

Walnut Valley Unified School District

"KIDS FIRST - Every Student, Every Day"

Robert Taylor, Ed.D., Superintendent
880 S. Lemon Avenue • Walnut, California 91789 • Tel. (909) 595-1261

April 29, 2026

The Honorable Board of Supervisors
County of Los Angeles
c/o Cristina Talamantes, Head Board Specialist
383 Hall of Administration
500 W. Temple Street
Los Angeles, CA 90012

Re: Walnut Valley Unified School District, 2026 General Obligation Refunding Bonds:
Request to the Los Angeles County Board of Supervisors to Levy Taxes and to Direct the
Auditor-Controller to Maintain Taxes on Tax Roll

Dear Supervisors:

At this time, Walnut Valley Unified School District (the "District") has authorized and intends to issue its 2026 General Obligation Refunding Bonds in an aggregate principal amount not-to-exceed \$28,000,000 (the "Bonds") to refund certain outstanding general obligation bonds of the District. The above action was approved by a resolution adopted on April 15, 2026 ("District Resolution") by the Board of Trustees of the District ("District Board"), pursuant to California Government Code Sections 53550 and 53580 *et seq.* and other applicable provisions of law with respect to the Bonds. The District Resolution is in full force and effect and the District Board has taken no action to amend or rescind the District Resolution. A signed copy of the District Resolution is enclosed with this letter.

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 Bonds and to direct the Auditor-Controller of the County to maintain these taxes on the tax roll every year, beginning with fiscal year 2026-27, according to a debt service schedule and instructions that will be provided upon the sale of the Bonds, and to direct the County Treasurer and Tax Collector to serve as the Paying Agent for the Bonds.

IT IS THEREFORE REQUESTED THAT:

1. The Board of Supervisors adopt the County Resolution at the next available Board of Supervisors meeting.
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:


- A. one (1) *certified copy* of the County Resolution to the District's Bond Counsel, Racquel Dadian, Esq., of Dannis Woliver Kelly, via email at rdadian@dwkesq.com; and
- B. one (1) copy of the County Resolution to each of the following:
- Los Angeles County Treasurer and Tax Collector
Attention: John Patterson
500 W. Temple Street, Suite 432
Los Angeles, CA 90012
 - Los Angeles County Auditor-Controller
Attention: Rachelene R. Rosario
500 W. Temple Street, Suite 603
Los Angeles, CA 90012
 - Los Angeles County Counsel
Attention: Debbie Cho, Esq.
500 W. Temple Street, Room 648
Los Angeles, CA 90012

Please contact the undersigned if you have any questions, or need anything additional from us, relating to this request.

Sincerely,

WALNUT VALLEY UNIFIED SCHOOL DISTRICT

By: _____


Matthew A. Torres, Ed.D.
Deputy Superintendent

Enclosures: District Resolution
County Resolution

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA, AUTHORIZING THE LEVY OF TAXES FOR WALNUT VALLEY UNIFIED SCHOOL DISTRICT 2026 GENERAL OBLIGATION REFUNDING BONDS, DESIGNATING THE PAYING AGENT THEREFOR, AND DIRECTING THE COUNTY AUDITOR-CONTROLLER TO MAINTAIN TAXES ON THE TAX ROLL

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 (commencing with sections 53550 and 53580, respectively) of Part 1 of Division 2 of Title 5 of the California Government Code (the "Refunding Bond Law"), the Walnut Valley Unified School District (the "District") is empowered to issue general obligation refunding bonds without submitting the question of the issuance of the refunding bonds to a vote of the qualified electors of the local agency;

WHEREAS, the Board of Trustees of the District (the "District Board") has previously issued or caused to be issued the Walnut Valley Unified School District (Los Angeles County, California) 2016 General Obligation Refunding Bonds, dated May 11, 2016, in the principal amount of \$40,660,000 (the "Prior Bonds");

WHEREAS, the District Board has adopted and filed with the Executive Officer-Clerk of the Board of Supervisors (the "Board of Supervisors") of the County of Los Angeles (the "County"), a resolution adopted on April 15, 2026 (the "District Resolution") providing for the issuance and sale of refunding bonds, styled as the "Walnut Valley Unified School District (Los Angeles County, California) 2026 General Obligation Refunding Bonds" (the "Bonds") with appropriate additional or other series designations, in an aggregate principal amount not to exceed \$28,000,000, in order to refund all or a portion of the Prior Bonds, pursuant to the Refunding Bond Law;

WHEREAS, the District Board, through the District Resolution, has requested that the Board of Supervisors levy taxes in an amount sufficient to pay the principal of and interest on the Bonds when due, and to direct the Auditor-Controller of the County (the "Auditor-Controller") to maintain on its 2026-27 tax roll, and all subsequent tax rolls, taxes sufficient to fulfill the requirements of the debt service schedule for the Bonds that will be provided to the Auditor Controller by the District following the sale of the 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 Bonds.

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

Section 1. Recitals. That all of the above recitals are true and correct.

Section 2. 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 Bonds.

Section 3. Preparation of Tax Roll. That the Auditor-Controller is hereby directed to maintain on its 2026-27 tax roll, and all subsequent tax rolls until the Bonds are paid in accordance with their terms, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the Bonds, which will be provided to the Auditor-Controller by the District following the sale of the Bonds.

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

Section 5. Indemnification of County. That the County acknowledges and relies upon the fact that the District Resolution provides that the District shall indemnify the County, its officers, agents and employees against any and all losses, claims, actions, suits, judgments, demands, damages, liabilities and expenses (including attorney fees and costs of investigation) of any nature arising out of any action or inaction of the District with respect to the issuance of the Bonds.

Section 6. Effective Date. That this Resolution shall take effect immediately upon its passage.

[Remainder of page intentionally left blank.]

