

CASTAIC UNION SCHOOL DISTRICT

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Janene Maxon • Fred Malcomb • Mayreen Burk • Laura Pearson • Vincent Titiriga
President Clerk Member Member Member

May 8, 2024

The Honorable Board of Supervisors
County of Los Angeles

c/o Cristina Talamantes, Head, Board Specialist
383 Hall of Administration
500 West Temple Street
Los Angeles, California 90012

SUBJECT: CASTAIC UNION SCHOOL DISTRICT GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024: REQUEST FOR BOARD OF SUPERVISORS TO AUTHORIZE THE LEVY OF TAXES AND TO DIRECT THE AUDITOR-CONTROLLER TO MAINTAIN TAXES ON TAX ROLL

Dear Supervisors:

At this time, the Castaic Union School District (the “District”) has authorized and intends to issue the Castaic Union School District General Obligation Refunding Bonds, Series 2024 (County of Los Angeles, California) (the “Refunding Bonds”), in the aggregate principal amount of not to exceed \$10,000,000, to refund all or a portion of the District’s outstanding prior bonds. This action was approved by a resolution adopted by the Board of Trustees of the District on May 8, 2024, pursuant to Articles 9 and 11 of Chapter 3 of Part I of Division 2 of Title 5 of the California Government Code and other applicable provisions of law, a copy of which is enclosed.

The District formally requests, in accordance with California Education Code Section 15250 and other applicable provisions of law, that the Board of Supervisors (the “Board of Supervisors”) of the County of Los Angeles (the “County”) adopt the enclosed resolution (the “County Resolution”), to levy the appropriate taxes for the payment of the Refunding Bonds and such portion of the prior bonds as shall remain outstanding following the issuance of the Refunding Bonds and to direct the Auditor-Controller of the County to maintain these taxes on the tax roll in each applicable year, according to a debt service schedule and instructions that will be provided following the sale of the Refunding Bonds, and to direct the Treasurer and Tax Collector of the County to serve as the Paying Agent for the Refunding Bonds.

IT IS THEREFORE REQUESTED THAT:

1. The Board of Supervisors adopt the enclosed County Resolution at the next available Board of Supervisors meeting following the sale of the Refunding Bonds.

2. After the Board of Supervisors has taken action on this letter, the District requests that the Executive Officer-Clerk of the Board of Supervisors furnish one (1) certified copy of the adopted County Resolution to:

Greg Harrington, Esq.
c/o Laura Gao
Project Manager
Orrick, Herrington & Sutcliffe LLP
lgao@orrick.com

and send one (1) copy of the adopted County Resolution to each of the following:

Los Angeles County Treasurer and Tax Collector
Attention: John Patterson
500 West Temple Street, Room 432
Los Angeles, California 90012

Los Angeles County Auditor Controller
Attention: Lotis De Ungria
500 West Temple Street, Room 603
Los Angeles, California 90012

Office of the County Counsel
Attention: Debbie Cho, Senior Deputy County Counsel
500 West Temple Street, Room 648
Los Angeles, California 90012

Very truly yours,

CASTAIC UNION SCHOOL DISTRICT



Irene Boden
Assistant Superintendent, Business & Administrative Services

cc: Greg Harrington, Esq.

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA AUTHORIZING THE LEVY OF TAXES FOR GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024 OF THE CASTAIC UNION SCHOOL DISTRICT, DESIGNATING THE PAYING AGENT THEREFOR AND DIRECTING THE COUNTY AUDITOR-CONTROLLER TO MAINTAIN TAXES ON THE TAX ROLL

WHEREAS, the issuance of up to \$51,000,000 principal amount of general obligation bonds of the Castaic Union School District, County of Los Angeles, State of California (the “District”) to finance costs to build, renovate, upgrade, equip, improve, repair and expand certain school facilities was authorized at an election held within the District on November 6, 2012, the proceeds of which are to be used for the authorized school purposes approved by the voters of the District at said election; and

WHEREAS, on April 16, 2013, pursuant to a resolution of the Board of Trustees of the District (the “Board of Trustees”) adopted on February 21, 2013, a series of bonds from such authorization designated the “Castaic Union School District General Obligation Bonds, Election of 2012, Series 2013” (the “Prior Bonds”) in an aggregate initial principal amount of \$10,535,000, was issued and sold; and

WHEREAS, the Board of Trustees has authorized, by a resolution adopted on May 8, 2024, the issuance of refunding bonds designated the “Castaic Union School District General Obligation Refunding Bonds, Series 2024 (County of Los Angeles, California)” (the “Refunding Bonds”), in the aggregate initial principal amount of not to exceed \$10,000,000, for the purpose of refunding all or a portion of the Prior Bonds; and

WHEREAS, Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (commencing with Sections 53550 and 53580, respectively) provide a procedure for the issuance of the Refunding Bonds by the Board of Trustees; and

WHEREAS, the Board of Supervisors (the “Board of Supervisors”) of the County of Los Angeles (the “County”) has been formally requested by the District to levy taxes in an amount sufficient to pay the principal and interest on the Refunding Bonds and to continue to levy taxes in an amount sufficient to pay the principal and interest on such portion of the Prior Bonds as shall remain outstanding following the issuance of the Refunding Bonds; and to direct the Auditor-Controller of the County (the “Auditor-Controller”) to maintain on its 2024-2025 tax roll, and all subsequent tax rolls until said Refunding Bonds and Prior Bonds remaining outstanding are paid in accordance with their terms, taxes sufficient to fulfill the requirements of the debt service schedules that will be provided to the Auditor-Controller following the sale of the Refunding Bonds; and

WHEREAS, the District has requested that the Treasurer and Tax Collector of the County (the “Treasurer”) be appointed by the Board of Supervisors to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the “Paying Agent”) for the Refunding Bonds;

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Levy of Taxes. That the Board of Supervisors levy taxes in each year in an amount sufficient to pay the principal of and interest on the Refunding Bonds and the Prior Bonds remaining outstanding after issuance of the Refunding Bonds.

Section 2. Preparation of Tax Roll. That the Auditor-Controller is hereby directed to maintain on its 2024-2025 tax roll, and all subsequent tax rolls until said Refunding Bonds and Prior Bonds remaining outstanding are paid in accordance with their terms, taxes in an amount sufficient to pay the principal of and interest on such Refunding Bonds and Prior Bonds, according to a debt service schedule to be provided by the District following the sale of the Refunding Bonds.

Section 3. Paying Agent. That the Board of Supervisors does hereby authorize and appoint the Treasurer, or the Treasurer's third-party designee, to act as the initial Paying Agent for the Refunding Bonds. The Treasurer is authorized to contract with a third party to perform the services of Paying Agent.

Section 4. Effective Date. This Resolution shall take effect immediately upon its adoption.

The foregoing resolution was on the ____ day of _____, 2024, adopted by the Board of Supervisors of the County of Los Angeles and *ex officio* the governing body of all other special assessment and taxing districts, agencies and authorities for which said Board so acts.

