

RESOLUTION NO. 18-19-C1

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN JACINTO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE, A LEASE AGREEMENT, AN ASSIGNMENT AGREEMENT AND A TRUST AGREEMENT WITH RESPECT TO THE EXECUTION AND DELIVERY OF SAN JACINTO UNIFIED SCHOOL DISTRICT CERTIFICATES OF PARTICIPATION (2020 REFUNDING), EVIDENCING PRINCIPAL IN AN AGGREGATE AMOUNT OF NOT TO EXCEED \$37,000,000, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, in order to refinance the costs of the acquisition, construction, installation, improvement and equipping of certain schools and other capital facilities (the "Projects"), the San Jacinto Unified School District (the "District") caused to be executed and delivered the San Jacinto Unified School District Certificates of Participation (2010 Refunding) (the "Prior Certificates");

WHEREAS, the Prior Certificates were executed and delivered pursuant to the Trust Agreement, dated as of February 1, 2010 (the "Prior Trust Agreement"), by and among U.S. Bank National Association, as trustee, the San Jacinto Unified School District School Facilities Corporation (the "Corporation") and the District;

WHEREAS, the Prior Certificates evidence direct, fractional undivided interests of the owners thereof in certain base rental payments to be made by the District pursuant to the Lease Agreement, dated as of February 1, 2010 (the "Prior Lease Agreement"), by and between the District and the Corporation;

WHEREAS, in order to achieve certain savings, the District desires to refinance the Projects by exercising its option to prepay the base rental payments payable pursuant to the Prior Lease Agreement in order to cause the Prior Certificates to be prepaid;

WHEREAS, in order to finance the prepayment of the Prior Certificates, the District will lease certain real property owned by the District and the improvements thereto (the "Property") to the Corporation pursuant to a Ground Lease (such Ground Lease, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Ground Lease");

WHEREAS, the District will sublease the Property back from the Corporation pursuant to a Lease Agreement (such Lease Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Lease Agreement");

WHEREAS, the District and the Corporation have determined that it would be in the best interests of the District and the Corporation to provide a portion of the funds necessary to prepay the Prior Certificates through the execution and delivery, pursuant to a Trust Agreement, by and among U.S. Bank National Association, as trustee (the "Trustee"), the Corporation and the District, of the San Jacinto Unified School District Certificates of Participation (2020 Refunding) (the "Certificates"), evidencing direct, fractional undivided interests in the base rental payments to be made by the District under the Lease Agreement (such Trust Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Trust Agreement");

WHEREAS, in connection with the execution and delivery of the Trust Agreement, the Corporation proposes to assign substantially all of its rights in the Ground Lease and Lease Agreement to the Trustee pursuant to an Assignment Agreement (such Assignment Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Assignment Agreement");

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (a) the Ground Lease;
- (b) the Lease Agreement;
- (c) the Trust Agreement; and
- (d) the Assignment Agreement;

WHEREAS, the Corporation desires to proceed to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the offering, sale and delivery of the Certificates; 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 Corporation 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 Board of Directors of the San Jacinto Unified School District School Facilities Corporation, as follows:

Section 1. The foregoing recitals are true and correct, and the Board of Directors of the Corporation so finds and determines.

Section 2. The form of the Ground Lease, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, is hereby approved. Each of the President of the Corporation, the Vice President of the Corporation, the Treasurer of the Corporation, the Secretary of the Corporation and the Executive Director of the Corporation, and such other officers of the Corporation as the President of the Corporation may designate (the "Authorized Officers") is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the Corporation, to execute and deliver the Ground Lease in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Ground Lease by such Authorized Officer.

Section 3. The form of the Lease Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the Corporation, to execute and deliver the Lease Agreement in the form submitted to this meeting, with such changes, insertions and omissions

as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Lease Agreement by such Authorized Officer; provided, however, that the aggregate amount of the principal components of the base rental payments payable under the Lease Agreement shall not exceed \$37,000,000, the term of the Lease Agreement shall not terminate later than September 1, 2040 (provided that such term may be extended as provided therein) and the true interest cost applicable to the interest components of the base rental payments evidenced by the Certificates shall not exceed 5.50% per annum.

Section 4. The form of the Assignment Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the Corporation, to execute and deliver the Assignment Agreement in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Assignment Agreement by such Authorized Officer.

Section 5. The form of the Trust Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name and on behalf of the Corporation, to execute and deliver the Trust Agreement in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Trust Agreement by such Authorized Officer.

Section 6. The execution and delivery of the Certificates evidencing principal in an aggregate amount not to exceed \$37,000,000, payable in the years and in the amounts, and evidencing interest as specified in the Trust Agreement as finally executed, and with such additional or other series designations as may be approved by an Authorized Officer, are hereby authorized and approved.

Section 7. The officers of the Corporation are, and each of them is, hereby authorized and directed, for and in the name of the Corporation, to do any and all things and to execute and deliver any and all documents and certificates which they or any of them deem necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution, including entering into necessary termination agreements with respect to the termination of the Prior Lease Agreement and related agreements.

Section 8. All actions heretofore taken by the officers and agents of the Corporation with respect to the Certificates, or in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed and ratified.

Section 9. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Directors of the San Jacinto Unified School District School Facilities Corporation on May 14, 2019.

John I Norman
President of the San Jacinto Unified School
District School Facilities Corporation

ATTEST:

Diane Perez
Secretary of the San Jacinto Unified School
District School Facilities Corporation

SECRETARY'S CERTIFICATE

I, Diane Perez, Secretary of the San Jacinto Unified School District School Facilities Corporation, hereby certify that the foregoing is a full, true and correct copy of a Resolution duly adopted at a meeting of the Board of Directors of said Corporation duly held at the regular meeting place thereof on May 14, 2019, of which meeting all of the members of said Board of Directors had due notice and at which a quorum thereof was present, and that at said meeting said Resolution was adopted by the following vote:

AYES: BOARD MEMBERS:
NOES: BOARD MEMBERS:
ABSTAIN: BOARD MEMBERS:
ABSENT: BOARD MEMBERS:

An agenda of the meeting was posted at least 72 hours before the meeting at 2045 South San Jacinto Avenue, San Jacinto, California, a location freely accessible to members of the public, and a brief general description of said Resolution appeared on said agenda.

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

Dated: _____ 2019

Diane Perez
Secretary of the San Jacinto Unified School
District School Facilities Corporation