The foregoing resolution was adopted on the ____ day of _____, 2026, 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 of Supervisors 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

WALNUT VALLEY UNIFIED SCHOOL DISTRICT

Business Services Division

WVUSD RESOLUTION NUMBER 26-19

AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF ITS 2026 GENERAL OBLIGATION REFUNDING BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$28,000,000, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the Board of Trustees (the “Board”) of the Walnut Valley Unified School District (the “District”) located in Los Angeles County (the “County”), State of California, has previously issued or caused to be issued the Walnut Valley Unified School District (Los Angeles County, California) 2016 General Obligation Refunding Bonds, dated May 11, 2026, in the principal amount of \$40,660,000 (the “Prior Bonds”), pursuant to a resolution dated March 16, 2016; and

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 (commencing with Section 53550) of Part 1 of Division 2 of Title 5 of the California Government Code (the “Act”), the District is empowered to issue general obligation refunding bonds without submitting the question of the issuance of the refunding bonds to a vote of the qualified electors of the local agency; and

WHEREAS, the Board deems it necessary and desirable to authorize the issuance of a series of general obligation refunding bonds to refund a portion of the outstanding Prior Bonds (the “Refunded Bonds”) on a current basis pursuant to this Resolution and in conformity with the Act, to be designated as the “Walnut Valley Unified School District (Los Angeles County, California) 2026 General Obligation Refunding Bonds” (the “Bonds”) according to the terms and in the manner hereinafter set forth, including sale of the Bonds via competitive bid; and

WHEREAS, the total net interest cost to maturity on the Bonds plus the principal amount of the Bonds, will not exceed the total net interest cost to maturity on the Refunded Bonds plus the principal amount of the Refunded Bonds; and

WHEREAS, the District is authorized by Section 53506 et seq. of the Government Code to sell bonds by public or private sale, and if sold by competitive sale, the Bonds may be sold without the specific authorization of the sale by the County; and

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 Bonds, the Purchaser must have reasonably determined that the issuer or other obligated person has undertaken, in a written agreement or contract for the benefit of the holders of the Bonds, to provide disclosure of certain financial information and certain listed events on an ongoing basis; and

WHEREAS, in order to cause such requirement to be satisfied, the District desires to execute and deliver a continuing disclosure agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution (the “Continuing Disclosure Agreement”); and

WHEREAS, the preliminary official statement to be distributed in connection with the public offering of the Bonds, with such changes, insertions, and omissions as are made pursuant to this Resolution (the “Preliminary Official Statement”), has been prepared and is presented at this meeting; and

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

WHEREAS, the District desires that the County Auditor-Controller annually establish tax rates on taxable property within the District for repayment of the Bonds, pursuant to Sections 29100-29103 of the California Government Code, that the Board of Supervisors of the County annually approve the levy of such tax, and the County Treasurer annually collect such tax and apply the proceeds thereof to the payment of principal of and interest on the Bonds when due; and

WHEREAS, all acts, conditions, and things required by the California Constitution and laws of 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 the Walnut Valley Unified School District Governing Board, as follows:

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

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.

- a) **“Authorized Officers”** means the President of the Board, or such other member of the Board as the President may designate, the Superintendent of the District, and the Deputy Superintendent, Business Services of the District, or such other officer or employee of the District as the Superintendent may designate.
- b) **“Board of Supervisors”** means the Board of Supervisors of the County.
- c) **“Board”** means the Board of Trustees of the District.
- d) **“Bonds”** means the bonds authorized and issued pursuant to this Resolution designated the “Walnut Valley Unified School District (Los Angeles County, California) 2026 General Obligation Refunding Bonds.”
- e) **“Cede & Co.”** means Cede & Co., the nominee of The Depository Trust Company, and any successor nominee of The Depository Trust Company with respect to the Bonds.
- f) **“Code”** means the Internal Revenue Code of 1986.
- g) **“Continuing Disclosure Agreement”** means the Continuing Disclosure Agreement executed and delivered by the District relating to the Bonds.
- h) **“Costs of Issuance”** means all items of expense directly or indirectly reimbursable to the District relating to the issuance, execution, and delivery of the Bonds including, but not limited to, filing and recording costs, settlement costs, printing costs, reproduction and binding costs, legal fees and charges, fees and expenses of the Paying Agent, Escrow Bank, Municipal Advisor, a verification agent, and other professional consultant fees, costs of obtaining credit ratings, fees for execution, transportation and safekeeping of the Bonds, charges, and fees in connection with the foregoing. Additional costs authorized to be paid from the proceeds of the

Bonds are all of the authorized costs set forth in Sections 53550(e) and (f) of the California Government Code.

- i) **“County”** means the County of Los Angeles, California.
- j) **“County Auditor-Controller”** means the Auditor-Controller of the County or the office thereof.
- k) **“County Treasurer”** means the Treasurer and Tax Collector of the County or any authorized deputy thereof.
- l) **“District”** means the Walnut Valley Unified School District, a school district and political subdivision of the State of California.
- m) **“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 Bonds, including any such successor thereto appointed pursuant to Section 9 hereof.
- n) **“Escrow Agreement”** means the Escrow and Deposit Agreement, dated the Closing Date, by and between the District and U.S. Bank Trust Company, National Association, as escrow holder, with respect to the redemption of the Refunded Bonds.
- o) **“Escrow Bank”** means U.S. Bank Trust Company, National Association, as escrow bank under the Escrow Agreement.
- p) **“Escrow Fund”** means the escrow fund established pursuant to the Escrow Agreement.
- q) **“Information Services”** means the Electronic Municipal Market Access System (referred to as “EMMA”), a facility of the Municipal Securities Rulemaking Board (at <http://emma.msrb.org>) or, in accordance with then current guidelines of the Securities and Exchange Commission, such other addresses and/or such other national information services providing information or disseminating notices of redemption of obligations similar to the Bonds.
- r) **“Interest Payment Date”** means February 1 and August 1 of each year commencing on August 1, 2026, or such other dates as may be set forth in the Certificate of Award.
- s) **“Municipal Advisor”** means Fieldman, Rolapp & Associates, Inc., as municipal advisor to the District.

