



Sandra Garcia, Assistant Superintendent/CBO, Business Services

Pomona Unified School District

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June 26, 2024

The Honorable Board of Supervisors
County of Los Angeles
c/o Adela Guzman, Head Board Specialist
383 Hall of Administration
500 W. Temple Street
Los Angeles, California 90012

Re: Pomona Unified School District General Obligation Bonds, 2016 Election, Series H: Request to the Los Angeles County Board of Supervisors to levy taxes, to direct the Auditor-Controller to place taxes on tax roll, and to designate the Treasurer and Tax Collector as Paying Agent

Dear Supervisors:

At this time, the Pomona Unified School District (the "District") has authorized and intends to issue its Pomona Unified School District (Los Angeles County, California) General Obligation Bonds, 2016 Election, Series H in an aggregate principal amount not to exceed \$13,400,000 (the "Series H Bonds") to finance authorized capital improvements. The above actions were approved by a resolution (the "District Resolution ") adopted by the Board of Education of the District on June 12, 2024, pursuant to Section 53506 *et seq*, of the California Government Code and other applicable provisions of law with respect to the Series H Bonds. The District Resolution is in full force and effect and the Board of Education of the District has taken no action to amend or rescind the District Resolution. A certified copy of the District Resolution is enclosed herein.

The District formally requests, in accordance with 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 Series H Bonds and to direct the Auditor-Controller of the County to place these taxes on the tax roll every year, beginning with fiscal year 2024-25, according to a debt service schedule and instructions that will be provided upon the sale of the Series H Bonds, and to direct the County Treasurer and Tax Collector to act as the authenticating agent, bond registrar, transfer agent and paying agent for the Series H Bonds.

IT IS THEREFORE REQUESTED THAT:

1. The Board of Supervisors adopt the County Resolution on the next available Board of Supervisors meeting.
2. After the Board of Supervisors has taken action on this letter, the District requests that the Clerk of the Board of Supervisors furnish two (2) certified copies of the Resolution to:

District Bond Counsel:

Charles F. Adams, Esq.
Jones Hall, A Professional Law Corporation
475 Sansome Street, Suite 1700
San Francisco, California 94111
cadams@joneshall.com

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

Los Angeles County Treasurer and Tax Collector
Attention: John Patterson
500 W. Temple Street, Suite 437
Los Angeles, California 90012

Los Angeles County Auditor-Controller
Attention: Rachelene Rosario
500 W. Temple Street, Suite 603
Los Angeles, California 90012

Los Angeles County Counsel
Attention: Debbie Cho
500 W. Temple Street, Room 648
Los Angeles, California 90012

Sincerely,

POMONA UNIFIED SCHOOL DISTRICT

By: 
Sandra Garcia
Assistant Superintendent,
Chief Business Officer

Enclosures

**RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY
OF LOS ANGELES, CALIFORNIA, AUTHORIZING THE LEVY OF
TAXES FOR POMONA UNIFIED SCHOOL DISTRICT GENERAL
OBLIGATION BONDS, 2016 ELECTION, SERIES H, DESIGNATING
THE PAYING AGENT THEREFOR AND DIRECTING THE COUNTY
AUDITOR-CONTROLLER TO PLACE TAXES ON THE TAX ROLL**

WHEREAS, a duly called municipal election was held in the Pomona Unified School District (the "District"), Los Angeles County (the "County"), State of California, on November 8, 2016 (the "Election") and thereafter canvassed pursuant to law;

WHEREAS, at the Election there was submitted to and approved by the requisite fifty-five percent or more vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for the various purposes set forth in the ballot submitted to the voters, in the maximum amount not-to-exceed \$300,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, the District has previously issued seven series of bonds pursuant to the Authorization, consisting of (a) the \$42,100,000 principal amount of General Obligation Bonds, 2016 Election Series A, (b) the \$20,000,000 principal amount of General Obligation Bonds, 2016 Election Series B, (c) the \$55,000,000 principal amount of General Obligation Bonds, 2016 Election Series C, (d) the \$71,400,000 principal amount of General Obligation Bonds, 2016 Election, Series D, (e) the \$14,600,000 principal amount of General Obligation Bonds, 2016 Election, Series E (Ed-Tech® Bonds), (f) the \$45,500,000 principal amount of General Obligation Bonds, 2016 Election, Series F, and (g) the \$38,000,000 principal amount of General Obligation Bonds, 2016 Election, Series G; as a result of which \$13,400,000 aggregate principal amount of the bonds remain authorized but unissued; and

WHEREAS, the Board of Education (the "District Board") of the District has adopted a resolution on June 12, 2024 (the "District Resolution") authorizing the issuance of its Pomona Unified School District (Los Angeles County, California) General Obligation Bonds, 2016 Election, Series H in the aggregate principal amount of not to exceed \$13,400,000 (the "Series H Bonds"), for the purpose of financing the construction of certain capital improvements authorized at the Election; and

WHEREAS, the issuance of the Series H Bonds has been authorized under the provisions of Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 53506 of said Code (the "Bond Law"); and

WHEREAS, pursuant to the District Resolution, the District Board has requested the Board of Supervisors of the County of Los Angeles (the "County Board") to authorize the District to issue and sell the Series H Bonds on its own behalf at a negotiated sale pursuant to Sections 15140 and 15146 of the California Education Code, as permitted by Section 53508.7 of the California Government Code, upon the terms set forth in the District Resolution, and the District has represented and warranted to the County that it has not received a qualified or negative certification on its most recent interim report; and

WHEREAS, pursuant to the District Resolution, the District Board has formally requested the County Board to levy *ad valorem* property taxes in an amount sufficient to pay the principal of and interest on the Series H Bonds when due, and to direct the Auditor-Controller of the County of Los Angeles (the “Auditor-Controller”) to place on its tax rolls commencing with the tax roll for fiscal year 2024-25, an amount of *ad valorem* property taxes which are sufficient to fulfill the requirements of the debt service schedule for the Series H Bonds that will be provided to the Auditor-Controller following the sale of the Series H Bonds; and

WHEREAS, the District has requested that the Treasurer and Tax Collector of the County of Los Angeles (the “County Treasurer”) be appointed by the County Board to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the “Paying Agent”) pursuant to the District Resolution.

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

SECTION 1. Issuance of Series H Bonds. That pursuant to Section 15140(b) of the California Education Code, this County Board authorizes the District to issue and sell the Series H Bonds on its own behalf under the Bond Law.

SECTION 2. Levy of Taxes. That this County Board levy taxes in an amount sufficient to pay the principal of and interest on the Series H Bonds.

SECTION 3. Preparation of Tax Roll. That the Auditor-Controller is hereby directed to place on the next tax roll (being the 2024-25 tax roll), and all subsequent tax rolls, taxes in an amount sufficient to pay the principal of and interest on the Series H Bonds, according to the debt service schedule to be provided by or on behalf of the District to the Auditor-Controller following the sale of the Series H Bonds.

SECTION 4. Paying Agent. That the Treasurer or the Treasurer's third-party designee act as initial Paying Agent for the Series H Bonds. The Treasurer is authorized to contract with a third party to perform the services of Paying Agent.

SECTION 5. Effective Date. That this Resolution shall take effect immediately upon its passage.

