

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

DECEMBER 11, 2019

**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. 2019-01, 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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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 December 12, 2018, 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. 2019-01 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. 2019-01, 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 Castellanos	_____	Director McNicholas	_____
Director Hanacek	_____	Director Reardon	_____
Director Holloway	_____		

B. Approval of the minutes of the December 12, 2018, 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 11, 2019

Board Item: Resolution No. 2019-01, 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. 2019-01, 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. 2019-01

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 2019 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 2019 Annual Meeting of the Board on December 11, 2019 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 11th day of December 2019, 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 11th day of December, 2019.

Secretary

Director Jones called the meeting to order at 11:30 p.m.

Call to Order

The Pledge of Allegiance was led by Director Jones.

Present: Director Bullockus
Director Holloway
Director Jones
Director Pritchard

Absent: Director Hanacek
Director McNicholas

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 Reardon seconded by Director Pritchard to adopt the agenda. The motion carried 5-0-2.

Adoption of the Agenda

AYES: Directors Bullockus, Holloway, Jones, Pritchard and Reardon

NOES: None

ABSENT: Directors Hanacek, and McNicholas

DISCUSSION/ACTION

It was moved by Director Reardon and seconded by Director Holloway to adopt Resolution 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 motion carried 4-0-1-2.

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 Agenda Item A

AYES: Directors Holloway, Jones, Pritchard and Reardon

NOES: None

ABSTAIN: Director Bullockus

ABSENT: Directors Hanacek, and McNicholas

It was moved by Director Reardon and seconded by Director Pritchard to approve the Minutes of the December 6, 2017 Board of Directors meeting. The motion carried 5-0-2.

Minutes Agenda Item B

AYES: Directors Bullockus, Holloway, Jones, Pritchard and Reardon

NOES: None

ABSENT: Directors Hanacek, and McNicholas

There being no further business before the Board of Directors, it was moved by Director Reardon and seconded by Director Pritchard to adjourn the meeting at 11:36 p.m. The motion carried by a 5-0-2. **Adjournment**

AYES: Directors Bullockus, Holloway, Jones, Pritchard and Reardon

NOES: None

ABSENT: Directors Hanacek, and McNicholas

Secretary, Board of Directors

President, Board of Directors

Minutes submitted by Colleen Hayes, Manager II, Board Operations/Superintendent's Office