- t) **“Notice of Intention”** means the notice of intention to be used to advertise the offering of the Bonds as required by Section 53692 of the California Government Code.
- u) **“Official Notice of Sale”** means the official notice of sale relating to the Bonds.
- v) **“Official Statement”** means the Official Statement of the District relating to the Bonds and any other general obligation bonds of the District to be issued concurrently with the Bonds.
- w) **“Opinion of Bond Counsel”** means an opinion of counsel of nationally recognized standing in the field of law relating to municipal bonds.
- x) **“Owner”** means, with respect to any Bond, the person whose name appears on the Registration Books as the registered Owner thereof.
- y) **“Paying Agent”** means the County Treasurer, acting through its agent, initially U.S. Bank Trust Company, National Association, 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, costs of issuance agent, and paying agent for the Bonds in accordance with Section 8 hereof.
- z) **“Preliminary Official Statement”** means the Preliminary Official Statement of the District relating to the Bonds and any other general obligation bonds of the District to be issued concurrently with the Bonds.
- aa) **“Purchaser”** means the entity to whom the Certificate of Award is awarded pursuant to Section 5 hereof.
- bb) **“Record Date”** means, with respect to any Interest Payment Date for the 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 Certificate of Award.
- cc) **“Refunded Bonds”** means all or a portion of the District’s outstanding 2016 General Obligation Refunding Bonds to be refunded.
- dd) **“Registration Books”** means the books for the registration and transfer of the Bonds maintained by the Paying Agent in accordance with Section 8(d) hereof.

- ee) **“Securities Depositories”** shall mean The Depository Trust Company, New York, New York; 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 certificate of the District delivered to the Paying Agent.
- ff) **“State”** means the State of California.
- gg) **“Tax Certificate”** means the Tax Certificate with respect to the Bonds executed by the District, dated the date of issuance of the Bonds.
- hh) **“Transfer Amount”** means the aggregate principal amount of Bonds to be exchanged or transferred.

Section 3. Authorization and Designation of Bonds. The Bonds described herein shall be issued pursuant to the authority of the Act, and other applicable provisions of law, including applicable provisions of the California Education Code. The Board hereby authorizes the issuance and sale of not to exceed \$28,000,000 aggregate principal amount of Bonds. The Bonds shall be designated the “Walnut Valley Unified School District (Los Angeles County, California) 2026 General Obligation Refunding Bonds” with such additional series designations as may be necessary or advisable in order to market the Bonds. The Bonds shall be issued as current interest bonds as provided in Section 5 hereof. The proceeds of the Bonds shall be applied to refund all or a portion of the Refunded Bonds and pay certain costs of issuance associated therewith.

Section 4. Form of Bonds: Execution.

- a) Form of Bonds. The Bonds shall be issued in fully registered form without coupons. The 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 A, with necessary or appropriate variations, omissions, and insertions as permitted or required by this Resolution.
- b) Execution of Bonds. The Bonds shall be signed by the manual or facsimile signature of the President of the Board, or an authorized designee thereof, and attested by the manual or facsimile signature of the Secretary to the Board, or an authorized designee thereof.
- c) Valid Authentication. Only such of the 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 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 Bond authenticated and registered by 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 5. Terms of Bonds.

- a) Date of Bonds. The Bonds shall be dated the date of their delivery, or such other date as shall be set forth in the Certificate of Award.
- b) Denominations. The Bonds shall be issued in denominations of \$5,000 principal amount or any integral multiple thereof.
- c) Maturity. The 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 Certificate of Award. No Bond shall have principal maturing on more than one principal maturity date. The aggregate principal amount of the Bonds shall not exceed the amount set forth in Section 3. The final maturity date of the Bonds shall not exceed the final maturity date of the respective Refunded Bonds.
- d) Interest. The Bonds shall bear interest at an interest rate not to exceed legal limits, payable on the Interest Payment Dates in each year computed on the basis of a 360-day year of twelve 30-day months. Each Bond shall bear interest from the Interest Payment Date next preceding the date of registration and authentication thereof, unless (i) it is registered and authenticated as of an Interest Payment Date, in which event it shall bear interest from such date, or (ii) it is registered and authenticated prior to an Interest Payment Date and after a Record Date, in which event it shall bear interest from such Interest Payment Date, or (iii) unless it is authenticated on or before the Record Date preceding the first Interest Payment Date, in which event it shall bear interest from its dated date; provided, however, that if, at the time of authentication of any Bond, interest is in default on any outstanding Bond, such Bond shall bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment on the outstanding Bonds. A portion of the Bonds may be issued on a taxable basis.

- e) Savings. The minimum net present value of the debt service savings achieved through the issuance of the Bonds shall be not less than 4.00% of the par amount of the Refunded Bonds.

Section 6. Payment of Bonds.

- a) Request for Tax Levy. The money for the payment of principal, redemption premium, if any, and interest on the 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, as defined below. 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 Bonds in such year, and to pay from such taxes all amounts due on the Bonds. The District hereby requests the Board of Supervisors of the County to annually levy a tax upon all taxable property in the District sufficient to redeem the Bonds, and to pay the principal, redemption premium, if any, and interest thereon as and when the same become due.