EDWARD YEN, Executive Officer-Clerk of
the Board of Supervisors of the County of
Los Angeles

By: _____
Deputy

APPROVED AS TO FORM:

DAWYN R. HARRISON, County Counsel

By: 

Senior Deputy County Counsel

RESOLUTION NO. 23/24-20

RESOLUTION OF THE BOARD OF TRUSTEES OF THE CASTAIC UNION SCHOOL DISTRICT AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$10,000,000 AGGREGATE PRINCIPAL AMOUNT OF REFUNDING BONDS OF CASTAIC UNION SCHOOL DISTRICT, BY A NEGOTIATED SALE PURSUANT TO A BOND PURCHASE AGREEMENT, PRESCRIBING THE TERMS OF SALE, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE CERTIFICATE, APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT FOR THE BONDS, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the Castaic Union School District (the “District”) has heretofore issued \$10,535,000 aggregate principal amount of Castaic Union School District General Obligation Bonds, Election of 2012, Series 2013 (County of Los Angeles, California) (the “Prior Bonds”);

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the “Government Code”) and other applicable law (collectively, the “Act”), the District is authorized to issue refunding bonds to refund all or a portion of the Prior Bonds;

WHEREAS, it is desirable that all or a portion of the Prior Bonds be refunded (such refunded Prior Bonds being referred to herein as the “Refunded Bonds”);

WHEREAS, in order to refund all or a portion of the Prior Bonds, it is desirable that the District issue refunding bonds to be designated the “Castaic Union School District General Obligation Refunding Bonds, Series 2024,” with completed and/or such additional or other series designations as may be approved as herein provided (the “Refunding Bonds”), according to the terms and in the manner herein provided;

WHEREAS, the Board of Trustees of the District (the “Board of Trustees”) has determined that it could be in the best interest of the District to obtain an insurance policy to secure the timely payment of the Refunding Bonds;

WHEREAS, the moneys to pay and redeem the Refunded Bonds will be applied to such purpose pursuant to an Escrow Agreement by and between the District and the paying agent for such Refunded Bonds, as paying agent and as escrow bank (each such Escrow Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as an “Escrow Agreement”);

WHEREAS, a form of Bond Purchase Agreement (such Bond Purchase Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Bond Purchase Agreement”) to purchase the

Refunding Bonds proposed to be entered into with Piper Sandler & Co., as underwriter (the “Underwriter”) has been prepared;

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (“Rule 15c2-12”) requires that, in order to be able to purchase or sell the Refunding Bonds, the Underwriter must have reasonably determined that the District has undertaken in a written agreement or contract for the benefit of the holders of the Refunding Bonds to provide disclosure of certain financial and operating information and certain enumerated events on an ongoing basis;

WHEREAS, in order to cause such requirement to be satisfied, the District desires to execute and deliver a Continuing Disclosure Certificate (such Continuing Disclosure Certificate, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Continuing Disclosure Certificate”), a form of which has been prepared;

WHEREAS, a form of the Preliminary Official Statement to be distributed in connection with the public offering of the Refunding Bonds has been prepared (such Preliminary Official Statement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Preliminary Official Statement”);

WHEREAS, Section 5852.1 of the Government Code requires that the Board of Trustees obtain from an underwriter, financial advisor or private lender and disclose, prior to authorization of the issuance of bonds with a term of greater than 13 months, good faith estimates of the following information in a meeting open to the public: (a) the true interest cost of the Refunding Bonds, (b) the sum of all fees and charges paid to third parties with respect to the Refunding Bonds, (c) the amount of proceeds of the Refunding Bonds expected to be received net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds of the Refunding Bonds, and (d) the sum total of all debt service payments on the Refunding Bonds calculated to the final maturity of the Refunding Bonds, plus the fees and charges paid to third parties not paid with the proceeds of the Refunding Bonds;

WHEREAS, in compliance with Section 5852.1 of the Government Code, the Board of Trustees has obtained from Fieldman, Rolapp & Associates, Inc., the District’s municipal advisor, the required good faith estimates and such estimates are disclosed and set forth on Exhibit A attached hereto;

WHEREAS, the District has previously adopted a local debt policy (the “Debt Management Policy”) that complies with Government Code Section 8855(i), and the District’s sale and issuance of the Refunding Bonds as contemplated by this Resolution is in compliance with the Debt Management Policy;

WHEREAS, the Los Angeles County Superintendent of Schools has jurisdiction over the District;

WHEREAS, the District desires that the County of Los Angeles (the “County”) levy and collect a tax on all taxable property within the District sufficient to provide for payment of the Refunding Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors

of the County (the “Board of Supervisors”), the Auditor-Controller of the County, the Treasurer and Tax Collector of the County and other officials of the County that they should take such actions as shall be necessary to provide for the levy and collection of such a tax and payment of principal and interest on the Refunding Bonds and such portion of the Prior Bonds as shall remain outstanding following the issuance of the Refunding Bonds, all pursuant to Sections 15250 and 15251 of the California Education Code;

WHEREAS, the Board of Trustees has been presented with the form of each document referred to herein relating to the financing contemplated hereby, and the Board of Trustees has examined each document and desires to approve, authorize and direct the execution of such documents and the consummation of such financing;

WHEREAS, the District desires to proceed to issue and sell the Refunding Bonds and to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the offering, sale and issuance of such Refunding Bonds; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California (the “State”) to exist, to have happened and to have been performed precedent to and in connection with the consummation of the actions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such actions for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, BE IT RESOLVED by this Board of Trustees of the Castaic Union School District as follows:

Section 1. Recitals. All of the above recitals are true and correct and the Board of Trustees so finds and determines.

Section 2. Definitions. Unless the context clearly otherwise requires, the terms defined in this Section shall, for all purposes of this Resolution, have the meanings specified herein, to be equally applicable to both the singular and plural forms of any of the terms herein defined.

“Auditor-Controller” means the Auditor-Controller of the County or any authorized deputy thereof.

“Authorized Officers” means the President of the Board of Trustees, or such other member of the Board of Trustees as the President may designate, the Superintendent of the District, the Assistant Superintendent, Business & Administrative Services of the District, the Director of Business and Fiscal Services of the District, or such other officer or employee of the District as the Superintendent may designate.

“Board of Supervisors” means the Board of Supervisors of the County.

“Board of Trustees” means the Board of Trustees of the District.

“Bond Purchase Agreement” means the Bond Purchase Agreement relating to the sale of the Refunding Bonds by and between the District and the Underwriter in accordance with the provisions hereof.

“Bonds” means all bonds, including refunding bonds, of the District heretofore or hereafter issued pursuant to voter approved measures of the District, including bonds approved by the voters of the District on November 6, 2012, as all such Bonds are required by State law to be paid from the interest and sinking fund.

“Cede & Co.” means Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Refunding Bonds.

“Code” means the Internal Revenue Code of 1986.

“Continuing Disclosure Certificate” means the Continuing Disclosure Certificate executed and delivered by the District relating to the Refunding Bonds.

“County” means the County of Los Angeles.

“District” means the Castaic Union School District.

“District Bonds” means all bonds, including refunding bonds, of the District heretofore or hereafter issued pursuant to voter-approved measures of the District, including bonds approved by the voters of the District pursuant to the Measure QS (approved by the voters at an election duly called and regularly held in the District on November 6, 2012).

“DTC” means The Depository Trust Company, a limited-purpose trust company organized under the laws of the State of New York, and its successors as securities depository for the Refunding Bonds, including any such successor thereto appointed pursuant to Section 13 hereof.

“Interest Payment Date” means February 1 and August 1 of each year commencing on August 1, 2024, or such other dates as may be set forth in the Bond Purchase Agreement.

“Official Statement” means the Official Statement of the District relating to the Refunding Bonds.

“Opinion of Bond Counsel” means an opinion of counsel of nationally recognized standing in the field of law relating to municipal bonds.

“Owner” means, with respect to any Refunding Bond, the person whose name appears on the Registration Books as the registered Owner thereof.

“Paying Agent” means the Treasurer of the County, including his or her designated agents, or any bank, trust company, national banking association or other financial institution appointed as Paying Agent to act as authenticating agent, bond registrar, transfer agent and paying agent for the Refunding Bonds in accordance with Section 12 hereof.

“Preliminary Official Statement” means the Preliminary Official Statement of the District relating to the Refunding Bonds.

“Record Date” means, with respect to any Interest Payment Date for the Refunding Bonds, the 15th day of the calendar month immediately preceding such Interest Payment Date, whether or not such day is a business day, or such other date or dates as may be set forth in the Bond Purchase Agreement.

“Redemption Date” shall have the meaning set forth in Section 6 hereof.

“Refunding Bonds” means the bonds authorized and issued pursuant to this Resolution, designated the “Castaic Union School District General Obligation Refunding Bonds, Series 2024” with such additional or other designations as may be approved as herein provided.