The foregoing resolution was adopted on the _____ day of _____, 2024, 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: 

Deputy County Counsel

**POMONA UNIFIED SCHOOL DISTRICT
RESOLUTION NO. 32 (2023-2024)**

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
GENERAL OBLIGATION BONDS, 2016 ELECTION, SERIES H,
IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED
\$13,400,000 TO PROVIDE FINANCING FOR PROJECTS
AUTHORIZED UNDER MEASURE P, AND APPROVING
DOCUMENTS AND OFFICIAL ACTIONS RELATING THERETO**

WHEREAS, an election was duly and regularly held in the Pomona Unified School District (the "District") on November 8, 2016, under the procedures specified in Proposition 39 (Article XIII A Section 1 paragraph (b) of the California Constitution) for the purpose of submitting Measure P ("Measure P") to the qualified electors of the District authorizing the issuance of general obligation bonds of the District in the aggregate principal amount of \$300,000,000 (the "Measure P Bonds"), and more than 55% of the votes cast were in favor of the issuance of the Measure P Bonds; and

WHEREAS, the Board of Education of the District (the "Board") has previously issued and sold seven series of the Measure P Bonds in the aggregate principal amount of \$286,600,000, as a result of which \$13,400,000 aggregate principal amount of Measure P Bonds remain authorized but unissued; and

WHEREAS, the Board is authorized to provide for the issuance and sale of any series of the Measure P Bonds on behalf of the District under the provisions of Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law"); and

WHEREAS, the Board wishes at this time to initiate proceedings for the issuance of an additional series of Measure P Bonds under the Bond Law, to be designated the Pomona Unified School District (Los Angeles County, California) General Obligation Bonds, 2016 Election, Series H, in the aggregate principal amount of not to exceed \$13,400,000, as provided in this Resolution, for the purpose of providing financing for projects authorized under Measure P; and

WHEREAS, as required by Government Code Section 5852.1 enacted January 1, 2018 by Senate Bill 450, attached hereto as Appendix B is the information relating to the Series H Bonds that has been obtained by the Board and is hereby disclosed and made public; and

WHEREAS, the Board has previously approved a Debt Issuance and Management Policy which complies with Government Code Section 8855, and the delivery of the Series H Bonds will be in compliance with said policy;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Pomona Unified School District as follows:

ARTICLE I

DEFINITIONS; AUTHORITY

Section 1.01. Definitions. The terms defined in this Section shall, for all purposes of this Resolution, have the meanings given them below, unless the context clearly requires some other meaning. Any capitalized terms defined in the recitals of this Resolution and not otherwise defined in this Section shall have the respective meanings given such terms in the recitals.

“Authorized Investments” means the County Investment Pool, the Local Agency Investment Fund, any investments authorized pursuant to Sections 53601 and 53635 of the California Government Code, provided that said investments are part of the County treasury, in accordance with Education Code Section 15146(g).

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

“Bond Counsel” means (a) the firm of Jones Hall, A Professional Law Corporation, or (b) any other attorney or firm of attorneys nationally recognized for expertise in rendering opinions as to the legality and tax exempt status of securities issued by public entities.

“Bond Law” means Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, commencing with Section 53506 of said Code, as in effect on the date of adoption hereof and as amended hereafter.

“Bond Purchase Agreement” means the agreement between the District and the Underwriter under which the Underwriter agrees to purchase the Series H Bonds and pay the purchase price therefor.

“Building Fund” means the fund established and held by the Los Angeles County Office of Education under Section 3.04.

“Closing Date” means the date upon which there is a delivery of the Series H Bonds in exchange for the amount representing the purchase price of the Series H Bonds by the Underwriter.

“Continuing Disclosure Certificate” means the Continuing Disclosure Certificate which is executed and delivered by a District Representative on the Closing Date.

“Costs of Issuance” means all items of expense directly or indirectly payable by or reimbursable to the District and related to the authorization, issuance, sale and delivery of the Series H Bonds, including but not limited to the costs of preparation and reproduction of documents, printing expenses, filing and recording fees, initial fees and charges of the Paying Agent and its counsel, legal fees and charges, fees and disbursements of consultants and professionals, rating agency fees, premium for municipal bond insurance (if any) and any other cost, charge or fee in connection with the original issuance of the Series H Bonds.

“County” means the County of Los Angeles, a political subdivision of the State of California, duly organized and existing under the Constitution and laws of the State of California.

“County Auditor-Controller” means the Auditor-Controller of the County, or any person at any time performing the duties of the auditor-controller of the County.

“County Treasurer” means the Treasurer and Tax Collector of the County, or any person at any time performing the duties of treasurer of the County.

“Debt Service Fund” means the fund established and held by the County under Section 4.02.

“Depository” means (a) initially, DTC, and (b) any other Securities Depository acting as Depository under Section 2.09.

“Depository System Participant” means any participant in the Depository’s book-entry system.

“District” means the Pomona Unified School District, a unified school district organized under the Constitution and laws of the State of California, and any successor thereto.

“District Representative” means the Superintendent or the Assistant Superintendent/ Chief Business Officer of the District, or any other person authorized by resolution of the Board to act on behalf of the District with respect to this Resolution and the Series H Bonds.

“DTC” means The Depository Trust Company, New York, New York, and its successors and assigns.

“Education Code” means the Education Code of the State of California as in effect on the date of adoption hereof and as amended hereafter.

“Federal Securities” means: (a) any direct general non-callable obligations of the United States of America, including obligations issued or held in book entry form on the books of the Department of the Treasury of the United States of America; (b) any obligations the timely payment of principal of and interest on which are directly or indirectly guaranteed by the United States of America or which are secured by obligations described in the preceding clause (a); (c) the interest component of Resolution Funding Corporation strips which have been stripped by request to the Federal Reserve Bank of New York in book-entry form; and (d) bonds, debentures, notes or other evidence of indebtedness issued or guaranteed by any of the following federal agencies: (i) direct obligations or fully guaranteed certificates of beneficial ownership of the U.S. Export-Import Bank; (ii) certificates of beneficial ownership of the Farmers Home Administration; (iii) participation certificates of the General Services Administration; (iv) Federal Financing Bank bonds and debentures; (v) guaranteed Title XI financings of the U.S. Maritime Administration; (vi) project notes, local authority bonds, new communities debentures and U.S. public housing notes and bonds of the U.S. Department of Housing and Urban Development; and (vii) obligations of the Federal Home Loan Bank (FHLB).

“Interest Payment Date” means each February 1 and August 1 on which interest on the Series H Bonds is due and payable, or such other dates as identified in the Bond Purchase Agreement.

“Measure P” means the bond measure which was submitted to and approved by more than 55% of the voters at an election held in the District on November 8, 2016, under which the issuance of the Measure P Bonds has been authorized.

“Municipal Advisor” means the firm of Isom Advisors, a Division of Urban Futures, Inc., as municipal advisor to the District in connection with the issuance and sale of the Series H Bonds .

“Office” means the office or offices of the Paying Agent for the payment of the Series H Bonds and the administration of its duties hereunder. The Office may be re-designated from time to time pursuant to a written notice filed with the District by the Paying Agent.

“Outstanding,” when used as of any particular time with reference to Series H Bonds, means all Series H Bonds except: (a) Series H Bonds theretofore canceled by the Paying Agent or surrendered to the Paying Agent for cancellation; (b) Series H Bonds paid or deemed to have been paid within the meaning of Section 9.02; and (c) Series H Bonds in lieu of or in substitution for which other Series H Bonds have been authorized, executed, issued and delivered by the District under this Resolution.

“Owner”, whenever used herein with respect to a Series H Bond, means the person in whose name the ownership of such Series H Bond is registered on the Registration Books.

“Paying Agent” means the County Treasurer and any designated agents, successors or assigns acting in the capacity of paying agent, registrar, authentication agent and transfer agent. The County Treasurer is authorized to contract with any third party to perform the services of Paying Agent under this Resolution.

“Record Date” means the 15th calendar day of the month preceding an Interest Payment Date, whether or not such day is a business day.

“Registration Books” means the records maintained by the Paying Agent for the registration of ownership and registration of transfer of the Series H Bonds under Section 2.08.

“Resolution” means this Resolution adopted by the Board on November 16, 2022, authorizing the issuance of the Series H Bonds, as originally adopted by the Board and including all amendments hereto and supplements hereof which are duly adopted by the Board from time to time in accordance herewith.

“Securities Depositories” means DTC; and, in accordance with then current guidelines of the Securities and Exchange Commission, such other addresses and/or such other securities depositories as the District may designate in a Written Request of the District delivered to the Paying Agent.

“Series H Bonds” means the not to exceed \$13,400,000 aggregate principal amount of Pomona Unified School District (Los Angeles County, California) General Obligation Bonds, 2016 Election, Series H issued and at any time Outstanding under this Resolution.

“Tax Code” means the Internal Revenue Code of 1986 as in effect on the Closing Date or (except as otherwise referenced herein) as it may be amended to apply to obligations issued on the Closing Date, together with applicable proposed, temporary and final regulations promulgated, and applicable official public guidance published, under said Code.

“Term Bonds” means any one or more maturities of the Series H Bonds which are subject to mandatory sinking fund redemption under Section 2.03(b).

