

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

DECEMBER 12, 2018

**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. 2018-01, 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/
ACTION
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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 6, 2017, 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. 2018-01 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 Associate Superintendent Human Resource Services of the District as the Assistant Secretary of the Corporation.

Recommendation: Adoption of Resolution No. 2018-01, 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 Bullockus	_____	Director Jones	_____
Director Hanacek	_____	Director McNicholas	_____
Director Holloway	_____	Director Pritchard	_____
		Director Reardon	_____

B. Approval of the minutes of the December 6, 2017, Board of Directors' meeting.

Motion by _____ Seconded by _____

DISCUSSION/
ACTION
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EXHIBIT B

OTHER MATTERS

ADJOURMENT

Motion by _____ Seconded by _____

**CAPISTRANO UNIFIED SCHOOL DISTRICT
BOARD REPORT**

To: Board of Trustees

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

Date: December 12, 2018

Board Item: Resolution No. 2018-01, Resolution of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Holding annual Meeting and Electing Officers of the Corporation

HISTORY

The Capistrano Unified School District Facilities Corporation was established in 1997 as a special purpose corporation authorized under California law to help school districts facilitate the issuance and refinancing of Certificates of Participation.

BACKGROUND INFORMATION

The Corporation is in good standing with the Internal Revenue Service and any fees associated with the Corporation are fully paid.

CURRENT CONSIDERATIONS

The Corporation will hold its annual meeting to appoint officers and approve the minutes of the last meeting.

FINANCIAL IMPLICATIONS

There is no financial impact.

STAFF RECOMMENDATION

It is recommended the Board of Directors of the Capistrano Unified School District Facilities Corporation adopt Resolution No. 2018-01, Resolution of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Holding annual Meeting and Electing Officers of the Corporation.

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

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

RESOLUTION NO. 2018-01

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 2018 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 2018 Annual Meeting of the Board on December 12, 2018 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 12th day of December 2018, 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 12th day of December, 2018.

Secretary

Director McNicholas called the meeting to order at 11:50 p.m.

Call to Order

The Pledge of Allegiance was led by Marilyn Amato.

Present: Director Bullockus
Director Hanacek
Director Holloway
Director McNicholas
Director Pritchard
Student Advisor Eunice

Absent: Director Jones
Director Reardon

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 Holloway, seconded by Director Hanacek to adopt the agenda. The motion carried 5-0-2.

**Adoption of the
Agenda**

AYES: Directors Bullockus, Hanacek, Holloway, McNicholas,
Pritchard
NOES: None
ABSENT: Directors Jones, Reardon

Student Advisor Eunice voted Aye to adopt the agenda.

DISCUSSION/ACTION

It was moved by Director Hanacek and seconded by Director Holloway to approve the ratification and renumbering of Resolution 1718-25 to Resolution 2017-01 of the Board of Directors of the Capistrano Unified School District Corporation. The motion carried 5-0-2.

AYES: Directors Bullockus, Hanacek, Holloway, McNicholas,
Pritchard
NOES: None
ABSENT: Directors Jones, Reardon

Student Advisor Eunice voted Aye to approve Agenda Item 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.**

It was moved by Director Holloway and seconded by Director Bullockus to adopt 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 motion carried 5-0-2.

AYES: Directors Bullockus, Hanacek, Holloway, McNicholas,
Pritchard
NOES: None
ABSENT: Directors Jones, Reardon

Student Advisor Eunice voted Aye to adopt Agenda Item B.

It was moved by Director Hanacek and seconded by Director Pritchard to approve the minutes of the December 14, 2016 Board of Directors meeting. The motion carried 4-0-1-2.

AYES: Directors Hanacek, Holloway, McNicholas, Pritchard
NOES: None
ABSTAIN: Bullockus
ABSENT: Directors Jones, Reardon

Student Advisor Eunice voted Aye to approve Agenda Item C.

There being no further business before the Board of Directors, it was moved by Director Holloway and seconded by Director Bullockus, to adjourn the meeting at 11:54 p.m. The motion carried by a 5-0-2.

AYES: Directors Bullockus, Hanacek, Holloway, McNicholas,
Pritchard
NOES: None
ABSENT: Directors Jones, Reardon

Exhibit B

**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.
Agenda Item B**

**Approval of the
Minutes of the
December 14,
2016 Board of
Directors'
meeting.
Agenda Item C**

Adjournment

Student Advisor Eunice voted Aye to adjourn the meeting.

Secretary, Board of Directors

President, Board of Directors

Minutes submitted by Pauline Colvin, Executive Secretary, Board Operations