The *ad valorem* tax revenues levied to pay the Bonds shall, when collected, be deposited by the County into the Interest and Sinking Fund of the District (“Interest and Sinking Fund”), which is hereby authorized to be created. The Interest and Sinking Fund and *ad valorem* tax revenues are irrevocably pledged, and the District hereby grants a lien and security interest therein, for the payment of the principal, redemption premium, if any, and interest on the Bonds when and as the same fall due. The moneys in the Interest and Sinking Fund, to the extent necessary to pay the principal, redemption premium, if any, and interest on the Bonds as the same become due and payable, shall be transferred by the County or the District, as the case may be, to the Paying Agent, as paying agent for the Bonds, as necessary to pay the principal, redemption premium, if any, and interest on the Bonds. The property taxes and amounts held in the Interest and Sinking Fund of the District shall immediately be subject to this pledge, and the pledge shall constitute a lien and security interest that 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. The pledge is an agreement between the District and the Owners of the Bonds in addition to any statutory lien that may exist, and the Bonds are being issued to refund all or a portion of the Refunded Bonds and not to finance the general purposes of the District.

Additionally, in accordance with Section 15251(b) of the California Education Code and Section 53515(a) of the California Government Code, the Bonds shall be secured by a statutory lien on all revenues received pursuant to the levy and collection of the tax for the Bonds. The lien shall automatically attach without further action or authorization by the District or the County. The lien shall be valid and binding from the time the Bonds are executed and delivered. The revenues received pursuant to the levy and collection of the tax shall be immediately subject to the lien, and the lien shall automatically attach to the revenues and be effective, binding, and enforceable against the District, its successors, transferees and creditors, and all others asserting rights therein, irrespective of whether those parties have notice of the lien and without the need for any physical delivery, recordation, filing, or further act.

- b) Principal. The principal of the 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.
- c) Interest, Record Date. The interest on the 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 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 Bonds shall be paid from the Interest and Sinking Fund 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 Bonds. The obligation for repayment of the Bonds is the sole obligation of the District.

Section 7. Redemption Provisions.

- a) Optional Redemption. The Bonds may be subject to redemption, at the option of and as directed by the District, on the dates and terms as shall be designated in the Certificate of Award. The Certificate of Award may provide that the Bonds shall not be subject to optional redemption and may provide separate and distinct redemption provisions for the Bonds.
- b) Selection. If less than all of the Bonds shall be called for redemption, such Bonds shall be redeemed in inverse order of maturities or as otherwise directed by the District (or as otherwise set forth in the Certificate of Award), and if less than all of the Bonds of any given maturity are called for redemption, the portions of such Bonds of a given maturity to be redeemed shall be determined by lot (or as otherwise set forth in the Certificate of Award).
- c) Mandatory Sinking Fund Redemption. The Bonds, if any, which are designated in the Certificate of Award 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 Certificate of Award), from mandatory sinking fund payments in the amounts and in accordance with the terms to be specified in such Certificate of Award. Unless otherwise provided in the Certificate of Award, the principal amount of each mandatory sinking fund payment of any maturity shall be reduced proportionately by the amount of any Bonds of that maturity redeemed in accordance with subsection (a) or (b) of this Section prior to the mandatory sinking fund payment date. The Certificate of Award may provide that the Bonds shall not be subject to mandatory sinking fund redemption. The County Treasurer is hereby authorized to create such sinking funds or accounts for the term Bonds as shall be necessary to accomplish the purposes of this Section.
- d) Notice of Redemption.
 - i. The Paying Agent, upon written instruction from the District given at least 20 days prior to the date designated for such redemption, shall give notice of the redemption of the Bonds at least twenty (20) but not more than sixty (60) days prior to the redemption date, to the respective Owners of Bonds designated for redemption by first class mail, postage prepaid. Such notice shall specify: (A) that the Bonds or a designated portion thereof are to be redeemed, (B) the numbers and Committee on Uniform Securities Identification Procedures (CUSIP) numbers of the Bonds to be redeemed, (C) the date of notice and the

date of redemption, (D) the place or places where the redemption will be made, and (E) descriptive information regarding the Bonds to be redeemed including the dated date, interest rate, and stated maturity date. Such notice shall further state that on the specified date there shall become due and payable upon each Bond to be redeemed, the portion of the principal amount of such Bond to be redeemed, together with interest accrued to said date, and that from and after such date interest with respect thereto shall cease to accrue and be payable.

- ii. Notice of redemption shall be by registered or otherwise secured mail or delivery service, postage prepaid, to the registered Owner of the Bonds, or if the registered Owner is a syndicate, to the managing member of such syndicate, to a municipal registered securities depository, such as the Securities Depositories and to a national information service that disseminates securities redemption notices, such as Information Services and by first class mail, postage prepaid, to the District and the respective Owners of any registered Bonds designated for redemption at their addresses appearing on the bond register, in every case at least twenty (20) days, but not more than sixty (60) days, prior to the redemption date; provided that neither failure to receive such notice nor any defect in any notice so mailed shall affect the sufficiency of the proceedings for the redemption of such Bonds.
 - iii. Any notice of redemption for an optional redemption of the Bonds delivered in accordance with this Section may be conditional, and, if any condition stated in the notice of redemption shall not have been satisfied on or prior to the redemption date: (A) the notice of redemption shall be of no force and effect, (B) the District shall not be required to redeem such Bonds, (C) the redemption shall not be made, and (D) the Paying Agent shall within a reasonable time thereafter give notice to the persons in the manner in which the conditional notice of redemption was given that such condition or conditions were not met and that the redemption was canceled.
- e) Effect of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside for such purpose pursuant to subsection (i) of this Section, the Bonds to be redeemed shall become due and payable on such date of redemption. If on such redemption date, money for the redemption of all the Bonds to be redeemed as provided in this Section, together with interest to such redemption date, shall be held irrevocably in trust so as to be available therefor on such redemption date, and if notice

of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent, or an independent escrow agent selected by the District for the redemption of Bonds, shall be held in trust for the account of the registered Owners of the Bonds so to be redeemed. All Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section shall be canceled upon surrender thereof and be delivered to or upon the order of the District. All or any portion of a Bond purchased by the District shall be canceled by the Paying Agent. Bonds (or portions thereof), which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Paying Agent, in form satisfactory to it, and sufficient moneys shall be held by or on behalf of the Paying Agent irrevocably in trust for the payment of the redemption price of such Bonds or portions thereof, all as provided in this Resolution, then such Bonds shall no longer be deemed outstanding and shall be surrendered to the Paying Agent for cancellation.

