

RESOLUTION NO. 91-1920

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$65,000,000 AGGREGATE PRINCIPAL AMOUNT OF WEST CONTRA COSTA UNIFIED SCHOOL DISTRICT GENERAL OBLIGATION BONDS, 2010 ELECTION, 2020 SERIES F AND NOT TO EXCEED \$65,000,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, 2012 ELECTION, 2020 SERIES E AND ORDERING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, a duly called election was held in the West Contra Costa Unified School District, a unified school district duly organized and existing under the laws of the State of California (the “**District**”), County of Contra Costa (the “**County**”), State of California (the “**State**”), on June 8, 2010 (the “**2010 Election**”), and thereafter canvassed pursuant to law; and

WHEREAS, at the 2010 Election, there was submitted to and approved by at least the requisite fifty-five percent (55%) vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum amount of \$380,000,000 payable from the levy of an *ad valorem* property tax against the taxable property in the District (the “**2010 Authorization**”); and

WHEREAS, the District has heretofore issued and sold \$315,000,000 aggregate principal amount of its general obligation bonds under the 2010 Authorization, leaving a total of \$65,000,000 in bonds unissued thereunder; and

WHEREAS, a duly called election was held in the District on November 6, 2012 (the “**2012 Election**”), and thereafter canvassed pursuant to law; and

WHEREAS, at the 2012 Election, there was submitted to and approved by at least the requisite fifty-five percent (55%) vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum amount of \$360,000,000 payable from the levy of an *ad valorem* property tax against the taxable property in the District (the “**2012 Authorization**”); and

WHEREAS, the District has heretofore issued and sold \$295,000,000 aggregate principal amount of its general obligation bonds under the 2012 Authorization, leaving a total of \$65,000,000 in bonds unissued thereunder; and

WHEREAS, Section 15140 of the Education Code of the State of California (the “**Education Code**”) authorizes the Board of Supervisors of the County (the “**County Board**”) to borrow funds through the issuance of bonds in the name and on behalf of the District, following the adoption of a resolution of the Board of Education of the District (the “**District Board**”); and

WHEREAS, this District Board has now determined that the District has a requirement for the construction, improvement, furnishing and equipping of certain of its public facilities, as provided for in the 2010 Authorization (the “**2010 Projects**”) and in the 2012 Authorization (the “**2012 Projects**,” and collectively with the 2010 Projects, the “**Projects**”) and

desires to issue its General Obligation Bonds, 2010 Election, 2020 Series F in an aggregate principal amount not to exceed \$65,000,000 (the “**2010 Series F Bonds**”) and its General Obligation Bonds, 2012 Election, 2020 Series E in an aggregate principal amount not to exceed \$65,000,000 (the “**2012 Series E Bonds**,” and collectively with the 2010 Series F Bonds, the “**Bonds**”); and

WHEREAS, this District Board hereby determines that such Bonds should be offered at this time, in one or more series, and requests the County Board to offer such Bonds for sale in the name and on behalf of the District; and

WHEREAS, this District Board desires that the County should levy and collect an *ad valorem* property tax on all taxable property within the District sufficient to provide for payment of the Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors of the County, the Auditor-Controller of the County (the “**Auditor-Controller**”), the County Treasurer-Tax Collector (the “**Treasurer**”) and other officials of the County that they should take such actions as shall be necessary to provide for the levy and collection of such tax and payment of the Bonds; and

WHEREAS, there have been submitted to this meeting of the District Board:

(a) A form of Preliminary Official Statement respecting the Bonds (the “Preliminary Official Statement”), including as an Appendix thereto a form of Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”); and

(b) A form of Contract of Purchase (the “Contract of Purchase”), by and among the District, the County and J.P. Morgan Securities LLC and Raymond James & Associates, Inc., (collectively, the “**Underwriters**”), providing for the sale and delivery of the Bonds;

WHEREAS, Senate Bill 450 Senate Bill 450 (Chapter 625, Statutes of 2017) (“SB 450”) requires that the District Board obtain and disclose good faith estimates from a municipal advisor, underwriter or private lender, prior to the authorization of the Bonds; and