“Underwriter” means Stifel, Nicolaus & Company, Incorporated, as purchaser of the Series H Bonds upon the negotiated sale thereof by the District.

“Written Certificate of the District” or “Written Request of the District” means a certificate, request or other instrument in writing signed by a District Representative or by any other officer of the District duly authorized by the District and listed on a Written Request of the District for that purpose.

Section 1.02. Interpretation.

(a) Unless the context otherwise indicates, words expressed in the singular include the plural and vice versa and the use of the neuter, masculine, or feminine gender is for convenience only and include the neuter, masculine or feminine gender, as appropriate.

(b) Headings of articles and sections herein and the table of contents hereof are solely for convenience of reference, do not constitute a part hereof and shall not affect the meaning, construction or effect hereof.

(c) All references herein to “Articles,” “Sections” and other subdivisions are to the corresponding Articles, Sections or subdivisions of this Resolution; the words “herein,” “hereof,” “hereby,” “hereunder” and other words of similar import refer to this Resolution as a whole and not to any particular Article, Section or subdivision hereof.

(d) Whenever the term “may” is used herein with respect to an action by the District or any other party, such action shall be discretionary and the party who “may” take such action shall be under no obligation to do so.

(e) The words “include,” “includes” and “including” shall be deemed to be followed by the phrase “without limitation.”

Section 1.03. Authority for this Resolution. This Resolution is entered into under the provisions of the Bond Law. The Board hereby certifies that all of the things, conditions and acts required to exist, to have happened or to have been performed precedent to and in the issuance of the Series H Bonds do exist, have happened or have been performed in due and regular time and manner as required by the laws of the State of California, and that the amount of the Series H Bonds, together with all other

indebtedness of the District, does not exceed any limit prescribed by any laws of the State of California.

ARTICLE II

THE SERIES H BONDS

Section 2.01. Authorization. The Board hereby authorizes the issuance of the Series H Bonds in the aggregate principal amount of not to exceed \$13,400,000, under and subject to the terms of Article XIII A, Section 1 paragraph (b) of the California Constitution, the Bond Law and this Resolution, for the purpose of raising money for the acquisition or improvement of educational facilities in accordance with Measure P. This Resolution constitutes a continuing agreement between the District and the Owners of all of the Series H Bonds issued or to be issued hereunder and then Outstanding to secure the full and final payment of principal of and interest on all Series H Bonds which are Outstanding hereunder, subject to the covenants, agreements, provisions and conditions herein contained. The Series H Bonds shall be designated the "Pomona Unified School District (Los Angeles County, California) General Obligation Bonds, 2016 Election, Series H."

Section 2.02. Terms of Series H Bonds.

(a) Terms of Series H Bonds. The Series H Bonds shall be issued as fully registered bonds, without coupons, in the form of current interest bonds in the denomination of \$5,000 each or any integral multiple thereof. The Series H Bonds shall be lettered and numbered as the Paying Agent may prescribe and shall be dated as of the Closing Date.

Interest on the Series H Bonds shall be payable semiannually on each Interest Payment Date. Each Series H Bond shall bear interest from the Interest Payment Date next preceding the date of registration and authentication thereof unless (i) it is authenticated on or before an Interest Payment Date and after the close of business on the preceding Record Date, in which event it shall bear interest from such Interest Payment Date, or (ii) it is authenticated prior to the first Record Date, in which event it shall bear interest from the Closing Date. Notwithstanding the foregoing, if interest on any Series H Bond is in default at the time of authentication thereof, such Series H Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment thereon.

(b) Maturities; Basis of Interest Calculation. The Series H Bonds shall mature on the dates and in the amounts, and shall bear interest at the rates, as determined upon the sale thereof. Interest on the Series H Bonds shall be calculated on the basis of a 360-day year comprised of twelve 30-day months. The final maturity of the Series H Bonds shall not exceed the legal limit identified in the Bond Law, and if the final maturity is more than thirty years after the Closing Date, the Superintendent or other officer of the District who is familiar with the projects to be financed with proceeds of the Series H Bonds shall execute a certification confirming that the useful life of the facilities to be financed with the proceeds of the Series H Bonds which mature more than thirty years after the Closing Date exceeds the final maturity date of said Series H Bonds.

(c) CUSIP Identification Numbers. "CUSIP" identification numbers shall be imprinted on the Series H Bonds, but such numbers do not constitute a part of the contract evidenced by the Series H Bonds and any error or omission with respect thereto shall not constitute cause for refusal of any purchaser to accept delivery of and pay for the Series H Bonds. Any failure by the District to use CUSIP numbers in any notice to Owners of the Series H Bonds shall not constitute an event of default or any violation of the District's contract with the Owners and shall not impair the effectiveness of any such notice.

(d) Payment. Interest on the Series H Bonds (including the final interest payment upon maturity or redemption) is payable by check, draft or wire of the Paying Agent mailed to the Owner thereof (which will be DTC so long as the Series H Bonds are held in the book-entry system of DTC) at such Owner's address as it appears on the Registration Books at the close of business on the preceding Record Date; except that at the written request of the Owner of at least \$1,000,000 aggregate principal amount of the Series H Bonds, which written request is on file with the Paying Agent as of any Record Date, interest on any Series H Bonds shall be paid on the succeeding Interest Payment Date to such account as is specified in such written request. The principal of the Series H Bonds is payable in lawful money of the United States of America upon presentation and surrender at the Office of the Paying Agent. The provisions of this Section relating to the payment of the Series H Bonds shall be subject in all respects to the provisions of Section 2.09 so long as the Series H Bonds are held in the book-entry system of DTC.

Section 2.03. Redemption.

(a) Optional Redemption Dates and Prices. The Series H Bonds may subject to optional redemption prior to their respective stated maturity dates. In the event the Series H Bonds are subject to optional redemption prior to their respective stated maturity dates, the schedule of redemption dates and redemption prices shall be set forth in the Bond Purchase Agreement.

(b) Mandatory Sinking Fund Redemption. If and as determined upon the sale of the Series H Bonds, any maturity of Series H Bonds shall be designated as Term Bonds which are subject to mandatory sinking fund redemption on August 1 in each of the years as determined upon the sale of the Series H Bonds, at a redemption price equal to 100% of the principal amount thereof to be redeemed (without premium), together with interest accrued thereon to the date fixed for redemption. If some but not all of the Term Bonds have been redeemed under the preceding subsection (a) of this Section, the aggregate principal amount of the Term Bonds to be redeemed in each year under this subsection (b) shall be reduced on a pro rata basis in integral multiples of \$5,000, as designated in a Written Request of the District filed with the Paying Agent.

(c) Selection of Series H Bonds for Redemption. Whenever less than all of the Outstanding Series H Bonds of any one maturity are designated for redemption, the Paying Agent shall select the Outstanding Series H Bonds of such maturity to be redeemed by lot in any manner deemed fair by the Paying Agent. For purposes of such selection, each Series H Bond shall be deemed to consist of individual bonds of \$5,000 denominations each of which may be separately redeemed.

(d) Redemption Procedure. The Paying Agent shall cause notice of any redemption to be mailed, first class mail, postage prepaid, at least 20 days but not more than 60 days prior to the date fixed for redemption, to the respective Owners of any Series

H Bonds designated for redemption, at their addresses appearing on the Registration Books. Such mailing is not a condition precedent to such redemption and the failure to mail or to receive any such notice shall not affect the validity of the proceedings for the redemption of such Series H Bonds. In addition, the Paying Agent shall give notice of redemption to the Municipal Securities Rulemaking Board and each of the Securities Depositories at least two days prior to such mailing to the Series H Bond Owners.

Such notice shall state the redemption date and the redemption price and, if less than all of the then Outstanding Series H Bonds are to be called for redemption, shall designate the serial numbers of the Series H Bonds to be redeemed by giving the individual number of each Series H Bond or by stating that all Series H Bonds between two stated numbers, both inclusive, or by stating that all of the Series H Bonds of one or more maturities have been called for redemption, and shall require that such Series H Bonds be then surrendered at the Office of the Paying Agent for redemption at the said redemption price, giving notice also that further interest on such Series H Bonds shall not accrue from and after the redemption date. Such notice may be a conditional notice of redemption which is subject to rescission as set forth in clause (e) below.