- f) Partial Redemption of Bonds. Upon the surrender of any Bond redeemed in part only, the Paying Agent shall execute and deliver to the registered Owner thereof a new Bond of like tenor and maturity and of authorized denominations equal in aggregate principal amount to the unredeemed portion of the Bonds surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such registered Owner, the Paying Agent and the District shall be released and discharged thereupon from all liability to the extent of such payment.
- g) 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 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 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 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 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.

- h) Funds for Redemption. Prior to or on the redemption date of any Bonds there shall be available in the Interest and Sinking Fund 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 Bonds designated in the notice of redemption. Such monies shall be applied on or after the redemption date solely for payment of principal of, interest and premium, if any, on the Bonds to be redeemed upon presentation and surrender of such Bonds, provided that all monies in the Interest and Sinking Fund 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 Interest and Sinking Fund, unless otherwise provided to be paid from such monies held in trust. If, after all of the Bonds have been redeemed and cancelled or paid and cancelled, there are monies remaining in the Interest and Sinking Fund or otherwise held in trust for the payment of redemption price of the Bonds, the monies shall be held in or returned or transferred to the Interest and Sinking Fund 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.
- i) 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 Bonds all or any part of the principal, interest and premium, if any, on the Bonds at the times and in the manner provided herein and in the 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 as provided in Section 6 hereof, and such obligation and all agreement and covenants of the District and of the County to such Owners hereunder and under the 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 Bonds, but only out of monies on deposit in the Interest and Sinking Fund or otherwise held in trust for such payment; and provided further, however, that the provisions of subsection (j) of this Section shall apply in all events.

For purposes of this Section, the District may pay and discharge any or all of the 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 Interest and Sinking Fund, be fully sufficient to pay and discharge the indebtedness on such Bonds (including all principal, interest and redemption premiums) at or before their respective maturity dates.

- j) 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 Bonds and remaining unclaimed for two years after the principal of all of the Bonds has become due and payable (whether by maturity or upon prior redemption) shall be transferred to the Interest and Sinking Fund 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 8. Paying Agent.

- a) Appointment, Payment of Fees, and Expenses. This Board does hereby consent to and confirm the appointment of the County Treasurer, to act as the initial Paying Agent for the Bonds. The County Treasurer is authorized to contract with a third party to perform the services of Paying Agent. 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 Bonds, or from the Interest and Sinking Fund, 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 County after consultation with the District as provided in the Paying Agent's service agreement. If at any time the Paying Agent shall resign or be removed, the County 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. The initial Paying Agent, and any successor Paying Agent, shall designate each place or places where it will conduct the functions of transfer, registration, exchange, payment, and surrender of the Bonds, and any reference herein to the “principal corporate trust office” of the Paying Agent shall mean the office so designated 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 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 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, Bonds as provided in Sections 9 and 10 hereof. The Paying Agent shall keep accurate records of all funds administered by it and of all Bonds paid and discharged by it. Such records shall be provided, upon reasonable request, to the District in a format mutually agreeable to the Paying Agent and the District.

Section 9. Transfer Under Book-Entry System; Discontinuation of Book-Entry System.

- a) DTC as Depository. Unless otherwise specified in the Certificate of Award, DTC is hereby appointed depository for the Bonds and the 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 each series of the Bonds; provided, however, that if different CUSIP numbers are assigned to Bonds of a series maturing in a single year or, if Bonds of the same series 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 Bonds of each such maturity, or any portion thereof, may not thereafter be transferred except as provided in this Section or Section 10 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. (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) Transfer of Depository. In the case of any transfer pursuant to clause (i) or clause (ii) of subsection (a) of this Section, upon receipt of the outstanding Bonds by the Paying Agent, together with a written request of the District to the Paying Agent, a new Bond for each maturity shall be executed and delivered in the aggregate principal amount of such 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 Bonds by the Paying Agent together with a written request of the District to the Paying Agent, new 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 5 hereof and the receipt of such a written request of the District, and thereafter, the Bonds shall be transferred pursuant to the provisions set forth in Section 10 hereof provided, however, that the Paying Agent shall not be required

to deliver such new Bonds within a period of less than 60 days after the receipt of any such written request of the District.

- c) Redemption or Refunding. In the case of partial redemption of the Bonds evidencing all or a portion of the principal amount then outstanding, DTC shall make an appropriate notation on the 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 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 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 Bonds.
- e) Cooperation with Registered Owner. So long as the outstanding 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 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 10. Transfer and Exchange of Bonds.

- a) Transfer. Following the termination or removal of DTC or successor depository pursuant to Section 9 hereof, any 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 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 Bonds shall be surrendered for transfer, the designated District officials shall execute and the Paying Agent shall authenticate and deliver, as provided in Section 4 hereof, new Bonds, of the same maturity, Interest Payment Date and interest rate for a like aggregate principal amount. The Paying Agent may require the payment by any Owner of

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 Bond shall be required to be made by the Paying Agent (i) during the period established by the Paying Agent for selection of the Bonds for redemption, and (ii) after any Bond has been selected for redemption.

- b) Exchange. The Bonds may be exchanged for Bonds of other authorized denominations of the same maturity and interest rate, by the Owner thereof, in person or by the duly authorized attorney of such Owner, upon surrender of such 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 Bonds shall be surrendered for exchange, the designated District officials shall execute and the Paying Agent shall authenticate and deliver, as provided in Section 4 hereof, new Bonds of the same maturity and interest rate 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 Bonds shall be required to be made by the Paying Agent (i) during the period established by the Paying Agent for selection of the Bonds for redemption, and (ii) after any Bond has been selected for redemption.

