

RESOLUTION NO. 18/19-1

RESOLUTION OF THE GOVERNING BOARD OF THE WILLIAM S. HART UNION HIGH SCHOOL DISTRICT APPROVING THE WILLIAM S. HART JOINT SCHOOL FINANCING AUTHORITY'S ISSUANCE AND SALE OF THE AUTHORITY'S LEASE REVENUE BONDS, SERIES 2018, AND AUTHORIZING AND APPROVING FORMS OF A SITE LEASE, A LEASE AGREEMENT AND RELATED AGREEMENTS AND DOCUMENTS, AND APPROVING A PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT CONCERNING THE AUTHORITY BONDS AND TAKING RELATED ACTIONS AND, MAKING RELATED FINDINGS APPROVING OTHER MATTERS RELATED THERETO

WHEREAS, the William S. Hart Union High School District ("School District" or "District") is a public school district operating pursuant to the laws of the State of California;

WHEREAS, the Governing Board of the William S. Hart Union High School District ("Board") has determined that it is in the best interests of the District to participate in the financing of the design, construction, renovation, improvement, furnishing, equipping, acquisition, delivery and installation of additional new construction and modernization projects at certain schools (together the "Project");

WHEREAS, in order to accomplish the Project, the William S. Hart Joint School Financing Authority ("Authority") will issue the William S. Hart Joint School Financing Authority Lease Revenue Bonds, Series 2018 ("2018 Bonds") in the aggregate principal amount not to exceed \$24,000,000 under the Trust Agreement ("Trust Agreement") by and between the Authority and ZB, National Association dba Zions Bank, as trustee ("Trustee"), payable from Lease Payments to be made by the School District pursuant to the Lease Agreement, by and between the Authority and the School District ("Lease Agreement");

WHEREAS, in conjunction with the Project, the District will lease certain real property and the improvements thereto identified as the West Ranch High School site (together, "Site") to the Authority pursuant to the Site Lease between the Authority and the District (together "Site Lease"), and sublease the Site back from the Authority pursuant to the Lease Agreement;

WHEREAS, pursuant to the Agency Agreement ("Agency Agreement"), the Authority delegates to the School District the authority to apply toward and use the proceeds of the 2018 Bonds for the Project;

WHEREAS, pursuant to obligations under federal securities laws and the issuance and sale of the 2018 Bonds, it is necessary for the District to enter into a Continuing Disclosure Certificate on behalf of itself and the Authority ("Continuing Disclosure Certificate");

WHEREAS, the 2018 Bonds to be issued by the Authority will be purchased and sold by Stifel, Nicolaus & Company, Incorporated ("Underwriter") according to the terms of the Bond Purchase Agreement ("Purchase Agreement") on file with the Secretary of the Authority;

WHEREAS, a form of the Preliminary Official Statement (“Preliminary Official Statement”) to be distributed in connection with the public offering of the 2018 Bonds has been prepared, and the Board determines that the discussion and information therein relating to the District including but not limited to the financial, operations and facilities information contained therein is true and correct, that said Preliminary Official Statement should be approved, and that the preparation and delivery of a final Official Statement (“Official Statement”) should also be approved and authorized;

WHEREAS, pursuant to the requirements of the California Education Code, the Authority and the District have provided the Los Angeles County Office of Education (“LACOE”) and certain Los Angeles County offices with required information, and have requested that LACOE make findings and determinations with respect to the 2018 Bonds, and the Board has received the required determination from LACOE pursuant to Education Code Section 42133 with respect to the 2018 Bonds as further described herein;

WHEREAS, in order to accomplish the financing of the Project, it is necessary that the District enter into the Site Lease, the Lease Agreement, and an Agency Agreement, as well as other agreements as may be determined necessary, to be approved as part of, or in connection with, the issuance and sale of the 2018 Bonds, and that certain other actions be taken and authorized;

WHEREAS, the Board has been presented with the proposed forms of the Trust Agreement, the Site Lease, the Lease Agreement, the Agency Agreement, and the Continuing Disclosure Certificate to be approved as part of, or in connection with, the issuance and delivery of the 2018 Bonds, and has examined and approved each document and desires to authorize and direct the execution of certain of those documents by the District, and authorize consent to those documents to be executed by the Authority; and

WHEREAS, all acts, conditions, and things required by the laws of the State of California 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, DETERMINED AND ORDERED BY THE GOVERNING BOARD OF THE WILLIAM S. HART UNION HIGH SCHOOL DISTRICT AS FOLLOWS:

Section 1. Recitals. The foregoing recitals are true and correct and are incorporated herein by this reference.

Section 2. Bond Issuance/Sale Authorized. The issuance by the Authority of the 2018 Bonds as provided in Authority Resolution No. JSFA 17/18-10 adopted on July 18, 2018, is approved (“Authority Resolution”).