Upon surrender of Series H Bonds redeemed in part only, the District shall execute and the Paying Agent shall authenticate and deliver to the Owner, at the expense of the District, a new Series H Bond or Bonds, of the same maturity, of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Series H Bond or Bonds.

From and after the date fixed for redemption, if notice of such redemption has been duly given and funds available for the payment of the principal of and interest on the Series H Bonds so called for redemption have been duly provided, the Series H Bonds called for redemption shall cease to be entitled to any benefit under this Resolution other than the right to receive payment of the redemption price, and no interest shall accrue thereon on or after the redemption date specified in the notice. The Paying Agent shall cancel all Series H Bonds redeemed under this Section and shall furnish a certificate of cancellation to the District.

(e) Right to Rescind Notice of Redemption. The District has the right to rescind any notice of the optional redemption of Series H Bonds under subsection (a) of this Section by written notice to the Paying Agent on or prior to the date fixed for redemption. Any notice of redemption shall be cancelled and annulled if for any reason funds will not be or are not available on the date fixed for redemption for the payment in full of the Series H Bonds then called for redemption. The District and the Paying Agent shall have no liability to the Series H Bond Owners or any other party related to or arising from such rescission of redemption. The Paying Agent shall mail notice of such rescission of redemption to the respective Owners of the Series H Bonds designated for redemption, at their addresses appearing on the Registration Books, and also to the Securities Depositories and the Municipal Securities Rulemaking Board. The District may give a conditional notice of the optional redemption of any Series H Bonds under subsection (a) of this Section, which notice shall make reference to the right of the District to rescind such notice as provided in this subsection (e).

Section 2.04. Form of Series H Bonds. The Series H Bonds, the form of the Paying Agent's certificate of authentication and registration and the form of assignment to appear thereon shall be substantially in the forms, respectively, with necessary or

appropriate variations, omissions and insertions, as permitted or required by this Resolution, as are set forth in Appendix A attached hereto.

Section 2.05. Execution of Series H Bonds. The Series H Bonds shall be signed by the facsimile signature of the President of the Board and shall be attested by the facsimile signature of the Secretary or Clerk of the Board. The Series H Bonds shall be in substantially the form attached hereto as Appendix A and incorporated herein by this reference, allowing those officials executing the Series H Bonds to make the insertions and deletions necessary to conform the Series H Bonds to this Resolution and the Bond Purchase Agreement.

Only those Series H Bonds bearing a certificate of authentication and registration in the form set forth in Appendix A attached hereto, executed and dated by the Paying Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Paying Agent shall be conclusive evidence that the Series H Bonds so registered have been duly authenticated, registered and delivered hereunder and are entitled to the benefits of this Resolution.

Section 2.06. Transfer of Series H Bonds. Any Series H Bond may, in accordance with its terms, be transferred, upon the Registration Books, by the person in whose name it is registered, in person or by a duly authorized attorney, upon surrender of such Series H Bond for cancellation at the Office at the Paying Agent, accompanied by delivery of a written instrument of transfer in a form approved by the Paying Agent, duly executed. The District may charge a reasonable sum for each new Series H Bond issued upon any transfer.

Whenever any Series H Bond is surrendered for transfer, the District shall execute and the Paying Agent shall authenticate and deliver new Series H Bonds for like aggregate principal amount. No transfer of Series H Bonds is required to be made (a) during the period established by the Paying Agent for selection of Series H Bonds for redemption or (b) with respect to a Series H Bond which has been selected for redemption.

Section 2.07. Exchange of Series H Bonds. The Series H Bonds may be exchanged at the Office of the Paying Agent for a like aggregate principal amount of Series H Bonds of authorized denominations and of the same maturity. The District may charge a reasonable sum for each new Series H Bond issued upon any exchange (except in the case of any exchange of temporary Series H Bonds for definitive Series H Bonds). No exchange of Series H Bonds is required to be made (a) during the period established by the Paying Agent for selection of Series H Bonds for redemption or (b) with respect to a Series H Bond which has been selected for redemption.

Section 2.08. Registration Books. The Paying Agent shall keep or cause to be kept sufficient books for the registration and transfer of the Series H Bonds, which shall at all times be open to inspection by the District upon reasonable notice. Upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer the ownership of the Series H Bonds on the Registration Books.

Section 2.09. Book-Entry System. Except as provided below, DTC shall be the Owner of all of the Series H Bonds, and the Series H Bonds shall be registered in the name of Cede & Co. as nominee for DTC. The Series H Bonds shall be initially executed

and delivered in the form of a single fully registered Series H Bond for each maturity date of the Series H Bonds in the full aggregate principal amount of the Series H Bonds maturing on such date. The Paying Agent and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Series H Bonds registered in its name for all purposes of this Resolution, and neither the Paying Agent nor the District shall be affected by any notice to the contrary. The Paying Agent and the District have no responsibility or obligation to any Depository System Participant, any person claiming a beneficial ownership interest in the Series H Bonds under or through DTC or a Depository System Participant, or any other person which is not shown on the register of the District as being an owner, with respect to the accuracy of any records maintained by DTC or any Depository System Participant or the payment by DTC or any Depository System Participant by DTC or any Depository System Participant of any amount in respect of the principal or interest with respect to the Series H Bonds. The District shall cause to be paid all principal and interest with respect to the Series H Bonds only to DTC, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to the principal and interest with respect to the Series H Bonds to the extent of the sum or sums so paid. Except under the conditions noted below, no person other than DTC shall receive a Series H Bond. Upon delivery by DTC to the District of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the term "Cede & Co." in this Resolution shall refer to such new nominee of DTC.

If the District determines that it is in the best interest of the beneficial owners that they be able to obtain Series H Bonds and delivers a written certificate to DTC and the District to that effect, DTC shall notify the Depository System Participants of the availability through DTC of Series H Bonds. In such event, the District shall issue, transfer and exchange Series H Bonds as requested by DTC and any other owners in appropriate amounts. DTC may determine to discontinue providing its services with respect to the Series H Bonds at any time by giving notice to the District and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the District shall be obligated to deliver Series H Bonds as described in this Resolution. Whenever DTC requests the District to do so, the District shall cooperate with DTC in taking appropriate action after reasonable notice to (a) make available one or more separate Series H Bonds evidencing the Series H Bonds to any Depository System Participant having Series H Bonds credited to its DTC account or (b) arrange for another securities depository to maintain custody of certificates evidencing the Series H Bonds.

Notwithstanding any other provision of this Resolution to the contrary, so long as any Series H Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal and interest with respect to such Series H Bond and all notices with respect to such Series H Bond shall be made and given, respectively, to DTC as provided as in the representation letter relating to the Series H Bonds. The County, 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 Series H Bonds, and neither the County, the District nor the Paying Agent shall have any responsibility or obligation, legal or otherwise, to the beneficial owners of the Series H Bonds or to any other party, including the DTC or its successor.

ARTICLE III

SALE OF SERIES H BONDS; APPLICATION OF PROCEEDS

Section 3.01. Sale of Series H Bonds; Approval of Sale Documents.

(a) Negotiated Sale of Series H Bonds. The Board hereby requests the Board of Supervisors of the County to authorize the District to issue and sell the Series H Bonds on its own behalf under the Bond Law on a negotiated basis as hereinafter provided, pursuant to the provisions of Section 15140(b) of the Education Code. As provided in Section 53508.9 of the Bond Law, the Board hereby authorizes the negotiated sale of the Series H Bonds to the Underwriter pursuant to the Bond Purchase Agreement in substantially the form on file with the Secretary of the Board with such changes therein, deletions therefrom and modifications thereto as a District Representative may approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement. The Underwriter's discount shall not exceed 0.5% of the par amount of the Series H Bonds, and the Series H Bonds shall be sold at a true interest rate of not to exceed 8.00% per annum. The Board hereby authorizes a District Representative to execute and deliver the final form of the Bond Purchase Agreement in the name and on behalf of the District.