“Registration Books” means the books for the registration and transfer of the Refunding Bonds maintained by the Paying Agent in accordance with Section 12(d) hereof.

“State” means the State of California.

“Tax Certificate” means the Tax Certificate with respect to the Refunding Bonds not issued as Taxable Bonds, executed by the District, dated the date of issuance of the Refunding Bonds.

“Tax-Exempt” means, with respect to interest on any obligations of a state or local government, that such interest is excluded from the gross income of the holders thereof for federal income tax purposes, whether or not such interest is includable as an item of tax preference or otherwise includable directly or indirectly for purposes of calculating other tax liabilities, including any alternative minimum tax or environmental tax under the Code.

“Taxable Bonds” means those Refunding Bonds the interest on which is not Tax-Exempt.

“Treasurer” means the Treasurer and Tax Collector of the County or any authorized deputy thereof.

“Underwriter” means Piper Sandler & Co.

Section 3. Determination. This Board of Trustees hereby determines that prudent management of the fiscal affairs of the District requires that, subject to the provisions of Section 5 hereof, the District issue one or more series of Refunding Bonds under the provisions of the Act to refund all or a portion of the Prior Bonds.

Section 4. Authorization and Designation of Refunding Bonds. (a) Subject to the provisions of Section 5 hereof, the issuance from time to time (but not later than one year from the date of adoption hereof) of one or more series of Refunding Bonds, in the aggregate principal amount of not to exceed \$10,000,000, on the terms and conditions set forth, and subject to the limitations specified, herein, is hereby authorized and approved. The Refunding Bonds shall be dated, shall accrue or accrete interest at the rates, shall mature on the dates, and shall be as

otherwise provided in the related Bond Purchase Agreement, as the same shall be completed as provided in this Resolution.

(b) The Refunding Bonds may be issued such that the interest on such Refunding Bonds is Tax-Exempt or such that the interest on such Refunding Bonds is not Tax-Exempt. The term "Tax-Exempt" means, with respect to interest on any obligations of a state or local government, that such interest is excluded from the gross income of the holders thereof for federal income tax purposes, whether or not such interest is includable as an item of tax preference or otherwise includable directly or indirectly for purposes of calculating other tax liabilities, including any alternative minimum tax or environmental tax under the Internal Revenue Code of 1986 (the "Code"). The term "Taxable Bonds" means those Refunding Bonds the interest on which is not Tax-Exempt. The Board of Trustees hereby finds and determines that, pursuant to Section 5903 of the Government Code, the interest payable on the Refunding Bonds issued as Taxable Bonds will be subject to federal income taxation under the Code in existence on the date of issuance of such Refunding Bonds.

Section 5. Bond Purchase Agreement; Sale of Bonds. (a) *Bond Purchase Agreement.* The Bond Purchase Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that (i) no Refunding Bonds shall have a final maturity date later than the latest maturity date of the corresponding Refunded Bonds, (ii) the interest rate or rates on the Refunding Bonds shall not exceed 8.00% per annum, (iii) the total net interest cost to maturity of the Refunding Bonds, plus the principal amount of such Refunding Bonds, shall not be in excess of the total net interest cost to maturity of the Refunded Bonds, plus the principal amount of such Refunded Bonds, (iv) the net present value savings from the issuance of the Refunding Bonds shall be equal to at least 3.00% of the Refunded Bonds, and (v) the Underwriter's discount for the Refunding Bonds (not including any original issue discount) shall not exceed 0.60% of the aggregate principal amount of such Refunding Bonds.

The Bond Purchase Agreement shall recite the aggregate principal amount of the Refunding Bonds, the date thereof, the maturity dates, principal amounts and annual rates of interest of each maturity thereof, the initial and semiannual Interest Payment Dates thereof, and the terms of optional and mandatory sinking fund redemption thereof, if any.

(b) *Method of Sale.* The Board of Trustees hereby finds and determines that the sale of the Refunding Bonds at negotiated sale as contemplated herein and by the Bond Purchase Agreement will provide more flexibility in the timing of the sale, an ability to implement the sale in a shorter time period, an increased ability to structure the Refunding Bonds to fit the needs of particular purchasers, and greater opportunity for the Underwriter to pre-market the Refunding Bonds to potential purchasers prior to the sale, all of which will contribute to the District's goal of achieving the lowest overall cost of funds. Estimates of the costs associated with the issuance of the Refunding Bonds, including any such costs which the Underwriter may agree to pay pursuant

to the Bond Purchase Agreement, are set forth on Exhibit A attached hereto and incorporated herein.

Section 6. Designated Costs of Issuing Refunding Bonds. The refunding of all or a portion of the Prior Bonds is hereby approved. The refunding shall be accomplished by paying the principal of and interest on the Prior Bonds due and payable through and including the earliest practicable date on which such Prior Bonds are subject to redemption and for which notice of redemption can be given (the “Redemption Date”), if any, and redeeming such Prior Bonds on the Redemption Date and paying the redemption price therefor, plus accrued interest thereon to the Redemption Date. In accordance with Section 53553 of the Government Code, with respect to the Refunding Bonds, this Board of Trustees hereby designates the following costs and expenses as the “designated costs of issuing the refunding bonds:”

(i) all expenses incident to the calling, retiring, or paying of the Refunded Bonds and incident to the issuance of such Refunding Bonds, including the charges of any escrow agent or trustee in connection with the issuance of such Refunding Bonds or in connection with the redemption or retirement of such Refunded Bonds;

(ii) the interest upon such Refunded Bonds from the date of sale of such Refunding Bonds to the date upon which such Refunded Bonds will be paid pursuant to call; and

(iii) any premium necessary in the calling or retiring of such Refunded Bonds.

Section 7. Escrow Agreement. The Escrow Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, is hereby approved. The Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the District, to execute and deliver the Escrow Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Escrow Agreement by such Authorized Officer.

Section 8. Form of Bonds; Execution. (a) *Form of Refunding Bonds.* The Refunding Bonds shall be issued in fully registered form without coupons. The Refunding Bonds and the certificate of authentication and registration and the form of assignment to appear on each of them, shall be in substantially the form attached hereto as Exhibit B, with necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution.

(b) *Execution of Refunding Bonds.* The Refunding Bonds shall be signed by the manual or facsimile signature of the President of the Board of Trustees, and countersigned by the manual or facsimile signature of the Clerk of the Board of Trustees (or the designee of any of such respective officers if any are unavailable). The Refunding Bonds shall be authenticated by a manual signature of a duly authorized signatory of the Paying Agent.

(c) *Valid Authentication.* Only such of the Refunding Bonds as shall bear thereon a certificate of authentication and registration as described in subsection (a) of this Section, executed by the Paying Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of authentication and registration shall be conclusive evidence that

the Refunding Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution.

(d) *Identifying Number.* The Paying Agent shall assign each Refunding Bond authenticated and registered by it a distinctive letter, or number, or letter and number, and shall maintain a record thereof at its principal office, which record shall be available to the District and the County for inspection.

Section 9. Terms of Bonds. (a) *Date of Refunding Bonds.* The Refunding Bonds shall be dated the date of their delivery, or such other date as shall be set forth in the Bond Purchase Agreement.

(b) *Denominations.* The Refunding Bonds shall be issued in denominations of \$5,000 principal amount or any integral multiple thereof.

(c) *Maturity.* The Refunding Bonds shall mature on the date or dates, in each of the years, in the principal amounts and in the aggregate principal amount as shall be set forth in the Bond Purchase Agreement. No Refunding Bond shall mature later than the date which is 30 years from the date of the Refunding Bonds, to be determined as provided in subsection (a) of this Section. No Refunding Bond shall have principal maturing on more than one principal maturity date.