Section 3. Site Lease; Lease Agreement. The forms of the Site Lease and Lease Agreement have each been presented to the Board at this meeting and are approved. These agreements will be entered into between the District and the Authority, and together provide

generally for: (i) the lease by the District of the Site to the Authority to secure the 2018 Bonds; (ii) the leaseback by the Authority to the District of the Site to secure the 2018 Bonds; and (iii) the payment by the District to the Authority of Lease Payments related to the 2018 Bonds, and are all approved. The Board President, Clerk, Assistant Clerk, and Superintendent and Chief Financial Officer, and such other officers and employees of the District designated in writing by the Superintendent (“District Representative(s)”), are authorized and directed for and in the name and on behalf of the District to execute, acknowledge and deliver to the Authority, the Site Lease and the Lease Agreement in substantially said forms, with such changes as such officer or person may require or approve, upon advice of the Municipal Advisor or Bond Counsel to the Authority, such approval to be conclusively evidenced by execution and delivery. The forms of the Site Lease and the Lease Agreement as so executed and delivered are incorporated herein as of their dates by this reference.

Section 4. Agency Agreement. The form of the Agency Agreement has been presented to the Board at this meeting, and the form of the Agency Agreement is approved. The terms of the Agency Agreement, entered into by and between the Authority and the District, provides for the Authority’s delegation of the authority to the District so that the 2018 Bond proceeds may be applied toward and used for the Project. The District Representative(s) are authorized and directed for and in the name and on behalf of the District to execute and deliver to the Authority the Agency Agreement, with such changes therein as such officer or person may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The form of the Agency Agreement executed and delivered is incorporated herein as of its date by this reference.

Section 5. Trust Agreement. The Authority has approved the form of the Trust Agreement, and such agreement is on file with the Clerk. The Authority has or will adopt a resolution approving the execution and delivery of the Trust Agreement, and such resolution allows for changes, insertions and omissions to the Trust Agreement, consistent with the Authority Resolution. The District consents to the Authority’s execution and delivery of the Trust Agreement, and for the Authority Board President, Vice-President, Secretary, Executive Officer, Treasurer and such other persons or persons designated under the Authority resolution (“Authority Representative(s)”) to act on its behalf relative to the Trust Agreement.

Section 6. Purchase Agreement. The Authority Resolution approves the execution and delivery of the Purchase Agreement, on file with the Secretary of the Authority, and such resolution allows for certain changes, insertions and omissions to the Purchase Agreement, subject to the limitations as set forth in the Authority Resolution. The District Representative(s) are authorized and directed to execute and deliver the Purchase Agreement, with such changes as the District Representative(s) executing and delivering the Purchase Agreement may approve, subject to the limitations as set forth in the Authority Resolution, upon the advice of the Municipal Advisor and/or Bond Counsel to the Authority, and in consultation with the Authority, such approval to be conclusively evidenced by the execution and delivery of the Purchase Agreement.

Section 7. Continuing Disclosure. The District covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate (as defined below) as applicable to the District. Notwithstanding any other provision of this

Resolution, failure of the District to comply with the provisions of the Continuing Disclosure Certificate shall not be considered a default by the District under this Resolution, the Lease Agreement, the Trust Agreement or under the 2018 Bonds; however, the Underwriter or any bond owner may take such actions as may be necessary and appropriate to compel performance, including specific performance by court order.

For purposes of this Section, “Continuing Disclosure Certificate” shall mean that certain Continuing Disclosure Certificate executed by the District on behalf of itself and the Authority in connection with the issuance and sale of the 2018 Bonds, as originally executed and as it may be amended from time to time in accordance with its terms. The Board approves the form of the Continuing Disclosure Certificate as presented to the Board with this Resolution. The District Representative(s) are authorized and directed to execute and deliver the Continuing Disclosure Certificate, with such changes as such officer or person may approve upon advice of the Municipal Advisor or Disclosure Counsel, such approval to be conclusively evidenced by execution and delivery. The form of the Continuing Disclosure Certificate as so executed and delivered is incorporated in this Resolution as of its date by this reference.

