

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

**DECEMBER 6, 2017**

**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. **Ratify and Renumber Corporation Resolution Authorizing Delivery and Sale of Capistrano Unified School District 2017 Certificates of Participation (New Clean Renewable Energy Bonds) (Series A – Direct Subsidy) and the Capistrano Unified School District 2017 Certificates of Participation (Series B – Taxable) in the Maximum Principal Amount of \$26,000,000 and Approving Related Documents, Agreements and Actions.** DISCUSSION/  
ACTION  
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**EXHIBIT A**

On November 8, 2017, the Board of Directors adopted the above-referenced resolution as Resolution No. 1718-25. However, that Resolution numbering is not consistent with numbering and other procedural requirements applicable to the Corporation. Therefore, ratification of the approval of the foregoing Resolution with a new number will ensure that all requirements have been met. Documents approved by Resolution No. 1718-25 remain unchanged and are on file with the Secretary of the Corporation and are available for review.

Recommendation: Ratify Approval of and Renumber Resolution No. 1718-25 to Resolution No. 2017-01 of the Board of Directors of the Capistrano Unified School District Facilities Corporation.

Motion by \_\_\_\_\_ Seconded by \_\_\_\_\_

**ROLL CALL:**

Director Bullockus	_____	Director Jones	_____
Director Hanacek	_____	Director McNicholas	_____
Director Holloway	_____	Director Pritchard	_____
		Director Reardon	_____

- B. **Adoption of Corporation Resolution No. 2017-02, 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/  
ACTION  
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**EXHIBIT B**

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 December 14, 2016 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. 2017-02 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 Associate Superintendent Human Resource Services of the District as the Assistant Secretary of the Corporation.

Recommendation: Adoption of Resolution No. 2017-02, 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 Bullockus	_____	Director Jones	_____
Director Hanacek	_____	Director McNicholas	_____
Director Holloway	_____	Director Pritchard	_____
		Director Reardon	_____

**C. Approval of the minutes of the December 14, 2016, Board of Directors' meeting.**

Motion by \_\_\_\_\_ Seconded by \_\_\_\_\_

DISCUSSION/  
ACTION  
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**EXHIBIT C**

**OTHER MATTERS**

**ADJOURNMENT**

Motion by \_\_\_\_\_ Seconded by \_\_\_\_\_

CAPISTRANO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION  
**BOARD REPORT**

To: Board of Directors

From: Clark Hampton, Deputy Superintendent, Business and Support Services

Date: December 6, 2017

Board Item: Ratification and Renumbering of Resolution of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Authorizing Delivery And Sale Of Capistrano Unified School District 2017 Certificates Of Participation (New Clean Renewable Energy Bonds) (Series A – Direct Subsidy) and the Capistrano Unified School District Certificates of Participation (Series B – Taxable) In The Maximum Principal Amount Of \$26,000,000 And Approving Related Documents, Agreements And Actions

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**HISTORY**

On November 8, 2017, the Board of Directors adopted Resolution No. 1718-25 to approve the issuance and sale of Capistrano Unified School District 2017 Certificates of Participation to finance the installation of solar energy projects. The financing is scheduled to close on December 21, 2017.

**BACKGROUND INFORMATION**

After adoption, it was determined that the Resolution was incorrectly numbered, reflecting numbering of the Capistrano Unified School District Board of Trustees, rather than the Board of Directors of the Corporation. At this time, staff requests ratification of the action and renumbering of the Resolution to be consistent with Corporation Board actions and legal requirements. Documents approved by Resolution No. 1718-25 remain unchanged and are on file with the Secretary of the Corporation and are available for review.