The Board has determined to authorize the sale of the Series H Bonds at a negotiated sale because (i) a negotiated sale provides more flexibility to choose the time and date of the sale which is advantageous in a volatile municipal bond market, (ii) the Underwriter is familiar with the financial and operating conditions of the District and the overall requirements of its financing plan, and (iii) a negotiated sale permits the Series H Bonds to be sold an expedited time schedule.

(b) Official Statement. The Board hereby approves and deems final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, the Preliminary Official Statement describing the Series H Bonds in the form on file with the Secretary of the Board. A District Representative is hereby individually authorized, at the request of the Underwriter, to execute an appropriate certificate affirming the Board's determination that the Preliminary Official Statement has been deemed final within the meaning of such Rule. A District Representative is hereby individually authorized and directed to approve any changes in or additions to a final form of the Official Statement, and the execution thereof by such District Representative shall be conclusive evidence of approval of any such changes and additions. The Board hereby authorizes the distribution of the Preliminary Official Statement and the Final Official Statement by the Underwriter. A District Representative shall execute the Final Official Statement in the name and on behalf of the District.

(c) Provisions of Bond Purchase Agreement to Control. The final terms and conditions of the Series H Bonds shall be as specified in the Bond Purchase Agreement. In the event of any inconsistency or conflict between the provisions of this Resolution and the Bond Purchase Agreement, the provisions of the Bond Purchase Agreement shall be controlling.

(d) Presentation of Actual Cost Information at Board Meeting. As required pursuant to Government Code Section 53509.5, after the sale of the Series H Bonds, the

Board shall present actual cost information for the sale at its next scheduled public meeting, and an itemized summary of the costs of the Series H Bond shall be submitted to the California Debt and Investment Advisory Commission.

Section 3.02. Application of Proceeds of Sale of Series H Bonds. The proceeds of the Series H Bonds shall be paid to the County Treasurer on the Closing Date, and shall be applied by the County Treasurer as follows:

- (a) The portion of the proceeds representing the premium (if any) received by the County Treasurer on the sale of the Series H Bonds shall be deposited in the Debt Service Fund.
- (b) A portion of the proceeds of the Series H Bonds shall be transferred to U.S. Bank National Association, as custodian under the agreement referred to in Section 3.05, to be applied to pay Costs of Issuance.
- (c) All remaining proceeds received by the County Treasurer from the sale of the Series H Bonds shall be deposited in the Building Fund which has been established by the Los Angeles County Office of Education.

Section 3.03. Building Fund. The District hereby directs the Los Angeles County Office of Education to establish, hold and maintain a fund to be known as the "Pomona Unified School District 2016 Election, Series H General Obligation Bonds Building Fund", to be maintained by the Los Angeles County Office of Education as a separate account, distinct from all other funds of the County and the District. The proceeds from the sale of the Series H Bonds, to the extent required under Section 3.02(c), shall be deposited in and credited to the Building Fund, and shall be expended by the District solely for the purposes for which the Series H Bond proceeds are authorized to be expended under the Ballot Measure, and for payment of Costs of Issuance to the extent not paid in accordance with Section 3.05. All interest and other gain arising from the investment of amounts deposited to the Building Fund shall be retained in the Building Fund and used for the purposes thereof.

At the Written Request of the District filed with the Los Angeles County Office of Education, any amounts remaining on deposit in the Building Fund and not needed for the purposes thereof shall be withdrawn from the Building Fund and transferred to the Debt Service Fund, to be applied to pay the principal of and interest on the Series H Bonds. If there remain excess amounts on deposit in the Building Fund, after payment in full of the Series H Bonds and other outstanding general obligation bonds of the District, such excess amounts shall be transferred to the general fund of the District, to be applied for the purposes for which the Series H Bonds have been authorized or otherwise in accordance with the Bond Law.

The County has no responsibility and assumes no liability whatsoever arising from the expenditure of the proceeds of the Series H Bonds by the District.

Section 3.04. Professional Services. The firm of Jones Hall, A Professional Law Corporation, has previously been engaged to act as the District's bond counsel and disclosure counsel, in connection with the original authorization of Measure P, which engagement is hereby confirmed. The firm of Isom Advisors, a Division of Urban Futures,

Inc., has previously been engaged to act as the Municipal Advisor in connection with the issuance of bonds by the District, including but not limited to the Series H Bonds, which engagement is hereby confirmed. The estimated costs of issuance associated with the issuance of the Series H Bonds are set forth in Appendix B.

Section 3.05. Costs of Issuance Custodian Agreement. In order to provide for the payment of the Costs of Issuance, the Board hereby authorizes a District Representative to enter into a Costs of Issuance Custodian Agreement relating to the Series H Bonds with U.S. Bank National Association in the form on file with the Clerk of the Board. The Board hereby authorizes a District Representative to approve the final form of said Costs of Issuance Custodian Agreement and to execute and deliver said agreement in the name and on behalf of the District. Pursuant to Section 3.02(b), a portion of the proceeds of sale of the Series H Bonds shall be deposited with said custodian and shall be applied thereunder to the payment of Costs of Issuance in accordance with written requisitions to be submitted by a District Representative in accordance with said agreement.

Section 3.06. Approval of Actions to Close Bond Issuance. Each District Representative, and any and all other officers of the District, are each authorized and directed in the name and on behalf of the District to execute and deliver any and all certificates, requisitions, agreements, notices, consents, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate the lawful issuance, sale and delivery of the Series H Bonds. Whenever in this Resolution any officer of the District is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on their behalf if such officer is absent or unavailable.

ARTICLE IV

SECURITY FOR THE SERIES H BONDS; DEBT SERVICE FUND

Section 4.01. Security for the Series H Bonds. The Series H Bonds are general obligations of the District, payable from the levy of *ad valorem* taxes upon all property within the District subject to taxation, without limitation of rate or amount, in accordance with and subject to Sections 15250 and 15252 of the Education Code. The Board hereby requests the Board of Supervisors of the County to levy such *ad valorem* taxes in an amount sufficient to pay the principal of and interest on the Series H Bonds when due, and to direct the Auditor-Controller of the County of Los Angeles to place on its tax rolls, taxes which are sufficient to fulfill the requirements of the debt service schedule provided to the Auditor-Controller for that purpose. When collected, such *ad valorem* taxes shall be paid to the County Treasurer and deposited in the Debt Service Fund.

The principal of and interest on the Series H Bonds do not constitute a debt of the County, the State of California, or any of its political subdivisions other than the District, or any of the officers, agents or employees thereof. Neither the County, the State of California, any of its political subdivisions nor any of the officers, agents or employees thereof are liable on the Series H Bonds. In no event are the principal of and interest on Series H Bonds payable out of any funds or properties of the District other than *ad valorem*

taxes levied on taxable property in the District. The Series H Bonds, including the interest thereon, are payable solely from taxes levied under Sections 15250 and 15252 of the Education Code.

As required by Education Code Section 15140(c), the District shall transmit a copy of this Resolution, together with the debt service schedule for the Series H Bonds, to the office of the County Auditor-Controller and the County Treasurer in sufficient time to permit the County to establish tax rates for the Series H Bonds.

Section 4.02. Establishment of Debt Service Fund. The District hereby directs the County Treasurer to establish, hold and maintain a fund to be known as the “Pomona Unified School District 2016 Election, Series H General Obligation Bonds Debt Service Fund”, which the County Treasurer shall maintain as a separate account, distinct from all other funds of the County and the District. All taxes levied by the County, at the request of the District, for the payment of the principal of and interest on the Series H Bonds shall be deposited in the Debt Service Fund by the County promptly upon the apportionment of said levy.

Section 4.03. Disbursements From Debt Service Fund. The County shall administer the Debt Service Fund and make disbursements therefrom in the manner set forth in this Section. The County shall transfer amounts on deposit in the Debt Service Fund, to the extent necessary to pay the principal of and interest on the Series H Bonds when due and payable, to the Paying Agent which, in turn, shall pay such moneys to DTC to pay the principal of and interest on the Series H Bonds. DTC will thereupon make payments of principal and interest on the Series H Bonds to the DTC Participants who will thereupon make payments of principal and interest to the beneficial owners of the Series H Bonds. Any moneys remaining in the Debt Service Fund after the Series H Bonds and the interest thereon have been paid, shall be transferred to any other interest and sinking fund for general obligation bond indebtedness of the District, and in the event there is no such debt outstanding, shall be transferred to the District’s general fund upon the order of the County Auditor-Controller, as provided in Section 15234 of the Education Code.