(d) *Interest.* The Refunding Bonds shall bear interest at an interest rate or rates not to exceed 8.00% per annum, payable on the Interest Payment Dates in each year computed on the basis of a 360-day year of twelve 30-day months. Each Refunding Bond shall bear interest from the Interest Payment Date next preceding the date of authentication thereof, unless it is authenticated after the close of business on a Record Date and on or prior to the succeeding Interest Payment Date for such Refunding Bond, in which event it shall bear interest from such Interest Payment Date, or unless it is authenticated on or before the Record Date preceding the first Interest Payment Date for such Refunding Bond, in which event it shall bear interest from its dated date; provided, however, that if, at the time of authentication of any Refunding Bond, interest is in default on any outstanding Refunding Bonds, such Refunding Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment on the outstanding Refunding Bonds.

(e) *Interest; Tax-Exempt or Taxable.* The Refunding Bonds may be issued such that the interest on the Refunding Bonds is Tax-Exempt or such that the interest on the Refunding Bonds is not Tax-Exempt. The Board of Trustees hereby finds and determines that, pursuant to Section 5903 of the Government Code, the interest payable on the Refunding Bonds or a portion thereof issued as Taxable Bonds will be subject to federal income taxation under the Code in existence on the date of issuance of the Refunding Bonds.

Section 10. Payment of Bonds. (a) *Request for Tax Levy.* The money for the payment of principal, redemption premium, if any, and interest on the Refunding Bonds, shall be raised by taxation upon all taxable property in the District and provision shall be made for the levy and collection of such taxes in the manner provided by law and for such payment out of the interest and sinking fund of the District. The Board of Supervisors and officers of the County are obligated

by statute to provide for the levy and collection of property taxes in each year sufficient to pay all principal and interest coming due on the Refunding Bonds in such year, and to pay from such taxes all amounts due on the Refunding Bonds. The District hereby requests the Board of Supervisors to annually levy a tax upon all taxable property in the District sufficient to redeem the Refunding Bonds, and to pay the principal, redemption premium, if any, and interest thereon, and all fees and expenses of the Paying Agent, insofar as permitted by law, including specifically by Section 15232 of the California Education Code, as and when the same become due, and to apply moneys in the District's interest and sinking fund as necessary to the payment of such Refunding Bonds, as provided herein, and to provide for the payment of any portion of the Prior Bonds which are to remain outstanding pursuant to the authorizing resolution or paying agent agreement, as applicable, under which such bonds were issued. The Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, (i) to transmit a certified copy of this Resolution and the debt service schedule for the Refunding Bonds to the Board of Supervisors, the Auditor-Controller and the Treasurer in sufficient time to permit the County to establish tax rates and necessary funds or accounts for the Refunding Bonds, and (ii) to formally request that the Board of Supervisors adopt a resolution to levy the appropriate taxes as herein provided.

(b) *Principal.* The principal of the Refunding Bonds shall be payable in lawful money of the United States of America to the Owner thereof, upon the surrender thereof at the principal corporate trust office of the Paying Agent, as described in Section 12(c) hereof.

(c) *Interest; Record Date.* The interest on the Refunding Bonds shall be payable on each Interest Payment Date in lawful money of the United States of America to the Owner thereof as of the Record Date preceding such Interest Payment Date, such interest to be paid by check or draft mailed on such Interest Payment Date (if a business day, or on the next business day if the Interest Payment Date does not fall on a business day) to such Owner at such Owner's address as it appears on the Registration Books or at such address as the Owner may have filed with the Paying Agent for that purpose except that the payment shall be made by wire transfer of immediately available funds to any Owner of at least \$1,000,000 of outstanding Refunding Bonds who shall have requested in writing such method of payment of interest prior to the close of business on the Record Date immediately preceding any Interest Payment Date.

(d) *Interest and Sinking Fund.* Principal and interest due on the Refunding Bonds shall be paid from the interest and sinking fund of the District as provided in Section 15146 of the California Education Code.

(e) *Obligation of the District.* No part of any fund or account of the County is pledged or obligated to the payment of the Refunding Bonds. The obligation for repayment of the Refunding Bonds is the sole obligation of the District.

(f) *Pledge of and Lien on Taxes.* The District hereby pledges, and grants a lien on and security interest in, all revenues from the property taxes heretofore and hereafter collected from the levy by the Board of Supervisors with respect to each voter-approved bond measure of the District for the payment of District Bonds issued under such bond measure and all amounts on deposit in any interest and sinking fund of the District related to such bond measure with respect to the District Bonds of such bond measure, in order to secure the payment of the principal or

redemption price of and interest on such District Bonds. This pledge and grant shall be valid and binding from the date hereof for the benefit of the owners of the District Bonds authorized hereby and successors thereto. The property taxes and amounts held in any interest and sinking fund of the District shall be immediately subject to this pledge and grant, and the pledge and grant shall constitute a lien and security interest which shall immediately attach to (i) the property taxes heretofore and hereafter collected and (ii) the amounts held in any interest and sinking fund of the District. This pledge and grant shall secure the payment of District Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge or grant and without the need of any physical delivery, recordation, filing, or further act. The pledge and grant is an agreement between the District and the owners of District Bonds to provide security for the District Bonds in addition to any statutory lien that may exist, and the District Bonds secured by the pledge and grant are or were issued to finance one or more of the projects specified in the applicable voter-approved measure.

(g) *Insurance.* The payment of principal of and interest on all or a portion of the Refunding Bonds may be secured by a municipal bond insurance policy as shall be described in the Bond Purchase Agreement. The Bond Purchase Agreement may provide that no municipal bond insurance policy shall be obtained. The Authorized Officers are each hereby authorized and directed to qualify the District for municipal bond insurance for the Refunding Bonds and authorize that such insurance be obtained if the present value cost of such insurance is less than the present value of the estimated interest savings with respect to the Refunding Bonds. The Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver a contract or contracts for such insurance if such contract is deemed by the Authorized Officer executing the same to be in the best interests of the District, such determination to be conclusively evidenced by such Authorized Officer's execution and delivery of such contract. If the Authorized Officers so deem and obtain municipal bond insurance, and such insurance is issued by a mutual insurance company, the Authorized Officers are each hereby authorized and directed to enter into any required mutual insurance agreement substantially in such insurer's standard form with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of such agreement by such Authorized Officer.

Section 11. Redemption Provisions. (a) *Optional Redemption.* The Refunding Bonds may be subject to redemption, at the option of the District, on the dates and terms as shall be designated in the Bond Purchase Agreement. The Bond Purchase Agreement may provide that the Refunding Bonds shall not be subject to optional redemption.

(b) *Selection.* If less than all of the Refunding Bonds, if any, are subject to such redemption and are called for redemption, such Refunding Bonds shall be redeemed in inverse order of maturities or as otherwise directed by the District (or as otherwise set forth in the Bond Purchase Agreement), and if less than all of the Refunding Bonds of any given maturity are called for redemption, the portions of such Refunding Bonds of a given maturity to be redeemed shall be determined by lot in any manner deemed fair by the Paying Agent (or as otherwise set forth in the Bond Purchase Agreement).

(c) *Mandatory Sinking Fund Redemption.* The Refunding Bonds, if any, which are designated in the Bond Purchase Agreement as term bonds shall also be subject to redemption prior to their stated maturity dates, without a redemption premium, in part by lot (or as otherwise set forth in the Bond Purchase Agreement), from mandatory sinking fund payments in the amounts and in accordance with the terms to be specified in the Bond Purchase Agreement. Unless otherwise provided in the Bond Purchase Agreement, the principal amount of each mandatory sinking fund payment of any maturity shall be reduced proportionately or as otherwise directed by the District by the amount of any Refunding Bonds of that maturity redeemed in accordance with subsection (a) of this Section prior to the mandatory sinking fund payment date. The Bond Purchase Agreement may provide that the Refunding Bonds shall not be subject to mandatory sinking fund redemption.

The Auditor-Controller is hereby authorized to create such sinking funds or accounts for the term Refunding Bonds as shall be necessary to accomplish the purposes of this Section.