Section 11. Sale of Bonds. The Bonds shall be sold upon the taking of public bids and shall be offered by means of an Official Notice of Sale, in substantially the form submitted to this meeting and made a part hereof as though set forth herein. Such Bonds shall be sold to the responsible bidder who makes the best responsive bid therefor, after publication of a Notice of Intention to Sell Bonds once at least 5 days before the date of sale in a financial publication generally circulated throughout the State or which the Municipal Advisor advises is expected to be disseminated among prospective bidders for the Bonds. The Official Notice of Sale with respect to the competitively sold Bonds shall require that (i) the purchase price of such Bonds shall be no less than the principal amount thereof; (ii) such Bonds shall otherwise conform to the limitations specified in this Resolution, including specifically those terms prescribed by this Section 11. The form of the Official Notice of Sale on file with the Secretary to the Board is hereby approved, and the Authorized Officers are each hereby authorized to publicize one or more instruments in substantially said form and award the sale pursuant thereto and pursuant to one or more certificates of award (the "Certificate of Award"), subject to such changes or revisions to the Official Notice of Sale as may be acceptable to the Authorized Officer, and the District's approval of all such changes shall be conclusively evidenced by the execution and delivery of the Certificate of Award. The District reserves the right to reject

all bids and to re-bid the Bonds, or, if necessary, to sell the Bonds by negotiated sale as permitted by law, upon consultation with the Municipal Advisor, and upon terms and conditions otherwise in conformity with the limitations contained in this Resolution.

The Certificate of Award or such other document awarding the sale of the Bonds, shall recite the terms of the Bonds sold under such document in accordance with Section 5 hereof as determined in the sale thereof. The Certificate of Award shall recite the aggregate principal amount of the Bonds and shall recite 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, extraordinary and mandatory sinking fund redemption thereof, if any.

In accordance with Section 15146(h) of the California Education Code, the Authorized Officers are each hereby authorized to cause to be deposited in a costs of issuance account, which may be held by the Paying Agent as cost of issuance administrator, proceeds of the sale of the Bonds (exclusive of any premium or accrued interest received) in an amount not exceeding 2.00% of the principal amount of the Bonds sold, as shall be set forth in the Certificate of Award, for the purposes of paying the costs associated with the issuance of the Bonds.

For purposes of California Education Code Section 15146(b) and California Government Code Section 5852.1, good faith estimates of (a) the true interest cost of the Bonds; (b) the costs associated with the issuance of the Bonds, including any such costs that the Purchaser agrees to pay pursuant to the Certificate of Award; (c) the amount of proceeds to be received by the District (less the Costs of Issuance); and (d) the total payments of principal of and interest on the Bonds through the final maturity of the Bonds, are set forth on Exhibit B attached hereto and incorporated herein.

Section 12. Insurance. In the event the District purchases bond insurance for the Bonds, and to the extent that a bond insurer makes payment of the principal, or interest of the Bonds, it shall become the Owner of such Bonds with the right to payment of principal or interest on the Bonds, and shall be fully subrogated to all of the Owners' rights, including the Owners' rights to payment thereof. To evidence such subrogation (i) in the case of subrogation as to claims that were past due interest components, the Paying Agent shall note the bond insurer's rights as subrogee on the registration books for the Bonds maintained by the Paying Agent upon receipt of a copy of the cancelled check issued by the bond insurer for the payment of such interest to the Owners of the Bonds, and (ii) in the case of subrogation as to claims for past due principal, the Paying Agent shall note the bond insurer as subrogee on the registration books for the Bonds maintained by the Paying Agent upon surrender of the Bonds by the Owners thereof to the bond insurer or the insurance trustee for the bond insurer.

Section 13. Approval of Continuing Disclosure Agreement. The Continuing Disclosure Agreement, in substantially the form appended to the Preliminary Official Statement 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 a Continuing Disclosure Agreement in substantially said form, as is necessary to cause the requirements of Rule 15c2-12 to be satisfied, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such determination, requirement or approval to be conclusively evidenced by the execution of the applicable Continuing Disclosure Agreement by such Authorized Officer.

Section 14. Approval of Preliminary Official Statement. The Preliminary Official Statement to be distributed in connection with the public offering of the Bonds, 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 such Preliminary Official Statement in connection with the offering and sale of the Bonds is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the District that such 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).

Section 15. Approval of Official Statement. The preparation and delivery of an Official Statement with respect to the Bonds, and its use by the Purchaser in connection with the offering and sale of the Bonds, is hereby authorized and approved. Such Official Statement shall be in substantially the form of the Preliminary Official Statement distributed in connection with the public offering of the Bonds 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 directed, for and in the name of and on behalf of the District, to execute the final Official Statement with respect to the Bonds and any amendment or supplement thereto and thereupon to cause such final Official Statement and any such amendment or supplement to be delivered to the Purchaser.

Section 16. Approval of Escrow Agreement. The Escrow Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, together with any additions thereto or changes therein deemed necessary or advisable by an Authorized Officer, or any designee thereof, is hereby approved by the Board. An Authorized Officer, or any designee thereof, is hereby authorized and directed to execute the Escrow Agreement for and in the name and on behalf of the District. The Board hereby authorizes the delivery and performance of the Escrow Agreement.

Section 17. Escrow Fund. There is hereby authorized the “Walnut Valley Unified School District 2026 General Obligation Refunding Bonds Escrow Fund” (the “Escrow Fund”), which shall be established by the Escrow Bank under the Escrow Agreement for the purpose of depositing a portion of the proceeds of the Bonds, together with any other available funds, in an amount sufficient, together with interest earnings thereon, to defease each series of the Refunded Bonds.