Section 4.04. Pledge of Taxes. The District hereby pledges all revenues from the property taxes collected from the levy by the Board of Supervisors of the County for the payment of the Series H Bonds and amounts on deposit in the Debt Service Fund to the payment of the principal or redemption price of and interest on the Series H Bonds, including the principal of any Term Bonds required to be paid upon the mandatory sinking fund redemption thereof. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the Series H Bonds and successors thereto. The property taxes and amounts held in the Debt Service Fund shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the interest and sinking fund to secure the payment of the Series H 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 and without the need of any physical delivery, recordation, filing, or further act. This pledge constitutes an agreement between the District and owners of the Series H Bonds to provide security for the Series H Bonds in addition to any statutory lien that may exist, and such pledge is hereby extended to secure the payment of all other outstanding general obligation bonds of the District which are payable from amounts on deposit in the interest and sinking fund of the District. The District hereby represents and warrants that all of its general obligation bonds, including the Series H Bonds are or were

issued to finance or refinance one or more of the projects specified in the applicable voter-approved measure.

Section 4.05. Investments. All moneys held in any of the funds or accounts established with the County Treasurer hereunder shall be invested in accordance with the investment policies of the County, as such policies exist at the time of investment. Obligations purchased as an investment of moneys in any fund or account shall be deemed to be part of such fund or account.

All interest or gain derived from the investment of amounts in any of the funds or accounts established hereunder shall be deposited in the fund or account from which such investment was made, and shall be expended for the purposes thereof. The District covenants that all investments of amounts deposited in any fund or account created by or under this Resolution, or otherwise containing proceeds of the Series H Bonds, shall be acquired and disposed of at the Fair Market Value thereof. For purposes of this Section, the term "Fair Market Value" shall mean, with respect to any investment, the price at which a willing buyer would purchase such investment from a willing seller in a bona fide, arm's length transaction (determined as of the date the contract to purchase or sell the investment becomes binding) if the investment is traded on an established securities market (within the meaning of Section 1273 of the Tax Code) and, otherwise, the term "Fair Market Value" means the acquisition price in a bona fide arm's length transaction (as described above) if (i) the investment is a certificate of deposit that is acquired in accordance with applicable regulations under the Tax Code, (ii) the investment is an agreement with specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate (for example, a guaranteed investment contract, a forward supply contract or other investment agreement) that is acquired in accordance with applicable regulations under the Tax Code, or (iii) the investment is a United States Treasury Security - State and Local Government Series that is acquired in accordance with applicable regulations of the United States Bureau of Public Debt.

ARTICLE V

OTHER COVENANTS OF THE DISTRICT

Section 5.01. Punctual Payment. The Board hereby directs the County to levy *ad valorem* taxes, as provided in Section 15250 of the Education Code, so as to enable the District to punctually pay, or cause to be paid, the principal of and interest on the Series H Bonds, in conformity with the terms of the Series H Bonds and of this Resolution. Nothing herein contained prevents the District from making advances of its own moneys howsoever derived to any of the uses or purposes permitted by law.

Section 5.02. Books and Accounts; Financial Statements. The District shall keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the District in which complete and correct entries are made of all transactions relating to the expenditure of the proceeds of the Series H Bonds. Such books of record and accounts shall at all times during business hours be subject to the inspection of the Paying Agent and the Owners of not less than 10% in aggregate principal amount of the Series H Bonds then Outstanding, or their representatives authorized in writing.

Section 5.03. Protection of Security and Rights of Series H Bond Owners.

The District shall preserve and protect the security of the Series H Bonds and the rights of the Series H Bond Owners, and shall warrant and defend their rights against all claims and demands of all persons. Following the issuance of the Series H Bonds by the District, the Series H Bonds shall be incontestable by the District.

Section 5.04. Tax Covenants. It is intended that interest on the Series H Bonds shall be issued as federally tax-exempt obligations under the Tax Code. However, a portion of the Series H Bonds may be issued on a federally taxable basis in the event and to the extent required under the Tax Code in the opinion of Bond Counsel. The following provisions of this Section shall apply to those Series H Bonds which are issued on a federally tax-exempt basis.

(a) Private Activity Bond Limitation. The District shall assure that the proceeds of the Series H Bonds are not so used as to cause the Series H Bonds to satisfy the private business tests of Section 141(b) of the Tax Code or the private loan financing test of Section 141(c) of the Tax Code.

(b) Federal Guarantee Prohibition. The District shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause any of the Series H Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Tax Code.

(c) No Arbitrage. The District shall not take, or permit or suffer to be taken by the Paying Agent or the County or otherwise, any action with respect to the proceeds of the Series H Bonds which, if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the Closing Date would have caused the Series H Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Tax Code.

(d) Maintenance of Tax-Exemption. The District shall take all actions necessary to assure the exclusion of interest on the Series H Bonds from the gross income of the Owners of the Series H Bonds to the same extent as such interest is permitted to be excluded from gross income under the Tax Code as in effect on the Closing Date.

(e) Rebate of Excess Investment Earnings to United States. The District shall calculate or cause to be calculated excess investment earnings with respect to the Series H Bonds which are required to be rebated to the United States of America under Section 148(f) of the Tax Code, and shall pay the full amount of such excess investment earnings to the United States of America in such amounts, at such times and in such manner as may be required under the Tax Code, if and to the extent such Section 148(f) is applicable to the Series H Bonds. Such payments shall be made by the District from any source of legally available funds of the District. The District shall keep or cause to be kept, and retain or cause to be retained for a period of six years following the retirement of the Series H Bonds, records of the determinations made under this subsection. In order to provide for the administration of this subsection, the District may provide for the employment of independent attorneys, accountants and consultants compensated on such reasonable basis as the District deems appropriate.

Section 5.05. Continuing Disclosure. The District hereby covenants and agrees that it shall comply with and carry out all of the provisions of the Continuing Disclosure

Certificate, which shall be executed by a District Representative and delivered on the Closing Date. Notwithstanding any other provision of this Resolution, failure of the District to comply with the Continuing Disclosure Certificate shall not constitute a default by the District hereunder or under the Series H Bonds; however, any Participating Underwriter (as such term is defined in the Continuing Disclosure Certificate) or any holder or beneficial owner of the Series H Bonds may, take such actions as may be necessary and appropriate to compel performance, including seeking mandate or specific performance by court order.

Section 5.06. CDIAAC Annual Reporting. The District hereby covenants and agrees that it shall comply with the provisions of California Government Code Section 8855(k) with respect to annual reporting to the California Debt and Investment Advisory Commission. Said reporting shall occur at the times and include the types of information as set forth therein. Notwithstanding any other provision of this Resolution, failure of the District to comply with said reporting shall not constitute a default by the District hereunder or under the Series H Bonds.

Section 5.07. Further Assurances. The District shall adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Resolution, and for the better assuring and confirming unto the Owners of the Series H Bonds of the rights and benefits provided in this Resolution.

ARTICLE VI

THE PAYING AGENT

Section 6.01. Appointment of Paying Agent. The County Treasurer is hereby appointed to act as Paying Agent for the Series H Bonds and, in such capacity, shall also act as registration agent and authentication agent for the Series H Bonds. The Paying Agent undertakes to perform such duties, and only such duties, as are specifically set forth in this Resolution, and even during the continuance of an event of default with respect to the Series H Bonds, no implied covenants or obligations shall be read into this Resolution against the Paying Agent. The County Treasurer is authorized to contract with any third party to perform the services of Paying Agent under this Resolution.

The District may remove the Paying Agent initially appointed, and any successor thereto, and may appoint a successor or successors thereto, but any such successor shall be a bank or trust company doing business and having an office in the State of California, having a combined capital (exclusive of borrowed capital) and surplus of at least \$100,000,000, and subject to supervision or examination by federal or state authority. If such bank or trust company publishes a report of condition at least annually, under law or to the requirements of any supervising or examining authority above referred to, then for the purposes of this Section 6.01 the combined capital and surplus of such bank or trust company shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

The Paying Agent may at any time resign by giving written notice to the District and the Series H Bond Owners of such resignation. Upon receiving notice of such resignation, the District shall promptly appoint a successor Paying Agent by an instrument in writing. Any resignation or removal of the Paying Agent and appointment of a successor

Paying Agent shall become effective upon acceptance of appointment by the successor Paying Agent.