(d) *Notice of Redemption.* Notice of any redemption of the Refunding Bonds shall be mailed by the Paying Agent, postage prepaid, not less than 20 nor more than 60 days prior to the redemption date (i) by first class mail to the County and the respective Owners thereof at the addresses appearing on the Registration Books, and (ii) as may be further required in accordance with the Continuing Disclosure Certificate.

Each notice of redemption shall state (i) the date of such notice; (ii) the name of the Refunding Bonds and the date of issue of the Refunding Bonds; (iii) the redemption date; (iv) the redemption price; (v) the dates of maturity or maturities of the Refunding Bonds to be redeemed; (vi) if less than all of the Refunding Bonds of any maturity are to be redeemed, the distinctive numbers of the Refunding Bonds of each maturity to be redeemed; (vii) in the case of Refunding Bonds redeemed in part only, the respective portions of the principal amount of the Refunding Bonds of each maturity to be redeemed; (viii) the CUSIP number, if any, of each maturity of Refunding Bonds to be redeemed; (ix) a statement that such Refunding Bonds must be surrendered by the Owners at the principal corporate trust office of the Paying Agent, or at such other place or places designated by the Paying Agent; (x) notice that further interest on such Refunding Bonds will not accrue after the designated redemption date; and (xi) in the case of a conditional notice, that such notice is conditioned upon certain circumstances and the manner of rescinding such conditional notice.

(e) *Effect of Notice.* A certificate of the Paying Agent that notice of redemption has been given to owners as herein provided shall be conclusive as against all parties. Neither the failure to receive the notice of redemption as provided in this Section, nor any defect in such notice shall affect the sufficiency of the proceedings for the redemption of the Refunding Bonds or the cessation of interest on the date fixed for redemption.

When notice of redemption has been given substantially as provided for herein, and when the redemption price of the Refunding Bonds called for redemption is set aside for the purpose as described in subsection (g) of this Section, the Refunding Bonds designated for redemption shall become due and payable on the specified redemption date and interest shall cease to accrue thereon as of the redemption date, and upon presentation and surrender of such Refunding Bonds at the place specified in the notice of redemption, such Refunding Bonds shall be redeemed and paid at

the redemption price thereof out of the money provided therefor. The Owners of such Refunding Bonds so called for redemption after such redemption date shall be entitled to payment thereof only from the related interest and sinking fund or the trust fund established for such purpose. All Refunding Bonds redeemed shall be cancelled forthwith by the Paying Agent and shall not be reissued.

(f) *Right to Rescind Notice.* The District may rescind any optional redemption and notice thereof for any reason on any date prior to the date fixed for redemption by causing written notice of the rescission to be given to the owners of the Refunding Bonds so called for redemption. Any optional redemption and notice thereof shall be rescinded if for any reason on the date fixed for redemption moneys are not available in the related interest and sinking fund or otherwise held in trust for such purpose in an amount sufficient to pay in full on said date the principal of, interest, and any premium due on the Refunding Bonds called for redemption. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. The actual receipt by the owner of any Refunding Bond of notice of such rescission shall not be a condition precedent to rescission, and failure to receive such notice or any defect in such notice shall not affect the validity of the rescission.

(g) *Funds for Redemption.* Prior to or on the redemption date of any Refunding Bonds there shall be available in the related interest and sinking fund of the District, or held in trust for such purpose as provided by law, monies for the purpose and sufficient to redeem, at the redemption prices as in this Resolution provided, the Refunding Bonds designated in the notice of redemption. Such monies shall be applied on or after the redemption date solely for payment of principal of, and interest and premium, if any, on the Refunding Bonds to be redeemed upon presentation and surrender of such Refunding Bonds, provided that all monies in the related interest and sinking fund of the District shall be used for the purposes established and permitted by law. Any interest due on or prior to the redemption date shall be paid from the related interest and sinking fund of the District, unless otherwise provided to be paid from such monies held in trust. If, after all of the Refunding Bonds have been redeemed and cancelled or paid and cancelled, there are monies remaining in the related interest and sinking fund of the District or otherwise held in trust for the payment of redemption price of the Refunding Bonds, the monies shall be held in or returned or transferred to any interest and sinking fund of the District for payment of any outstanding bonds of the District payable from such fund; provided, however, that if the monies are part of the proceeds of bonds of the District, the monies shall be transferred to the fund created for the payment of principal of and interest on such bonds. If no such bonds of the District are at such time outstanding, the monies shall be transferred to the general fund of the District as provided and permitted by law.

(h) *Defeasance of Bonds.* If at any time the District shall pay or cause to be paid or there shall otherwise be paid to the Owners of any or all of the outstanding Refunding Bonds all or any part of the principal of and interest and premium, if any, on the Refunding Bonds at the times and in the manner provided herein and in the Refunding Bonds, or as provided in the following paragraph, or as otherwise provided by law consistent herewith, then such Owners shall cease to be entitled to the obligation of the District and the County as provided in Section 10 hereof, and such obligation and all agreements and covenants of the District and of the County to such Owners hereunder and under the Refunding Bonds shall thereupon be satisfied and discharged and shall terminate, except only that the District shall remain liable for payment of all

principal, interest and premium, if any, represented by the Refunding Bonds, but only out of monies on deposit in the related interest and sinking fund or otherwise held in trust for such payment; and provided further, however, that the provisions of subsection (i) of this Section shall apply in all events.

For purposes of this Section, the District may pay and discharge any or all of the Refunding Bonds by depositing in trust with the Paying Agent or an escrow agent selected by the District, at or before maturity, money or non-callable direct obligations of the United States of America (including zero interest bearing State and Local Government Series) or other non-callable obligations the payment of the principal of and interest on which is guaranteed by a pledge of the full faith and credit of the United States of America, in an amount which will, together with the interest to accrue thereon and available monies then on deposit in the related interest and sinking fund of the District, be fully sufficient to pay and discharge the indebtedness on such Refunding Bonds (including all principal, interest and redemption premiums) at or before their respective maturity dates.

(i) *Unclaimed Monies.* Any money held in any fund created pursuant to this Resolution, or by the Paying Agent or an escrow agent in trust, for the payment of the principal of, redemption premium, if any, or interest on the Refunding Bonds and remaining unclaimed for two years after the principal of all of the Refunding Bonds has become due and payable (whether by maturity or upon prior redemption) shall be transferred to any interest and sinking fund of the District for payment of any outstanding bonds of the District payable from the fund; or, if no such bonds of the District are at such time outstanding, the monies shall be transferred to the general fund of the District as provided and permitted by law.

Section 12. Paying Agent. (a) *Appointment; Payment of Fees and Expenses.* The Board of Trustees does hereby consent to and confirm the appointment of the Treasurer to act as the initial paying agent for the Refunding Bonds. The Treasurer is hereby authorized to contract with any third party to perform the services of Paying Agent under this Resolution. All fees and expenses of the Paying Agent shall be the sole responsibility of the District, and to the extent not paid from the proceeds of sale of the Refunding Bonds, or from the related interest and sinking fund of the District, insofar as permitted by law, including specifically by Section 15232 of the California Education Code, such fees and expenses shall be paid by the District.

(b) *Resignation, Removal and Replacement of Paying Agent.* The Paying Agent initially appointed or any successor Paying Agent may resign from service as Paying Agent and may be removed at any time by the Treasurer. If at any time the Paying Agent shall resign or be removed, the Treasurer shall appoint a successor Paying Agent, which shall be any bank, trust company, national banking association or other financial institution doing business in and having a corporate trust office in California, with at least \$100,000,000 in net assets.

(c) *Principal Corporate Trust Office.* Unless otherwise specifically noted, any reference herein to the Paying Agent shall initially mean the Paying Agent, as defined herein, and any reference herein to the “principal corporate trust office” of the Paying Agent for purposes of transfer, registration, exchange, payment and surrender of the Refunding Bonds shall initially mean the office of the Treasurer or the principal corporate trust office of the Treasurer’s designated agent bank or other office of the Treasurer’s designated agent bank designated thereby for a

particular purpose; provided, however, that in the event that “Paying Agent” shall refer to any successor paying agent, bond registrar, authenticating agent or transfer agent for the Refunding Bonds, “principal corporate trust office” shall include the principal corporate trust office or other office of such successor Paying Agent designated thereby for a particular purpose.