WHEREAS, the following good faith estimates have been provided to the District by the Municipal Advisor: (a) the true interest cost of the 2010 Series F Bonds is estimated to be 3.193788% and the true interest cost of the 2012 Series E Bonds is estimated to be 3.193555%, (b) the finance charge, or amount paid to third parties in connection with the sale, of the 2010 Series F Bonds is estimated to be \$490,200.00 and of the 2012 Series E Bonds is expected to be \$490,200.00, (c) the amount of proceeds received by the District from the sale of the 2010 Series F Bonds is expected to be \$64,751,925.00 and from the sale of the 2012 Series E Bonds is \$64,751,925.00, and (z) the sum total of all payments the District will make to the final maturity of the 2010 Series F bonds is expected to be \$102,678,266.67 and, with respect to the 2012 Series E bonds, \$104,960,666.67; and

WHEREAS, all acts, conditions and other matters required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation bonds of the District, and the indebtedness of the District, including this proposed issue of Bonds, is within all limits prescribed by law;

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

Section 1. The foregoing Recitals are true and correct.

Section 2. This District Board hereby determines that 2010 Series F Bonds in the aggregate principal amount of not to exceed \$65,000,000 and 2012 Series E Bonds in the aggregate principal amount of not to exceed \$65,000,000 be offered for sale, in one or more series, the proceeds of which are to be used for the purposes described in the Recitals hereof.

Section 3. For the above purposes, this District Board hereby requests the County Board to issue the Bonds and to order such Bonds to be sold to the Underwriters at a negotiated sale in accordance with the Contract of Purchase. The Bonds will be issued at a true interest cost not to exceed legal limits and shall be issued in the form of current interest bonds. The Bonds may also be issued in separate tranches or subseries. The Bonds shall not exceed 40 years in maturity from their date of issuance. The form of Contract of Purchase on file with the District Board is hereby approved and the Superintendent of the District, its Associate Superintendent of Business Services or any designee of either thereof (each, an "Authorized Officer"), and each of them, is hereby authorized to execute the Contract of Purchase, with such changes therein, deletions therefrom and modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The District has instructed the Underwriters, in cooperation with the Municipal Advisor (defined below), to establish the terms, series, interest structure and redemption provisions for the Bonds in order to take advantage of financial market conditions prevailing at the date of sale of the Bonds under the Contract of Purchase. The purchase price for the Bonds to be paid by the Underwriter shall reflect an Underwriter's discount of not more than 0.3725% of the principal or issue amount of the Bonds on the date of delivery thereof, not including any original issue discount. Depending upon market conditions, the District may elect to purchase bond insurance to secure the payment of principal or maturity amount of and interest on or accreted value of the Bonds, or any portion thereof.

Section 4. The District Board hereby approves the use by the Underwriters of the Preliminary Official Statement, substantially in the form submitted to and considered by this District Board (the "Preliminary Official Statement") and following pricing, an Official Statement in connection with the sale of the Bonds (the "Official Statement"), in each case with such changes as may be approved by an Authorized Officer and such other officers of the District as may be authorized by the District Board. The Authorized Officers are, and each of them acting alone hereby is, authorized to deliver copies of the Preliminary Official Statement and the Official Statement with such changes therein as such Authorized Officer shall approve, in his or her discretion, as being in the best interests of the District. Upon the approval of such changes by such Authorized Officer, the Preliminary Official Statement shall be "deemed final" as of its date except for the omission of certain information as provided in and pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"). An Authorized Officer is hereby directed to execute a certificate to that effect, substantially in the form appended hereto as Exhibit A. An Authorized Officer is hereby authorized and directed to execute such Official Statement with such changes therein, deletions therefrom and

modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

The District Board understands and agrees that the County shall have no responsibility or obligation whatsoever in connection with the preparation and approval of the Preliminary Official Statement and the Official Statement, nor for satisfying any obligations of the District under the Rule.

Section 5. The Treasurer-Tax Collector of the County (the “Treasurer”) has appointed The Bank of New York Mellon Trust Company, N.A., as the paying agent (the “Paying Agent”) in connection with the administration of the Bonds, the first annual fees for which shall be paid from proceeds of the Bonds; subsequent annual fees may be paid from *ad valorem* property tax levies within the District.