Section 6.02. Paying Agent May Hold Series H Bonds. The Paying Agent may become the owner of any of the Series H Bonds in its own or any other capacity with the same rights it would have if it were not Paying Agent.

Section 6.03. Liability of Paying Agent. The recitals of facts, covenants and agreements herein and in the Series H Bonds contained shall be taken as statements, covenants and agreements of the District, and the Paying Agent assumes no responsibility for the correctness of the same, nor makes any representations as to the validity or sufficiency of this Resolution or of the Series H Bonds, nor shall incur any responsibility in respect thereof, other than as set forth in this Resolution. The Paying Agent is not liable in connection with the performance of its duties hereunder, except for its own negligence or willful default.

In the absence of bad faith, the Paying Agent may conclusively rely, as to the truth of the statements and the correctness of the opinions expressed therein, upon certificates or opinions furnished to the Paying Agent and conforming to the requirements of this Resolution.

The Paying Agent is not liable for any error of judgment made in good faith by a responsible officer of its corporate trust department in the absence of the negligence of the Paying Agent.

No provision of this Resolution requires the Paying Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder, or in the exercise of any of its rights or powers, if it has reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is not reasonably assured to it.

The Paying Agent may execute any of the powers hereunder or perform any duties hereunder either directly or by or through agents or attorneys and the Paying Agent is not responsible for any misconduct or negligence on the part of any agent or attorney appointed with due care by it hereunder.

Section 6.04. Notice to Paying Agent. The Paying Agent may rely and is protected in acting or refraining from acting upon any notice, resolution, request, consent, order, certificate, report, warrant, bond or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or proper parties. The Paying Agent may consult with counsel, who may be counsel to the District, with regard to legal questions, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance therewith.

Whenever in the administration of its duties under this Resolution the Paying Agent deems it necessary or desirable that a matter be proved or established prior to taking or suffering any action hereunder, such matter (unless other evidence in respect thereof is specifically prescribed in this Resolution) may, in the absence of bad faith on the part of the Paying Agent, be deemed to be conclusively proved and established by a certificate of the District, and such certificate shall be full warrant to the Paying Agent for any action

taken or suffered under the provisions of this Resolution upon the faith thereof, but in its discretion the Paying Agent may, in lieu thereof, accept other evidence of such matter or may require such additional evidence as to it may seem reasonable.

Section 6.05. Compensation; Indemnification. The District shall pay to the Paying Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of their attorneys, agents and employees, incurred in and about the performance of their powers and duties under this Resolution. The District further agrees to indemnify the Paying Agent against any liabilities which it may incur in the exercise and performance of its powers and duties hereunder which are not due to its negligence or bad faith.

ARTICLE VII

REMEDIES OF THE SERIES H BOND OWNERS

Section 7.01. Remedies of Series H Bond Owners. Any Series H Bond Owner has the right, for the equal benefit and protection of all Series H Bond Owners similarly situated:

- (a) by mandamus, suit, action or proceeding, to compel the District and its members, officers, agents or employees to perform each and every term, provision and covenant contained in this Resolution and in the Series H Bonds, and to require the carrying out of any or all such covenants and agreements of the District and the fulfillment of all duties imposed upon it;
- (b) by suit, action or proceeding in equity, to enjoin any acts or things which are unlawful, or the violation of any of the Series H Bond Owners' rights; or
- (c) upon the happening and continuation of any default by the District hereunder or under the Series H Bonds, by suit, action or proceeding in any court of competent jurisdiction, to require the District and its members and employees to account as if it and they were the trustees of an express trust.

Section 7.02. Remedies Not Exclusive. No remedy herein conferred upon the Owners of the Series H Bonds is exclusive of any other remedy. Each and every remedy is cumulative and may be exercised in addition to every other remedy given hereunder or thereafter conferred on the Series H Bond Owners.

Section 7.03. Non-Waiver. Nothing in this Article or in any other provision of this Resolution or in the Series H Bonds, affects or impairs the obligation of the District, which is absolute and unconditional, to pay the principal of and interest on the Series H Bonds to the respective Owners of the Series H Bonds at the respective dates of maturity, as herein provided, or affects or impairs the right of action against the District, which is also absolute and unconditional, of such Owners to institute suit against the District to enforce such payment by virtue of the contract embodied in the Series H Bonds.

A waiver of any default by any Series H Bond Owner shall not affect any subsequent default or impair any rights or remedies on the subsequent default. No delay or omission of any Owner of any of the Series H Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein, and every power and remedy conferred upon the Series H Bond Owners by this Article may be enforced and exercised from time to time and as often as shall be deemed expedient by the Owners of the Series H Bonds.

If a suit, action or proceeding to enforce any right or exercise any remedy be abandoned or determined adversely to the Series H Bond Owners, the District and the Series H Bond Owners shall be restored to their former positions, rights and remedies as if such suit, action or proceeding had not been brought or taken.

ARTICLE VIII

AMENDMENT OF THIS RESOLUTION

Section 8.01. Amendments Effective Without Consent of the Owners. The Board may amend this Resolution from time to time, without the consent of the Owners of the Series H Bonds, for any one or more of the following purposes:

- (a) to add to the covenants and agreements of the District in this Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;
- (b) to confirm, as further assurance, any pledge under, and to subject to any lien or pledge created or to be created by, this Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under this Resolution;
- (c) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in this Resolution, in a manner which does not materially adversely affect the interests of the Series H Bond Owners in the opinion of Bond Counsel filed with the District; or
- (d) to make such additions, deletions or modifications as may be necessary or desirable to assure the exemption from federal income taxation of interest on the Series H Bonds.

Section 8.02. Amendments Effective With Consent of the Owners. The Board may amend this Resolution from time to time for any purpose not set forth in Section 8.01, with the written consent of the Owners of a majority in aggregate principal amount of the Series H Bonds which are Outstanding at the time such consent is given.

Any of the following amendments of this Resolution may be made only with the prior written consent of the Owners of all Outstanding Series H Bonds: (a) a change in the terms of maturity of the principal of any Outstanding Series H Bonds or of any interest

payable thereon or a reduction in the principal amount thereof or in the rate of interest thereon, (b) a reduction of the percentage of Series H Bonds the consent of the Owners of which is required to effect any such modification or amendment, (c) a change in the provisions of Section 7.01 relating to remedies of the Series H Bond Owners, or (d) a reduction in the amount of moneys pledged for the repayment of the Series H Bonds. No amendment may be made to the rights or obligations of any Paying Agent without its written consent.

ARTICLE IX
MISCELLANEOUS

Section 9.01. Benefits of Resolution Limited to Parties. Nothing in this Resolution, expressed or implied, gives any person other than the District, the County, the Paying Agent and the Owners of the Series H Bonds, any right, remedy, claim under or by reason of this Resolution. The covenants, stipulations, promises or agreements in this Resolution are for the sole and exclusive benefit of the Owners of the Series H Bonds.

Section 9.02. Defeasance of Series H Bonds.

(a) Discharge of Resolution. The Series H Bonds may be paid by the District in any of the following ways, provided that the District also pays or causes to be paid any other sums payable hereunder by the District:

- (i) by paying or causing to be paid the principal or redemption price of and interest on such Series H Bonds, as and when the same become due and payable;
- (ii) by irrevocably depositing, in trust, at or before maturity, money or securities in the necessary amount (as provided in Section 9.02(c) hereof) to pay such Series H Bonds; or
- (iii) by delivering such Series H Bonds to the Paying Agent for cancellation by it.