(d) *Registration Books.* The Paying Agent shall keep or cause to be kept at its principal corporate trust office sufficient books for the registration and transfer of the Refunding Bonds, which shall at all times be open to inspection by the District and the County, and, upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred on the Registration Books, Refunding Bonds as provided in Sections 13 and 14 hereof. The Paying Agent shall keep accurate records of all funds administered by it and of all Refunding Bonds paid and discharged by it. Such records shall be provided, upon reasonable request, to the District or the County in a format mutually agreeable to the Paying Agent and the District and/or the County.

Section 13. Transfer Under Book-Entry System; Discontinuation of Book-Entry System. (a) Unless otherwise specified in the Bond Purchase Agreement, DTC is hereby appointed depository for the Refunding Bonds and the Refunding Bonds shall be issued in book-entry form only, and shall be initially registered in the name of “Cede & Co.,” as nominee of DTC. One bond certificate shall be issued for each maturity of the Refunding Bonds; provided, however, that if different CUSIP numbers are assigned to Refunding Bonds of the same tenor maturing in a single year or, if Refunding Bonds of the same tenor maturing in a single year are issued with different interest rates, additional bond certificates shall be prepared for each such maturity. Registered ownership of such Refunding Bonds of each such maturity, or any portion thereof, may not thereafter be transferred except as provided in this Section or Section 13 hereof:

(i) To any successor of DTC, or its nominee, or to any substitute depository designated pursuant to clause (ii) of this Section (a “substitute depository”); provided, however that any successor of DTC, as nominee of DTC or substitute depository, shall be qualified under any applicable laws to provide the services proposed to be provided by it;

(ii) To any substitute depository not objected to by the District, upon (1) the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or (2) a determination by the District to substitute another depository for DTC (or its successor) because DTC or its successor (or any substitute depository or its successor) is no longer able to carry out its functions as depository; provided, that any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(iii) To any person as provided below, upon (1) the resignation of DTC or its successor (or substitute depository or its successor) from its functions as depository; provided that no substitute depository which is not objected to by the District can be obtained, or (2) a determination by the District that it is in the best interests of the District to remove DTC or its successor (or any substitute depository or its successor) from its functions as depository.

(b) *Transfers.* In the case of any transfer pursuant to clause (i) or clause (ii) of subsection (a) of this Section, upon receipt of the outstanding Refunding Bonds by the Paying Agent, together with a written request of the District to the Paying Agent, a new Refunding Bond for each maturity shall be executed and delivered (in the aggregate principal amount of such Refunding Bonds then outstanding), registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the District. In the case of any transfer pursuant to clause (iii) of subsection (a) of this Section, upon receipt of the outstanding Refunding Bonds by the Paying Agent together with a written request of the District to the Paying Agent, new Refunding Bonds shall be executed and delivered in such denominations, numbered in the manner determined by the Paying Agent, and registered in the names of such persons, as are requested in such written request of the District, subject to the limitations of Section 14 hereof and the receipt of such a written request of the District, and thereafter, the Refunding Bonds shall be transferred pursuant to the provisions set forth in Section 14 hereof; provided, however, that the Paying Agent shall not be required to deliver such new Refunding Bonds within a period of less than 60 days after the receipt of any such written request of the District.

(c) *Partial or Advance Refundings.* In the case of partial redemption or an advance refunding of the Refunding Bonds evidencing all or a portion of the principal amount then outstanding, DTC shall make an appropriate notation on the Refunding Bonds indicating the date and amounts of such reduction in principal.

(d) *Treatment of Registered Owner.* The District and the Paying Agent shall be entitled to treat the person in whose name any Refunding Bond is registered as the owner thereof, notwithstanding any notice to the contrary received by the District or the Paying Agent; and the District and the Paying Agent shall have no responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owners of the Refunding Bonds, and neither the District nor the Paying Agent shall have any responsibility or obligation, legal or otherwise, to the beneficial owners or to any other party, including DTC or its successor (or substitute depository or its successor), except for the Owner of any Refunding Bonds.

(e) *Form of Payment.* So long as the outstanding Refunding Bonds are registered in the name of Cede & Co. or its registered assigns, the District and the Paying Agent shall cooperate with Cede & Co., as sole registered Owner, or its registered assigns in effecting payment of the principal of and interest on the Refunding Bonds by arranging for payment in such manner that funds for such payments are properly identified and are made immediately available on the date they are due.

Section 14. Transfer and Exchange. (a) *Transfer.* Following the termination or removal of DTC or successor depository pursuant to Section 13 hereof, any Refunding Bond may, in accordance with its terms, be transferred, upon the Registration Books, by the Owner thereof, in person or by the duly authorized attorney of such Owner, upon surrender of such Refunding Bond to the Paying Agent for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Paying Agent.

Whenever any Refunding Bond or Refunding Bonds shall be surrendered for transfer, the designated District officials shall execute and the Paying Agent shall authenticate and deliver, as

provided in Section 8 hereof, a new Refunding Bond or Refunding Bonds, of the same maturity, Interest Payment Date and interest rate or rates (for a like aggregate principal amount). The Paying Agent may require the payment by any Owner of Refunding Bonds requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

No transfer of any Refunding Bond shall be required to be made by the Paying Agent (i) during the period established by the Paying Agent for selection of the Refunding Bonds for redemption, and (ii) after any Refunding Bond has been selected for redemption.

(b) *Exchange.* The Refunding Bonds may be exchanged for Refunding Bonds of other authorized denominations of the same maturity, Interest Payment Date and interest rate or rates, by the Owner thereof, in person or by the duly authorized attorney of such Owner, upon surrender of such Refunding Bond to the Paying Agent for cancellation, accompanied by delivery of a duly executed request for exchange in a form approved by the Paying Agent.

Whenever any Refunding Bond or Refunding Bonds shall be surrendered for exchange, the designated District officials shall execute and the Paying Agent shall authenticate and deliver, as provided in Section 8 hereof, a new Refunding Bond or Refunding Bonds of the same maturity and interest payment mode and interest rate or rates (for a like aggregate principal amount). The Paying Agent may require the payment by the Owner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange.

No exchange of any Refunding Bonds shall be required to be made by the Paying Agent (i) during the period established by the Paying Agent for selection of the Refunding Bonds for redemption, and (ii) after any Refunding Bond has been selected for redemption.

Section 15. Continuing Disclosure Certificate. The Continuing Disclosure Certificate, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, is hereby approved, and the Authorized Officers are each hereby authorized and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the District, to execute and deliver the Continuing Disclosure Certificate in substantially said form, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Continuing Disclosure Certificate by such Authorized Officer.

Section 16. Preliminary Official Statement. The Preliminary Official Statement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, with such changes, insertions and omissions as may be approved by an Authorized Officer, is hereby approved, and the use of the Preliminary Official Statement is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the District that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12). If and to the extent it is necessary to make substantial changes to the Preliminary Official Statement prior to the offering and sale of the Refunding Bonds, the use of the Preliminary Official Statement in connection with the offering and sale of the Refunding Bonds, and the certification of its finality within the meaning of Rule 15c2-12 by an Authorized Officer, shall follow the distribution to the Board of Trustees of a revised draft of the Preliminary

Official Statement with accompanying directions and instructions to members of the Board of Trustees to review the revised Preliminary Official Statement and provide comments to such Authorized Officer.

Section 17. Official Statement. The preparation and delivery of an Official Statement, and its use by the Underwriter in connection with the offering and sale of the Refunding Bonds, is hereby authorized and approved. Such Official Statement shall be in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. The Authorized Officers are each hereby authorized and any one of the Authorized Officers is directed, for and in the name of and on behalf of the District, to execute the final Official Statement and any amendment or supplement thereto and thereupon to cause the final Official Statement and any such amendment or supplement to be delivered to the Underwriter.