**FINANCIAL IMPLICATIONS**

None

**STAFF RECOMMENDATION**

It is recommended the Board of Directors of the Capistrano Unified School District Facilities Corporation ratify the adoption of the foregoing Resolution and renumber the Resolution to Resolution No. 2017-01 of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Authorizing Delivery And Sale Of Capistrano Unified School District 2017 Certificates Of Participation (New Clean Renewable Energy Bonds) (Series A – Direct Subsidy) and the Capistrano Unified School District Certificates of Participation (Series B – Taxable) In The Maximum Principal Amount Of \$26,000,000 And Approving Related Documents, Agreements And Actions

**PREPARED BY:** Clark Hampton, Deputy Superintendent, Business and Support Services

**CAPISTRANO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION**

**RESOLUTION NO. 2017-01**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE CAPISTRANO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION AUTHORIZING DELIVERY AND SALE OF CAPISTRANO UNIFIED SCHOOL DISTRICT 2017 CERTIFICATES OF PARTICIPATION (NEW CLEAN RENEWABLE ENERGY BONDS) (SERIES A – DIRECT SUBSIDY) AND THE CAPISTRANO UNIFIED SCHOOL DISTRICT 2017 CERTIFICATES OF PARTICIPATION (SERIES B – TAXABLE) IN THE MAXIMUM PRINCIPAL AMOUNT OF \$26,000,000 AND APPROVING RELATED DOCUMENTS, AGREEMENTS AND ACTIONS**

**WHEREAS**, the Capistrano Unified School District School Facilities Corporation (“Corporation”) is a duly formed and authorized nonprofit public benefit corporation, organized and existing under the laws of the State of California, formed for the purpose of assisting the financing of certain public capital improvements for the benefit of the Capistrano Unified School District (“District”); and

**WHEREAS**, the District applied for and has received from the Internal Revenue Service allocation of authority to issue new clean renewable energy bonds, in an aggregate amount not to exceed \$23,870,000 (“Allocation”), under Section 54C(a) of the Internal Revenue Code (“Code”) to finance various solar photovoltaic projects of the District (collectively, “Project”) at seven high school sites, which constitute “qualified renewable energy facilities” within the meaning of Section 54C of the Code; and

**WHEREAS**, to finance the costs of the Project, the District has authorized the execution and delivery of the (a) Capistrano Unified School District 2017 Certificates of Participation (New Clean Renewable Energy Bonds) (Series A – Direct Subsidy) (“Series A Certificates”) and (b) the Capistrano Unified School District 2017 Certificates of Participation (Series B – Taxable) (“Series B Certificates”) (collectively, “Certificates”) pursuant to a Trust Agreement (“Trust Agreement”), by and among the District, the Corporation and U.S. Bank National Association (“Trustee”); and

**WHEREAS**, the District will lease certain real property and the improvements thereon

(“Property”), to the Corporation pursuant to the Site Lease (“Site Lease”) to be entered into by and between the District and the Corporation, and will sublease the Property back from the Corporation pursuant to the Lease Agreement to be entered into by and between the District and the Corporation (“Lease Agreement”);

**WHEREAS**, all rights to receive such lease payments will be assigned without recourse by the Corporation to the Trustee pursuant to an Assignment Agreement to be entered into by such parties;

**WHEREAS**, in consideration of such assignment and the execution of the Trust Agreement, the Trustee will execute and deliver the Certificates, each evidencing a direct, fractional undivided interest in the lease payments to be paid under the Lease Agreement;

**WHEREAS**, the Board of Directors of the Corporation wishes at this time to authorize and approve all proceedings for the financing of the Project and the delivery and sale of the Certificates for that purpose and all related documents and actions, in furtherance of the purposes for which the Corporation has been formed.

**NOW, THEREFORE, IT IS HEREBY RESOLVED** by the Board of Directors of the Capistrano Unified School District School Facilities Corporation as follows:

SECTION 1. Approval of Financing and Related Documents. The Board of Directors approves the participation of the Corporation in financing the Project as outlined above. To that end, the Board of Directors approves each of the following financing documents in substantially the respective forms on file with the Secretary, together with any changes therein or additions thereto deemed advisable by the Secretary, whose execution thereof shall be conclusive evidence of such approval:

(a) The Site Lease between the District, as lessor, and the Corporation as lessee, under which the District shall lease the Property or other appropriate property to the Corporation.

(b) The Lease Agreement between the Corporation, as lessor, and the District as lessee, under which the Corporation shall lease the Property or other appropriate property back to the District, and the District agrees to pay semiannual lease payments from legally available funds as required to implement the financing plan.