Section 6. The District Board hereby confirms the designation of J.P. Morgan Securities LLC and Raymond James & Associates, Inc., together as Underwriters, KNN Public Finance, LLC, as Municipal Advisor to the District (the “Municipal Advisor”) and the law firm of Nixon Peabody LLP, as Bond Counsel (“Bond Counsel”) and Disclosure Counsel (“Disclosure Counsel”) to the District in connection with the authorization, issuance and sale of the Bonds.

Section 7. The Bonds shall be sold by negotiated sale to the Underwriters inasmuch as: (i) such a sale will allow the District to integrate the sale of the Bonds with other public financings undertaken, or to be undertaken, by the District in order to fund its public education facilities; (ii) such a sale will allow the District to utilize the services of consultants who are familiar with the financial needs, status and plans of the District; (iii) such a sale will allow the District to control the timing of the sale of the Bonds to the municipal bond market and, potentially, take advantage of interest rate opportunities for favorable sale of the Bonds to such market and the generation of savings to the taxpayers of the District; (iv) such a sale will provide an increased ability to structure the Bonds to fit the needs of particular purchasers; and (v) such a sale will enhance the opportunity for the Underwriter to pre-market the Bonds to potential purchasers, including local residents, prior to the sale of the Bonds.

Section 8. In order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds, the District hereby covenants to comply with each applicable requirement of Section 103 and Sections 141 through 150 of the Internal Revenue Code of 1986, as amended. In furtherance of these covenants, the District agrees to comply with the covenants contained in the Tax and Nonarbitrage Certificate of the District to be delivered in connection with the issuance of the Bonds (the “Tax and Nonarbitrage Certificate”). The District hereby agrees to deliver instructions to the Paying Agent as may be necessary in order to comply with the Tax and Nonarbitrage Certificate.

Section 9. Proceeds of the sale of the Bonds necessary to pay certain costs of issuing the Bonds (the “Costs of Issuance”) may be deposited in the fund of the District known as the “West Contra Costa Unified School District General Obligation Bonds 2020 Costs of Issuance Fund” (the “Costs of Issuance Fund”), which may be comprised of separate accounts to pay Costs of Issuance of the 2010 Series F Bonds and the 2012 Series E Bonds, and shall be kept

separate and distinct from all other District funds, and those proceeds shall be used solely for the purpose of paying Costs of Issuance of the Bonds. The Costs of Issuance Fund may be held and administered by the Paying Agent. Notwithstanding the foregoing, all or a portion of the costs of issuance may be paid by the Underwriter, by the Paying Agent or by a fiscal agent designated for such purpose. Any amounts retained for payment of Costs of Issuance and returned to the District pursuant to the Contract of Purchase shall be transferred to the Debt Service Fund of the District, established at the direction of the District.

The District estimates that the total Costs of Issuance of the Bonds will be approximately 0.5% of the principal amount thereof, as reflected in a summary thereof on file with the Superintendent, without regard to Underwriter's discount or bond insurance.

Section 10. The District Board determines that all acts and conditions necessary to be performed by the District Board or to have been met precedent to and in the issuing and sale of the Bonds in order to make them the legal, valid and binding general obligations of the District have been performed and have been met, or will at the time of delivery of the Bonds have been performed and met, in regular and due form as required by law; and that no statutory or Constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 11. The form of Continuing Disclosure Agreement required by the Rule and on file with the District Board, intended for the benefit of the registered owners from time to time of the Bonds (the "Owners") is hereby approved and the District Board hereby authorizes the Authorized Officers, and each acting alone, to execute such Continuing Disclosure Agreement in substantially the form submitted to this meeting of the District Board, with such changes therein as may be approved by the Authorized Officer executing the same. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Agreement in order to assist the Underwriter to comply with the requirements of the Rule. Any Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under this Section; however, noncompliance with this Section shall not constitute a default under or cause the acceleration of the Bonds.