Section 18. Application and Investment of Proceeds.

- a) Application of Proceeds. On the closing date, the proceeds of sale of the Bonds shall be paid by the Purchaser to the Paying Agent and to the Escrow Bank. As directed by the District, the Paying Agent and Escrow Bank shall deposit or transfer all of such amounts as follows:
 - i. The Paying Agent shall deposit in a costs of issuance account the proceeds of the Bonds required to pay the Costs of Issuance (as shall be designated by the District on or prior to the closing date); and
 - ii. The Escrow Bank shall deposit in the Escrow Fund such portion of the proceeds of the Bonds as are required for the defeasance of the Refunded Bonds.
- b) Investment of Bond Proceeds. Amounts deposited into the Interest and Sinking Fund, as well as proceeds of taxes held therein for payment of the Bonds, if any, will be invested at the County Treasurer’s discretion pursuant to law and the investment policy of the County.

Section 19. Tax Covenants.

- a) The District hereby covenants that it shall not, directly or indirectly, use or permit the use of any proceeds of any of the Bonds, or of any of the property financed or refinanced with the proceeds of the Bonds, or other funds of the District, or take or omit to take any action that would cause the Bonds to be deemed “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the “Code”). To that end, the District shall comply with all requirements of Section 148 of the Code and all regulations of the United States Department of the Treasury promulgated thereunder to the extent that such requirements are in effect and applicable to the Bonds. The District further covenants and agrees to comply with the requirements of the Tax Certificate to be executed and delivered in connection with the delivery of the Bonds to the original purchasers thereof.

Section 20. Professional Services. Dannis Woliver Kelley shall serve as bond counsel and as disclosure counsel to the District for the Bonds, Fieldman, Rolapp & Associates, Inc., shall serve as the Municipal Advisor to the District for the Bonds.

Section 21, Delegation of Authority; Electronic Signatures. The Authorized Officers are hereby authorized and directed, jointly and severally, to do any and all things that 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. The Board hereby consents to the use of electronic signatures, in accordance with the Uniform Electronic Transactions Act (Cal. Civ. Code, § 1633.1 et seq.), by any Authorized Officer (or designee) in order to accomplish the foregoing.

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. Filing with County. The Superintendent, or such other officer or employees of the District as the Superintendent may designate, is hereby authorized and directed to report to the County Auditor-Controller the final terms of sale of the Bonds, and to file with the County Auditor-Controller and with the County Treasurer a copy of the executed Certificate of Award and this Resolution, and the schedule of amortization of the principal of and payment on the Bonds, and this Resolution shall serve as the notice required to be given by Section 15140(c) of the California Education Code and as the District's request to the County Auditor-Controller and the Board of Supervisors to propose and adopt in each year a tax rate applicable to all taxable property of the District for payment of the Bonds, pursuant to law; and to the other officers of the County to levy and collect said taxes for the payment of the Bonds, to pay in a timely manner to the Paying Agent on behalf of the Owners of the Bonds the principal, interest, and premium, if any, due on the Bonds in each year, and to create in the County Treasury to the credit of the District the Interest and Sinking fund pursuant to Section 15146 of the California Education Code.

Section 24. Nonliability of County. Notwithstanding anything to the contrary contained herein, in the Bonds or in any other document mentioned herein, neither the County, nor its officials, officers, employees or agents shall have any liability hereunder or by reason hereof or in connection with the transactions contemplated hereby, the Bonds are not a debt of the County or a pledge of the full faith and credit of the County, and the Bonds and any liability in connection therewith shall be paid solely from ad valorem property taxes lawfully levied to pay the principal of or interest on the Bonds.

Section 25. Effective Date. This Resolution shall take effect from and after its date of adoption.

APPROVED, PASSED, AND ADOPTED by the Walnut Valley Unified School District Board of Trustees, County of Los Angeles this 15th day of April 2026.



**BOARD OF TRUSTEES OF THE
WALNUT VALLEY UNIFIED SCHOOL DISTRICT**



Dr. Yi "Tony" Torng, President of the
Walnut Valley Unified School District
Board of Trustees

I, Helen M. Hall, Clerk of the Governing Board for the Walnut Valley Unified School District hereby certify that the foregoing Resolution was adopted by the Governing Board of said District at a meeting of said Board held on the 15th day of April 2026, and that it was so adopted by the following vote:

AYES:	MEMBERS	<u>5</u>
NOES:	MEMBERS	<u>0</u>
ABSTAIN:	MEMBERS	<u>0</u>
ABSENT:	MEMBERS	<u>0</u>



Helen M. Hall, Clerk of the
Walnut Valley Unified School District
Board of Trustees

EXHIBIT A

FORM OF BOND

REGISTERED

REGISTERED

NO. R-__

\$_____

**WALNUT VALLEY UNIFIED SCHOOL DISTRICT
(LOS ANGELES COUNTY, CALIFORNIA)
2026 GENERAL OBLIGATION REFUNDING BOND**

INTEREST RATE:

MATURITY DATE:

DATED:

CUSIP NO:

___%

August 1, 20__

____, 2026

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The Walnut Valley Unified School District (the "District") in Los Angeles County, California, for value received, promises to pay to the Registered Owner named above, or registered assigns, the Principal Amount on the Maturity Date, each as stated above, and interest thereon until the Principal Amount is paid or provided for at the Interest Rate stated above, on February 1 and August 1 of each year (the "Bond Payment Dates"), commencing [August 1, 2026]. This bond will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the close of business on the 15th day of the calendar month preceding any Bond Payment Date (the "Record Date") to such Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before [July 15, 2026], in which event it shall bear interest from the date of delivery. Principal and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this bond (or, if applicable, one or more predecessor bonds) is registered (the "Registered Owner") on the Register maintained by the Bond Registrar, initially U.S. Bank Trust Company, National Association Principal is payable upon presentation and surrender of this bond at the office of the Bond Registrar. Interest is payable by check mailed by the Bond Registrar on each Bond Payment Date to the Registered Owner of this bond (or one or more predecessor bonds) as shown and at the address appearing on the Register at the Record Date. The Owner of Bonds in the aggregate principal amount of \$1,000,000 or more may request in writing to the Bond Registrar that the Owner be paid interest by wire transfer to the bank and account number on file with the Bond Registrar as of the Record Date.