(c) The Trust Agreement among the District, the Corporation and U.S. Bank National Association (the "Trustee"), under which the Trustee agrees to execute and deliver the Certificates, and which specifies the detailed terms and provisions relating to the Certificates.

(d) The Assignment Agreement between the Corporation and the Trustee, under which the Corporation shall assign to the Trustee its right to receive lease payments from the District under the Lease Agreement.

The President, the Vice President and the Secretary are each individually authorized and directed for and in the name and on behalf of the Corporation to execute the final form of each of the foregoing documents.

SECTION 2. Sale of Certificates. The Board of Directors approves the sale of the Certificates to a purchaser ("Purchaser") to be selected by a competitive process, in accordance with a Certificate Purchase Agreement to be entered into between the District and the Purchaser.

SECTION 3. Official Actions. The President, the Vice President, the Secretary and all other officers of the Corporation are each authorized and directed in the name and on behalf of the Corporation to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the agreements and documents approved pursuant to this Resolution. Whenever in this resolution any officer of the Corporation is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer is absent or unavailable.

SECTION 4. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED AND ADOPTED at a meeting of the Board of Directors of the Capistrano Unified School District School Facilities Corporation on the 8th day of November, 2017, by the following called vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

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Secretary

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

RESOLUTION NO. 2017-02

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 2017 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 2017 Annual Meeting of the Board on December 6, 2017 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 Associate Superintendent, Human Resource 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 6<sup>th</sup> day of December 2017, by the following called vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST:

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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 6<sup>th</sup> day of December, 2017.

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Secretary

Director McNicholas called the meeting to order at 10:40 p.m.

**Call to Order**

The Pledge of Allegiance was led by Director Reardon.

Present: Directors Holloway, Pritchard, McNicholas, Reardon and Student Advisor Darling.

**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](http://www.capousd.org)**

**Permanent Record**

It was moved by Director Pritchard, seconded by Director Reardon, and carried by a 4-0-3 vote to adopt the agenda.

**Adoption of the Agenda**

AYES: Directors Holloway, McNicholas, Pritchard and Reardon  
NOES: None  
ABSENT: Directors Hanacek, Hatton-Hodson and Jones

Student Advisor Darling voted Aye to adopt the agenda.

**DISCUSSION/ACTION**

It was moved by Director Reardon, seconded by Director Holloway, and motion carried by a 4-0-3 vote to adopt Resolution No. 2016-01, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Holding Annual Meeting And Electing Officers of the Corporation.

**Resolution No. 2016-01, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Holding Annual Meeting and Electing Officers of the Corporation Agenda Item A**

AYES: Directors Holloway, McNicholas, Pritchard and Reardon  
NOES: None  
ABSENT: Directors Hanacek, Hatton-Hodson and Jones

Student Advisor Darling voted Aye to adopt Resolution No. 2016-01, Resolution of the Board of Directors of the Capistrano Unified School District Facilities Corporation Holding Annual Meeting And Electing Officers of the Corporation.

It was moved by Director Reardon, seconded by Director Pritchard, and motion carried by a 4-0-3 vote to approve the minutes of the December 14, 2015 Board of Directors meeting.

**Minutes Agenda Item B**

AYES: Directors Holloway, McNicholas, Pritchard and Reardon  
NOES: None  
ABSENT: Directors Hanacek, Hatton-Hodson and Jones

Student Advisor Darling voted Aye to approve Agenda Item B.

It was moved by Director Reardon, seconded by Director Pritchard, and motion carried by a 4-0-3 vote to adjourn the meeting.

**Adjournment**

AYES: Directors Holloway, McNicholas, Pritchard and Reardon  
NOES: None  
ABSENT: Directors Hanacek, Hatton-Hodson and Jones

Student Advisor Darling voted Aye to adjourn the meeting.

Director McNicholas announced the meeting adjourned at 10:46 p.m.

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Secretary, Board of Directors

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President, Board of Directors

*Minutes submitted by Nicole Perez, Executive Secretary, Board Operations*