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION HOLDING ANNUAL
MEETING AND ELECTING OFFICERS OF THE CORPORATION

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 2014 Annual Meeting and designate Officers of the Board for the year.

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 2014 Annual Meeting of the Board on December 10, 2014 at the time and location provide in the Notice hereof. All actions taken on behalf of the Corporation since its last meeting are hereby ratified.
- Section 3. Designation of Officers. Per Section 4.02 of the Amended Bylaws, 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.
- Section 4. Appointment of Subordinate Officers. Per Section 4.03 of the Bylaws, as amended, the Board elects and empowers the president to appoint the Superintendent, Deputy Superintendent, Business and Support Services, and Assistant Superintendent, Personnel 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 5. 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 6. 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 10th day of December 2014, by the following called vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

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 10th day of December, 2014.

Secretary

CAPISTRANO UNIFIED SCHOOL DISTRICT FACILITIES CORPORATION
BOARD OF DIRECTORS
MINUTES – ANNUAL MEETING
NOVEMBER 14, 2012
EDUCATION CENTER – BOARD ROOM

Director Pritchard called the meeting to order at 7:46 p.m.

The Pledge of Allegiance was led by Director Brick.

Present: Directors Addonizio, Alpay, Brick, Hatton, Palazzo, and Pritchard

Absent: Director Bryson

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 Addonizio, and carried by a 6-0 vote to adopt the agenda. **Adoption of the Agenda**

AYES: Directors Addonizio, Alpay, Brick, Hatton, Palazzo, and Pritchard

NOES: None

ABSENT: Director Bryson

ABSTAIN: None

DISCUSSION/ACTION

Deputy Superintendent Clark Hampton explained the Capistrano Unified School District School Facilities Corporation was incorporated to assist the District in financing and refinancing public schools and school facilities by 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; 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 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. Per the bylaws, Trustees are already appointed as the Board of Directors. **Election of Officers & Amendment of Corporate Bylaws Agenda Item A**

It was moved by Director Alpay, seconded by Director Hatton, and motion carried by a 6-0 vote to adopt 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 the Amendment of Corporate Bylaws.

It was moved by Director Alpay, seconded by Director Addonizio, and motion carried by a 6-0-1 vote to approve the minutes of the October 24, 2012, Board of Directors' meeting. **Minutes Agenda Item B**

AYES: Directors Addonizio, Alpay, Brick, Hatton, Palazzo, and Pritchard

NOES: None

ABSENT: Director Bryson

ABSTAIN: None

It was moved by Director Addonizio, seconded by Director Alpay, and motion carried by a 6-0 vote to adjourn the meeting.

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

Director Pritchard announced the meeting adjourned at 7:52 p.m.

Secretary, Board of Directors

President, Board of Directors

Minutes submitted by Jane Boos, Manager, Board Office Operations