

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

**DECEMBER 15-16, 2021**

**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. 2021-01, 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 16, 2020, 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. 2021-01 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. 2021-01, 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 Braunstein	_____	Director Hanacek	_____
Director Bullockus	_____	Director Jones	_____
Director Castellanos	_____	Director McNicholas	_____
Director Davis	_____		

**B. Approval of the minutes of the December 16, 2020, Board of Directors' meeting.**

DISCUSSION/  
ACTION  
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**EXHIBIT B**

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

**OTHER MATTERS**

**ADJOURNMENT**

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 15-16, 2021

Board Item: Resolution No. 2021-01, Resolution of the Board of Directors of the Capistrano Unified School District School Facilities Corporation Holding annual Meeting and Electing Officers of the Corporation

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**HISTORY**

This is an annual item. 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. 2021-01, 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. 2021-01

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 2020 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 2021 Annual Meeting of the Board on December 15, 2021 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 15<sup>th</sup> day of December 2021, 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 15<sup>th</sup> day of December, 2021.

\_\_\_\_\_  
Secretary

Director Jones called the meeting to order at 10:52 p.m.

**Call to Order**

The Pledge of Allegiance was led by Ryan Burris, Chief Communications Officer.

Present:

Director Braunstein  
Director Bullockus  
Director Castellanos  
Director Davis  
Director Hanacek  
Director Jones  
Director McNicholas

Absent: None

**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 McNicholas seconded by Director Hanacek to adopt the agenda. The motion carried 7-0 by a roll call vote.

**Adoption of the Agenda**

AYES: Directors Braunstein, Bullockus, Castellanos, Davis, Hanacek, Jones, and McNicholas  
NOES: None  
ABSENT: None

**DISCUSSION/ACTION**

It was moved by Director McNicholas and seconded by Director Davis to adopt Resolution 2020-01 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 7-0 by a roll call vote.

**Adoption of Corporation Resolution No. 2020-01, 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 Braunstein, Bullockus, Castellanos, Davis, Hanacek, Jones, and McNicholas  
NOES: None  
ABSENT: None

It was moved by Director McNicholas and seconded by Director Jones to approve the Minutes of the December 11, 2019 Board of Directors meeting. The motion carried 7-0 by a roll call vote.

**Minutes Agenda Item B**

AYES: Directors Braunstein, Bullockus, Castellanos, Davis, Hanacek, Jones, and McNicholas  
NOES: None

ABSENT: None

There being no further business before the Board of Directors, it was moved by Director McNicholas and seconded by Director Hanacek to adjourn the meeting at 10:56 p.m. The motion carried 7-0 by a roll call vote. **Adjournment**

AYES: Directors Braunstein, Bullockus, Castellanos, Davis, Hanacek,  
Jones, and McNicholas

NOES: None

ABSENT: None

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Secretary, Board of Directors

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President, Board of Directors

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