Section 18. Tax Covenants. (a) *General.* The District shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on a Tax-Exempt series of Refunding Bonds under Section 103 of the Code. Without limiting the generality of the foregoing, the District hereby covenants that it will comply with the requirements of the Tax Certificate to be executed by the District on the date of issuance of each Tax-Exempt series of Refunding Bonds. The provisions of this subsection (a) shall survive payment in full or defeasance of the Refunding Bonds.

(b) *Yield Restriction.* In the event that at any time the District is of the opinion that for purposes of this Section it is necessary or helpful to restrict or limit the yield on the investment of any monies held by the Treasurer on behalf of the District, in accordance with this Resolution or pursuant to law, the District shall so request of the Treasurer in writing, and the District shall make its best efforts to ensure that the Treasurer shall take such action as may be necessary in accordance with such instructions.

(c) *Reliance on Opinion of Bond Counsel.* Notwithstanding any provision of this Section, if the District shall provide to the Treasurer an Opinion of Bond Counsel that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Refunding Bonds not issued as Taxable Bonds under Section 103 of the Code, the Treasurer may conclusively rely on such Opinion of Bond Counsel in complying with the requirements of this Section and each Tax Certificate with respect to the Refunding Bonds not issued as Taxable Bonds, and the covenants hereunder shall be deemed to be modified to that extent.

Section 19. Cost of Issuance. The Authorized Officers are each hereby authorized to cause to be deposited in a costs of issuance account, which may be held by a bank, national banking association or trust company meeting the qualifications necessary to be a paying agent set forth in Section 12, as cost of issuance administrator, proceeds of the sale of the Refunding Bonds, in an amount as shall be set forth in the Bond Purchase Agreement, for the purposes of paying the costs associated with the issuance of such Refunding Bonds.

Section 20. Professional Services. Fieldman, Rolapp & Associates, Inc. shall serve as municipal advisor to the District for the Refunding Bonds. Orrick, Herrington & Sutcliffe LLP

shall serve as bond counsel and disclosure counsel to the District for the Refunding Bonds. Piper Sandler & Co. shall serve as underwriter for the Refunding Bonds.

Section 21. Delegation of Authority. The Authorized Officers are hereby authorized and directed, jointly and severally, to execute and delivery, for and on behalf of the District, any and all agreements, documents, certificates and instruments and to do or cause to be done any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution, including, without limitation negotiating the terms of the insurance policy, if any, referred to herein.

Section 22. Approval of Actions. All actions heretofore taken by the officers, employees and agents of the District with respect to the transactions set forth above are hereby approved, confirmed and ratified.

Section 23. Debt Management Policy; Notice to California Debt and Investment Advisory Commission. With the passage of this Resolution, the Board of Trustees hereby certifies that the Debt Management Policy complies with Government Code Section 8855(i), and that the Refunding Bonds authorized to be issued pursuant to this Resolution are consistent with such policy, and instructs Orrick, Herrington & Sutcliffe LLP, as bond counsel, on behalf of the District, with respect to the Refunding Bonds, (a) to cause notices of the proposed sale and final sale of the Refunding Bonds to be filed in a timely manner with the California Debt and Investment Advisory Commission pursuant to Government Code Section 8855 and to specify that the issuance of the Refunding Bonds will be made in compliance with the Debt Management Policy.

Section 24. Electronic Signatures; DocuSign. The Board of Trustees hereby approves the execution and delivery of any and all agreements, documents, certificates and instruments referred to herein with electronic signatures as may be permitted under the California Uniform Electronic Transactions Act and digital signatures as may be permitted under Section 16.5 of the Government Code using DocuSign.

Section 25. Contract with Bondholders. The provisions of this Resolution shall be a contract with each and every owner of Refunding Bonds and the duties of the District and of the Board of Trustees and the officers of the District shall be enforceable by any owner of Refunding Bonds by mandamus or other appropriate suit, action or proceeding in any court of competent jurisdiction.

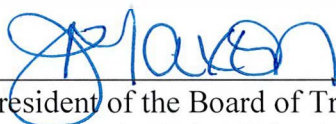
Section 26. Amendments. This Resolution may be modified or amended without the consent of the Owners in order to cure ambiguities or provide clarification, provided that such modification or amendment does not materially adversely affect the rights of owners of Refunding Bonds. For any other purpose, this Resolution may be modified or amended only with the consent of the Owners of a majority of the aggregate principal amount of all Refunding Bonds then outstanding; provided that any such modification or amendment to Section 10(f) or Section 25 hereof shall require the consent of the owners of a majority of the aggregate principal amount of all Bonds then outstanding. No such modification or amendment shall extend the maturity of, reduce the interest rate or redemption premium on or principal amount of any Refunding Bond or

reduce the percentage of consent required for amendment hereof without the express consent of all the owners so affected.

Section 27. Indemnification of County. The District shall indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees (“Indemnified Parties”), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject because of action or inaction related to the adoption of any resolution by the Board of Supervisors authorizing the District to issue and sell the Refunding Bonds without the further action of the Board of Supervisors pursuant to Sections 15140 and 15146 of the California Education Code, as permitted by Section 53508.7 of the Government Code. The District shall also reimburse any such Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions.

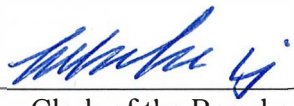
Section 28. Effective Date. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED this day, May 8, 2024.



President of the Board of Trustees of the
Castaic Union School District

ATTEST:



Clerk of the Board of Trustees of the
Castaic Union School District

EXHIBIT A

GOOD FAITH ESTIMATES

The following information was obtained from Fieldman, Rolapp & Associates, Inc., municipal advisor to the District, in connection with the bonds approved in the attached Resolution (the "Refunding Bonds"), and is provided in compliance with Section 15146(b)(1)(D) of the California Education Code and Section 5852.1 of the California Government Code with respect to the Refunding Bonds:

1. *Principal Amount.* Based on the District's financing plan and based on market conditions prevailing at the time of preparation of such estimate, their good faith estimate of the aggregate principal amount of the Refunding Bonds to be sold in a public offering is \$9,190,000 (the "Estimated Principal Amount").

2. *True Interest Cost of the Refunding Bonds.* Assuming the Estimated Principal Amount of the Refunding Bonds are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the Refunding Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Refunding Bonds, is 3.87%.

3. *Finance Charge of the Refunding Bonds.* Assuming the Estimated Principal Amount of the Refunding Bonds are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the finance charge of the Refunding Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Refunding Bonds), is \$240,666, as follows:

a) Underwriter's Discount	\$55,140.00
b) Credit Enhancement	40,525.90*
c) Bond Counsel and Disbursements	51,403.16
d) Disclosure Counsel and Disbursements	23,887.35
e) Municipal Advisor and Disbursements	33,511.86
f) Rating Agency	16,630.43
g) Other Expenses	19,567.19

*A municipal bond insurance policy with respect to the Refunding Bonds will be obtained only if economically advantageous to the District as determined by an Authorized Officer of the District.

4. *Amount of Proceeds to be Received.* Assuming the Estimated Principal Amount of the Refunding Bonds are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the amount of proceeds expected to be received by the District for sale of the Refunding Bonds less the finance charge of the Refunding Bonds described in 3 above and any reserves or capitalized interest paid or funded with proceeds of the Refunding Bonds, is \$9,963,549.

5. *Total Payment Amount.* Assuming the Estimated Principal Amount of the Refunding Bonds are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the District will make to pay debt service on the Refunding Bonds plus the finance charge of the Refunding Bonds described in paragraph 3 above not paid with the proceeds of the Refunding Bonds, calculated to the final maturity of the Refunding Bonds, is \$14,759,174.