Section 8. Preliminary Official Statement: Official Statement. The Preliminary Official Statement relating to the 2018 Bonds in substantially the form presented to the Board at this meeting is approved. The Underwriter is authorized to distribute the Preliminary Official Statement (inclusive of any changes deemed necessary by the Underwriter and approved by Disclosure Counsel prior to its mailing) in connection with the marketing of the 2018 Bonds at such time as the Preliminary Official Statement is deemed final as of its date as indicated by a certificate executed by the District Representative(s) and the duly designated Authority representatives, except for the omission of certain information as provided in and pursuant to Rule 15c2-12, promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (“Rule”). The Board authorizes and directs the District Representative(s) to deliver to the Underwriter a certificate to the effect that the District deems the Preliminary Official Statement, in the form approved by the District Representative(s) and duly designated Authority representative(s), in consultation with Disclosure Counsel and the Underwriter, to be final as of its date, within the meaning of the Rule (except for the omission of certain final pricing, rating, and related information as permitted under the Rule). The District Representative(s) are authorized and directed to execute and deliver the final Official Statement in connection with the 2018 Bonds with such additions to the Official Statement and changes therein as are recommended or approved by the Municipal Advisor, Disclosure Counsel and the Underwriter and such representative(s), such approval to be conclusively evidenced by execution and delivery.

Section 9. Compliance with Debt Issuance and Management Policy. The Board hereby finds and determines that the adoption of this Resolution and the issuance and sale of the 2018 Bonds by the Authority is in general compliance with the provisions and requirements of the District’s Debt Issuance and Management Policy (as set forth in the District’s policies and guidelines).

Section 10. Findings.

(a) Pursuant to the requirements of Education Code Sections 15150 and 15150.1, the District furnished LACOE, and certain County offices, with information concerning the issuance,

sale and repayment of the 2018 Bonds. This information was provided no less than thirty (30) days prior to the date of adoption of this Resolution.

(b) Pursuant to Education Code Section 42133, the LACOE has provided the District with a written finding, which is on file with the District, that the repayment of the 2018 Bonds is probable.

Section 11. Modification. The approval, or consent, of the Lease Agreement, the Site Lease, the Agency Agreement, the Trust Agreement, Preliminary Official Statement, Final Official Statement, Continuing Disclosure Certificate and any other documents authorized under this Resolution shall apply to any modification or amendment thereof which is approved by the District Representative(s) as being necessary to carry out the provisions of those agreements and documents and the authorizations contained in this Resolution.

Section 12. Confirmation of Consultants/Underwriter. The Board confirms and ratifies the following appointments and the related retention contracts by the Authority relative to the 2018 Bonds: the firm of Cooperative Strategies LLC to act as Municipal Advisor, initial Dissemination Agent and Special Tax/Revenue Consultant; the firm of Atkinson, Andelson, Loya, Ruud & Romo, A Professional Corporation to act as Bond Counsel; the firm of Jones Hall, A Professional Law Corporation to act as Disclosure Counsel; and the firm of Stifel, Nicolaus & Company, Incorporated, to provide underwriting services to the Authority as set forth in the Bond Purchase Agreement; and, authorizes other consultants to be retained as necessary.

Section 13. Prior Actions Ratified. All actions previously taken by the officers, consultants, agents, and representatives of the District with respect to the transactions set forth above, or the issuance of the 2018 Bonds, are approved, confirmed, and ratified.

Section 14. Other Agreements. Actions. The Chief Financial Officer, the District Representative(s), and the other officers and staff members of the District are authorized and directed, jointly and severally, to do any and all things, to execute and deliver any and all documents, which in consultation with the staff, Municipal Advisor, Bond Counsel, Special Tax Counsel, and Disclosure Counsel they may deem necessary or advisable in consultation with the Authority in order to complete the issuance and sale of the 2018 Bonds, including, but not limited to, actions or agreements necessary to effectuate the purposes of this Resolution or future or on-going disclosures which may be required under State law.

Section 15. Effective Date. This Resolution shall take effect upon adoption.

[Remainder of this page intentionally left blank]

ADOPTED, SIGNED AND APPROVED this 18th day of July, 2018.

**GOVERNING BOARD OF THE WILLIAM S.
HART UNION HIGH SCHOOL DISTRICT**

By: _____ President,
Governing Board of the William S. Hart Union
High School District

ATTEST:

Clerk, Governing Board of the William S. Hart Union
High School District

[illegible]

I, Robert N. Jensen, Jr., Clerk, Governing Board of the William S. Hart Union High School District, do hereby certify that the foregoing was duly adopted by the Governing Board of such District at a regular meeting of said Board held on the 18th day of July, 2018, at which a quorum of such Board was present and acting throughout and for which notice and an agenda was prepared and posted as required by law and at which meeting all of the members of such Board had due notice and that at such meeting the attached resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Clerk, Governing Board of the William S. Hart
Union High School District

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I, Robert N. Jensen, Jr., Clerk of the Governing Board of the William S. Hart Union High School District, do hereby certify that the foregoing is a true and correct copy of Resolution No. 18/19-1, which was duly adopted by the Governing Board of the William S. Hart Union High School District at a meeting thereof on the 18th day of July, 2018.

Clerk, Governing Board of the William S. Hart
Union High School District