If the District pays all Outstanding Series H Bonds and also pays or causes to be paid all other sums payable hereunder by the District, then and in that case, at the election of the District (evidenced by a certificate of a District Representative filed with the Paying Agent, signifying the intention of the District to discharge all such indebtedness and this Resolution), and notwithstanding that any Series H Bonds have not been surrendered for payment, this Resolution and other assets made under this Resolution and all covenants, agreements and other obligations of the District under this Resolution shall cease, terminate, become void and be completely discharged and satisfied, except only as provided in Section 9.02(b). In that event, upon request of the District, the Paying Agent shall cause an accounting for such period or periods as may be requested by the District to be prepared and filed with the District and shall execute and deliver to the District all such instruments as may be necessary to evidence such discharge and satisfaction, and the Paying Agent shall pay over, transfer, assign or deliver to the District all moneys or securities or other property held by it under this Resolution which are not required for the

payment or redemption of Series H Bonds not theretofore surrendered for such payment or redemption.

(b) Discharge of Liability on Series H Bonds. Upon the deposit, in trust, at or before maturity, of money or securities in the necessary amount (as provided in Section 9.02(c) hereof) to pay or redeem any Outstanding Series H Bond (whether upon or prior to its maturity or the redemption date of such Series H Bond), provided that, if such Series H Bond is to be redeemed prior to maturity, notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice, then all liability of the District in respect of such Series H Bond shall cease and be completely discharged, except only that thereafter the Owner thereof shall be entitled only to payment of the principal of and interest on such Series H Bond by the District, and the District shall remain liable for such payment, but only out of such money or securities deposited with the Paying Agent as aforesaid for such payment, provided further, however, that the provisions of Section 9.02(d) shall apply in all events.

The District may at any time surrender to the Paying Agent for cancellation by it any Series H Bonds previously issued and delivered, which the District may have acquired in any manner whatsoever, and such Series H Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

(c) Deposit of Money or Securities with Paying Agent. Whenever in this Resolution it is provided or permitted that there be deposited with or held in trust by the Paying Agent money or securities in the necessary amount to pay or redeem any Series H Bonds, the money or securities so to be deposited or held may include money or securities held by the Paying Agent in the funds and accounts established under this Resolution and shall be:

- (i) lawful money of the United States of America in an amount equal to the principal amount of such Series H Bonds and all unpaid interest thereon to maturity, except that, in the case of Series H Bonds which are to be redeemed prior to maturity and in respect of which notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice, the amount to be deposited or held shall be the principal amount or redemption price of such Series H Bonds and all unpaid interest thereon to the redemption date; or
- (ii) Federal Securities (not callable by the issuer thereof prior to maturity) the principal of and interest on which when due, in the opinion of a certified public accountant delivered to the District, will provide money sufficient to pay the principal or redemption price of and all unpaid interest to maturity, or to the redemption date, as the case may be, on the Series H Bonds to be paid or redeemed, as such principal or redemption price and interest become due, provided that, in the case of Series H Bonds which are to be redeemed prior to the maturity thereof, notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice.

(d) Payment of Series H Bonds After Discharge of Resolution. Notwithstanding any provisions of this Resolution, any moneys held by the Paying Agent in trust for the payment of the principal or redemption price of, or interest on, any Series H Bonds and remaining unclaimed for two years after the principal of all of the Series H Bonds has become due and payable (whether at maturity or upon call for redemption), if such moneys were so held at such date, or two years after the date of deposit of such moneys if deposited after said date when all of the Series H Bonds became due and payable, shall, upon request of the District, be repaid to the District and all liability of the Paying Agent with respect to such moneys shall thereupon cease; *provided, however*, that before the repayment of such moneys to the District as aforesaid, the Paying Agent may (at the cost of the District) first mail to the Owners of all Series H Bonds which have not been paid at the addresses shown on the Registration Books a notice in such form as may be deemed appropriate by the Paying Agent, with respect to the Series H Bonds so payable and not presented and with respect to the provisions relating to the repayment to the District of the moneys held for the payment thereof.

Section 9.03. Execution of Documents and Proof of Ownership. Any request, declaration or other instrument which this Resolution may require or permit to be executed by Series H Bond Owners may be in one or more instruments of similar tenor, and shall be executed by Series H Bond Owners in person or by their attorneys appointed in writing.

Except as otherwise herein expressly provided, the fact and date of the execution by any Series H Bond Owner of such request, declaration or other instrument, or of such writing appointing such attorney, may be proved by the certificate of any notary public or other officer authorized to take acknowledgments of deeds to be recorded in the state in which he purports to act, that the person signing such request, declaration or other instrument or writing acknowledged to him the execution thereof, or by an affidavit of a witness of such execution, duly sworn to before such notary public or other officer.

Except as otherwise herein expressly provided, the ownership of registered Series H Bonds and the amount, maturity, number and date of holding the same shall be proved by the Registration Books.

Any request, declaration or other instrument or writing of the Owner of any Series H Bond shall bind all future Owners of such Series H Bond in respect of anything done or suffered to be done by the District or the Paying Agent in good faith and in accordance therewith.

Section 9.04. Waiver of Personal Liability. No Board member, officer, agent or employee of the District shall be individually or personally liable for the payment of the principal of or interest on the Series H Bonds; but nothing herein contained shall relieve any such Board member, officer, agent or employee from the performance of any official duty provided by law.

Section 9.05. Non-Liability of County; Indemnification. Notwithstanding anything stated to the contrary in this Resolution, the Series H Bonds are not a debt of the County, including its Board of Supervisors, officers, officials, agents and employees, and the County, including its Board of Supervisors, officers, officials, agents and employees, has no obligation to repay the Series H Bonds. Neither the County, nor its Board of Supervisors, nor any officer, official, agent or employee of the County, shall have any obligation or liability hereunder or in connection with the transactions contemplated hereby

other than as specified in the Education Code. The Series H Bonds, including the interest thereon, are payable solely from taxes levied under Sections 15250 and 15252 of the Education Code. The County has no responsibility and assume no liability whatsoever arising from the expenditure of the proceeds of the Series H Bonds by the District.

The County (including its officers, agents and employees) shall undertake only those duties of the County under this Resolution which are specifically set forth in this Resolution, and even during the continuance of an event of default with respect to the Series H Bonds, no implied covenants or obligations shall be read into this Resolution against the County (including its officers, agents and employees).

The District further agrees to indemnify, defend and save the County (including its officers, agents and employees) harmless against any and all liabilities, costs, expenses, damages and claims which it may incur in the exercise and performance of its powers and duties hereunder which are not due to its negligence or bad faith.

Section 9.06. Destruction of Canceled Series H Bonds. Whenever in this Resolution provision is made for the surrender to the District of any Series H Bonds which have been paid or canceled under the provisions of this Resolution, a certificate of destruction duly executed by the Paying Agent shall be deemed to be the equivalent of the surrender of such canceled Series H Bonds and the District shall be entitled to rely upon any statement of fact contained in any certificate with respect to the destruction of any such Series H Bonds therein referred to.

Section 9.07. Partial Invalidity. If any section, paragraph, sentence, clause or phrase of this Resolution shall for any reason be held illegal or unenforceable, such holding shall not affect the validity of the remaining portions of this Resolution. The District hereby declares that it would have adopted this Resolution and each and every other section, paragraph, sentence, clause or phrase hereof and authorized the issue of the Series H Bonds pursuant thereto irrespective of the fact that any one or more sections, paragraphs, sentences, clauses, or phrases of this Resolution may be held illegal, invalid or unenforceable. If, by reason of the judgment of any court, the District is rendered unable to perform its duties hereunder, all such duties and all of the rights and powers of the District hereunder shall be assumed by and vest in the Chief Business Officer of the District in trust for the benefit of the Series H Bond Owners.

Section 9.08. Effective Date of Resolution. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED, APPROVED AND ADOPTED by the Board of Education of the Pomona Unified School District on this 12th day of June 2024.

**POMONA UNIFIED SCHOOL DISTRICT
PRESIDENT, BOARD OF EDUCATION AND SUPERINTENDENT**

AYES: Lorena Gonzalez, Arturo Jimenez, Patricia Tye, Lisa Nashua

NOES:

ABSENT: Roberta Perlman



Arturo Jimenez, President



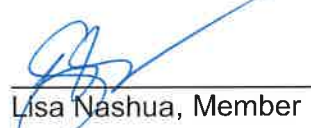
Patricia Tye, Vice President



Roberta Perlman, Member



Lorena Gonzalez, Member



Lisa Nashua, Member



Darren Knowles, Superintendent
and Secretary, Board of Education