Attention is directed to the fact that the foregoing information constitutes good faith estimates only. The actual interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of Refunding Bond sales, the amount of Refunding Bonds sold, the amortization of the Refunding Bonds sold and market interest rates at the time of each sale. The date or dates of sale and the amount of Refunding Bonds sold will be determined by the District based on a variety of factors. The actual interest rates at which the Refunding Bonds will be sold will depend on the bond market at the time of each sale. The actual amortization of the Refunding Bonds will also depend, in part, on market interest rates at the time of each sale. Market interest rates are affected by economic and other factors beyond the District's control.

EXHIBIT B

FORM OF REFUNDING BOND

Number **UNITED STATES OF AMERICA** **Amount**
R-__ **STATE OF CALIFORNIA** **\$ _____**
COUNTY OF LOS ANGELES

**CASTAIC UNION SCHOOL DISTRICT
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2024**

Maturity Date Interest Rate Dated as of CUSIP No.
August 1, 20__ % _____, 2024 _____

Registered Owner: CEDE & CO.

Principal Amount: _____ DOLLARS

Castaic Union School District, County of Los Angeles, State of California (the “District”), acknowledges itself obligated to and promises to pay to the Registered Owner identified above or registered assigns, on the Maturity Date set forth above or upon prior redemption hereof, the Principal Amount specified above in lawful money of the United States of America, and to pay interest thereon in like lawful money from the interest payment date next preceding the date of authentication of this Bond (unless this Bond is authenticated as of a date during the period from the Record Date (as defined herein) next preceding any interest payment date to such interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless this Bond is authenticated on or before July 15, 2024, in which event it shall bear interest from the date hereof) at the Interest Rate per annum stated above, payable commencing on August 1, 2024, and thereafter on February 1 and August 1 in each year, until payment of the Principal Amount. This Bond is issued pursuant to a Resolution adopted by the Board of Trustees of the District on May 8, 2024 (the “Resolution”). Capitalized undefined terms used herein have the meanings ascribed thereto in the Resolution.

The principal hereof is payable to the Registered Owner hereof upon the surrender hereof at the principal corporate trust office of the paying agent/registrars and transfer agent of the District (the “Paying Agent”), initially the Treasurer and Tax Collector of the County of Los Angeles. Interest shall be computed on the basis of a 360-day year comprised of twelve 30-day months. The interest hereon is payable to the person whose name appears on the bond registration books of the Paying Agent as the Registered Owner hereof as of the close of business on the 15th day of the month preceding an interest payment date (the “Record Date”), whether or not such day is a business day, such interest to be paid by check or draft mailed to such Registered Owner at the owner’s address as it appears on such registration books, or at such other address filed with the Paying Agent for that purpose. Upon written request, given no later than the Record Date immediately preceding an interest payment date, of the owner of Bonds aggregating at least \$1,000,000 in principal amount, interest will be paid by wire transfer in immediately available funds to an account maintained in the United States as specified by the Registered Owner in such

request. So long as Cede & Co. or its registered assigns shall be the Registered Owner of this Bond, payment shall be made in immediately available funds as provided in the Resolution hereinafter described.

This Bond is one of a duly authorized issue of bonds of like tenor (except for such variations, if any, as may be required to designate varying series, numbers, denominations, interest rates, interest payment modes, maturities and redemption provisions), in the aggregate principal amount of \$ _____, and designated as “Castaic Union School District General Obligation Refunding Bonds, Series 2024” (the “Bonds”). The Bonds were authorized by the Resolution and are issued pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, and other applicable law. The Bonds are issued and sold by the Board of Trustees of the District pursuant to and in strict conformity with the provisions of the Constitution and laws of the State, and of the Resolution, and subject to the more particular terms specified in the Bond Purchase Agreement, dated _____, 2024 (the “Bond Purchase Agreement”), by and between the District and Piper Sandler & Co., as underwriter.

The Bonds are issuable as fully registered bonds without coupons in the denomination of \$5,000 principal amount or any integral multiple thereof, provided that no Bond shall have principal maturing on more than one principal maturity date. Subject to the limitations and conditions and upon payment of the charges, if any, as provided in the Resolution, Bonds may be exchanged for a like aggregate principal amount of Bonds of the same tenor, interest payment mode, and maturity of other authorized denominations.

This Bond is transferable by the Registered Owner hereof, in person or by attorney duly authorized in writing, at the principal corporate trust office of the Paying Agent, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Bond. Upon such transfer, a new Bond or Bonds of authorized denomination or denominations of the same tenor, interest payment mode, and same aggregate principal amount will be issued to the transferee in exchange herefor.

The District and the Paying Agent may treat the Registered Owner hereof as the absolute owner hereof for all purposes, and the District and the Paying Agent shall not be affected by any notice to the contrary.

[The Bonds are subject to optional and mandatory sinking fund redemption on the terms and subject to the conditions specified in the Resolution and the Bond Purchase Agreement. If this Bond is called for redemption and payment is duly provided therefor, interest shall cease to accrue hereon from and after the date fixed for redemption.]

The Board of Trustees of the District hereby certifies and declares that the total amount of indebtedness of the District, including the amount of this Bond, is within the limit provided by law; that all acts, conditions and things required by law to be done or performed precedent to and in the issuance of this Bond have been done and performed in strict conformity with the laws authorizing the issuance of this Bond; and that this Bond is in substantially the form prescribed by order of the Board of Trustees duly made and entered on its minutes. The Bonds represent an obligation payable out of the interest and sinking fund of the District, and the money for the

payment of principal of, premium, if any, and interest hereon, shall be raised by taxation upon the taxable property of the District.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the Paying Agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the Registered Owner hereof, Cede & Co., has an interest herein.

This Bond shall not be entitled to any benefit under the Resolution, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been signed by the Paying Agent.

IN WITNESS WHEREOF, the Board of Trustees of the Castaic Union School District, County of Los Angeles, State of California, has caused this Bond to be signed by its President and countersigned by the Clerk of said Board, as of the date set forth above.

President of the Board of Trustees of the
Castaic Union School District

Countersigned:

Clerk of the Board of Trustees of the
Castaic Union School District

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This is one of the Bonds described in the within-mentioned Resolution and authenticated and registered on _____.

**TREASURER AND TAX COLLECTOR
OF THE COUNTY OF LOS ANGELES,
CALIFORNIA, as Paying Agent/
Registrar and Transfer Agent**

**By: U.S. BANK TRUST COMPANY,
NATIONAL ASSOCIATION, as agent**

By: _____
Authorized Officer

ASSIGNMENT

For value received the undersigned do(es) hereby sell, assign and transfer unto _____ the within-mentioned Bond and hereby irrevocably constitute(s) and appoint(s) _____ attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

I.D. Number

Note: The signature(s) on this Assignment must correspond with the name(s) as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Dated: _____

Signature Guarantee: _____
Note: Signature must be guaranteed by an eligible guarantor institution.

CLERK'S CERTIFICATE

I, Fred Malcomb, Clerk of the Board of Trustees of the Castaic Union School District, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Trustees of said District duly held and conducted on May 8, 2024, of which meeting all of the members of said Board of Trustees had due notice and at which a majority thereof participated; and that at said meeting said resolution was adopted by the following vote:

AYES: 4

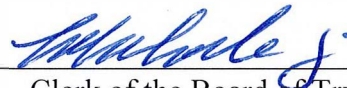
NOES: 0

ABSENT OR NOT VOTING: /

An agenda of said meeting was posted at least 72 hours before said meeting at 28131 Livingston Avenue, Valencia, California, a location freely accessible to members of the public, and on the Castaic Union School District's internet website, and a brief general description of said Resolution appeared on said agenda as well as information as to how members of the public could observe and address said meeting.

I further certify that I have carefully compared the same with the original minutes of said meeting on file and of record in my office; the foregoing resolution is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: 5-8, 2024



Clerk of the Board of Trustees of the
Castaic Union School District