Section 12. Should the Authorized Officer, upon consultation and advice of the Municipal Advisor and Bond Counsel, determine it is in the best interests of the District to obtain municipal bond insurance for the Bonds to improve their marketability, the Authorized Officer is hereby authorized and directed to sign documents to secure such credit enhancement on such terms and subject to such conditions as may be established by the Authorized Officer, in agreements relating to such credit enhancement.

Section 13. The County Board is hereby requested to assist the District in the issuance and sale of the Bonds; in order to meet the requirements of law and the procedures of the County with respect to such a request, the Clerk of the District Board is hereby directed to lodge a certified copy of this Resolution with the Clerk of the County Board and with the Superintendent of Schools of the County promptly following adoption hereof, and the District represents and warrants to the County that annual administrative expenses associated with the Bonds at the time outstanding shall be the sole responsibility of the District and the District shall

reimburse the County's costs and expenses incurred in connection with the issuance and sale of the Bonds. The Bonds are the general obligations of the District secured by *ad valorem* tax levies and do not constitute an obligation of the County except as set forth in the resolution to be adopted by the County Board authorizing the issuance of the Bonds. The County shall bear no responsibility for the acquisition, construction or installation of the project, or any part thereof.

Section 14. The District shall indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees ("Indemnified Parties"), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject because of action or inaction related to the issuance and sale of the Bonds, or related to the proceedings for sale, award, issuance and delivery of the Bonds in accordance therewith and herewith. The District shall also reimburse any such Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions.

Section 15. Neither the County Board nor any officer of the County has prepared or reviewed the Official Statement, and the County Board and the various officers of the County take no responsibility for the contents or distribution thereof; provided, however, that solely with respect to a section contained or to be contained therein describing the County's investment policy, current portfolio holdings, and valuation procedures, as they may relate to funds of the District held by the County Treasurer-Tax Collector, the County Treasurer-Tax Collector is hereby authorized and directed to prepare and review such information for inclusion in the District's Official Statement and in the Preliminary Official Statement, and to certify in writing prior to or upon the issuance of the Bonds that the information contained in such section does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they are made, not misleading.

Section 16. Notwithstanding anything to the contrary contained herein in the Bonds or in any other document mentioned herein, neither the County nor the County Board shall have any liability hereunder or by reason hereof or in connection with the transactions contemplated hereby and the Bonds shall be payable solely from the moneys of the District available therefore as set forth in this Resolution.

Section 17. The Principal or redemption price, if any, of and interest on the Bonds shall not constitute a debt or an obligation of the County, the County Board, or of officers, agents, or employees of the County, and the County, the County Board and officers, agents, and employees thereof shall not be liable thereon. In no event shall the Principal or redemption price, if any, of and interest on any Bond be payable out of any funds or property of the County.

Section 18. The Clerk of the District shall send a certified copy of this Resolution, together with the final debt service schedule for the Bonds, to the Auditor-Controller and the Treasurer.

Section 19. Officers of the District Board and District officials and staff, their authorized deputies and designees, are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem

necessary or advisable in order to proceed with the issuance of the Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions as may have heretofore been taken by such officers, officials and staff are hereby ratified, confirmed and approved.

Section 20. This Resolution shall take effect immediately upon its adoption.

FORM OF 15c2-12 CERTIFICATE

WEST CONTRA COSTA UNIFIED SCHOOL DISTRICT

By: [FORM ONLY]
Authorized Officer

PASSED AND ADOPTED this 6th day of May, 2020, by the Board of Education of the West Contra Costa Unified School District, Contra Costa County, State of California, at a regularly scheduled meeting held through teleconference due to the State's "Safer at Home" order, freely accessible to the public and at which a quorum of said Board was present and acting throughout, by the following roll-call vote:

AYES: Cuevas, Hernandez-Jarvis, Lara, Phillips

NOES: _____

ABSENT/ABSTAIN: Panas

WEST CONTRA COSTA UNIFIED SCHOOL DISTRICT

By: [Signature]
President, Board of Education
West Contra Costa Unified School District

ATTEST:

By: [Signature]
Clerk, Board of Education
West Contra Costa Unified School District