This bond is one of a series of \$_____ of bonds authorized by the resolution of the Board of Trustees of the District adopted on _____, 2026 (the "Resolution"). The Bonds are refunding certain general obligation refunding bonds of the District (the "Refunded Bonds") that were authorized by the Board of Trustees of the District by resolution dated _____, 2026.

This bond and the issue of which this bond is one are payable as to both principal and interest from the proceeds of the levy of *ad valorem* taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount. THE BONDS OF THIS ISSUE ARE GENERAL OBLIGATIONS OF THE DISTRICT AND DO NOT CONSTITUTE AN OBLIGATION OF THE COUNTY. NO PART OF ANY FUND OF THE COUNTY IS PLEDGED OR OBLIGATED TO THE PAYMENT OF THE BONDS OF THIS ISSUE.

This bond is exchangeable and transferable for bonds of like tenor, maturity and Transfer Amount (as defined in the Resolution) and in authorized denominations at the principal office of the Bond Registrar, by the Registered Owner or by a person legally empowered to do so, upon presentation and surrender hereof to the Bond Registrar, together with a request for exchange or an assignment signed by the Registered Owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar, all subject to the terms, limitations and conditions provided in the Resolution. All fees and costs of transfer shall be paid by the transferor. The District and the Bond Registrar may deem and treat the Registered Owner as the absolute owner of this bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District nor the Bond Registrar shall be affected by any notice to the contrary.

Neither the District nor the Bond Registrar will be required to transfer or exchange any bonds (a) during the period from the Record Date next preceding any Bond Payment Date to such Bond Payment Date, (b) during the period beginning with the opening of business on the 15th business day next preceding any date of selection of Bonds to be redeemed and ending with the close of business on the day on which the applicable notice of redemption is given, or (c) which have been selected or called for redemption in whole or in part.

The Bonds are subject to redemption pursuant to the Certificate of Award, dated _____, 2026.

Reference is made to the Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the bonds of this series, the rights, duties and obligations of the District, the Bond Registrar and the Registered Owners, and the terms and conditions upon which the bonds are issued and secured. The Registered Owner of this bond assents, by acceptance hereof, to all of the provisions of the Resolution. Defined terms used in this Bond and not defined shall have the meaning ascribed thereto in the Resolution.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the bonds in order to make them legal, valid and binding obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

This bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Resolution until the Certificate of Authentication below has been signed.

IN WITNESS WHEREOF, the Walnut Valley Unified School District, County of Los Angeles, California, has caused this bond to be executed on behalf of the District and in their official capacities by the manual or facsimile signature of the President of the Board of Trustees of the District, and to be countersigned by the manual or facsimile signature of the Secretary to the Board of Trustees of the District, all as of the date stated above.

WALNUT VALLEY UNIFIED SCHOOL DISTRICT

By: _____ [FORM ONLY; DO NOT SIGN]
President of the Board of Trustees

COUNTERSIGNED:

By: _____ [FORM ONLY; DO NOT SIGN]
Secretary to the Board of Trustees

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the Resolution referred to herein which has been authenticated and registered on _____, 2026.

U.S. BANK TRUST COMPANY,
NATIONAL ASSOCIATION

By: _____
Authorized Officer

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers to (print or typewrite name, address and zip code of Transferee): _____ this bond and irrevocably constitutes and appoints attorney to transfer this bond on the books for registration thereof, with full power of substitution in the premises.

Dated:

Signature Guaranteed:

Commercial bank, trust company
or member of a national
securities exchange.

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: _____

DTC LEGEND

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

EXHIBIT B

BOND PARAMETERS AND GOOD FAITH COSTS OF ISSUANCE*

1. Estimated True Interest Cost of the Bonds: 3.04%
2. Estimated Costs of Issuance, including Purchaser's Discount and Bond Insurance (the "Finance Charge"): \$456,800.00
3. Estimated Amount of Proceeds to be received by the District, less Finance Charge, reserves (if any) and capitalized interest (if any): \$27,141,422.00
4. Estimated Total Payment Amount (Debt Service to Maturity, including any Finance Charge not paid with proceeds of the Bonds (if any)): \$32,519,933.00

* The figures in this exhibit are good faith estimates provided by the District's Municipal Advisor as of March 6, 2026, based on an estimated principal amount of Bonds of \$24,505,000, and are subject to change based on market conditions at the time of sale and other factors.

Walnut Valley Unified School District

"KIDS FIRST - Every Student, Every Day"

Robert P. Taylor, Ed.D., Superintendent
880 S. Lemon Avenue • Walnut, California 91789 • Tel. (909) 595-1261

Excerpt from Minutes of Regular Board Meeting

Held April 15, 2026

It was moved by Cynthia M. Ruiz, seconded by Helen M. Hall to adopt the Walnut Valley Unified School District Resolution Number 26-19 – Authorizing the Issuance and Sale of One or More Series of Its 2026 General Obligation Refunding Bonds in the Aggregate Principal Amount of Not to Exceed \$28,000,000, and Authorizing the Execution of Necessary Documents and Certificates and Related Actions.

Vote: Aye: 5 Nay: 0 Abstentions: 0

I hereby certify that the foregoing is a true and correct excerpt from the un-adopted minutes of a meeting of the Walnut Valley Unified School District Board of Trustees held April 15, 2026.



Matthew A. Torres, Ed.D
Deputy Superintendent