

LIVERMORE VALLEY JOINT UNIFIED SCHOOL DISTRICT

RESOLUTION NO. XXX-21/22

AUTHORIZING THE ISSUANCE AND SALE OF
GENERAL OBLIGATION REFUNDING BONDS

WHEREAS, the Board of Education (the "Board") of the Livermore Valley Joint Unified School District of the Counties of Alameda and Contra Costa, California (herein called the "District"), has heretofore issued \$52,810,000 aggregate principal amount of "Livermore Valley Joint Unified School District 2014 General Obligation Refunding Bonds," for authorized school purposes, \$31,415,000 of which are outstanding (the "Prior Bonds"); and

WHEREAS, the Board has determined, and does hereby declare, that it is necessary and desirable and that the prudent management of the fiscal affairs of the District requires that all or a portion of the Prior Bonds now be refunded; and

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California (the "Government Code") and other applicable law, the District is authorized to issue refunding bonds (the "Refunding Bonds") to refund the District's Prior Bonds, and to sell its Refunding Bonds on a negotiated sale basis; and

WHEREAS, the Board intends to authorize the sale of the Refunding Bonds by negotiated sale to Stifel, Nicolaus & Company, Incorporated (the "Senior Manager") and RBC Capital Markets, LLC (the "Co-Manager" and, together with the Senior Manager, the "Underwriters") to preserve flexibility and take advantage of changing market conditions; and

WHEREAS, Section 5852.1 of the Government Code requires that the Board obtain from an underwriter, municipal advisor or private lender and disclose, prior to authorization of the issuance of bonds with a term of greater than 13 months, good faith estimates of the following information in a meeting open to the public: (a) the true interest cost of the bonds, (b) the sum of all fees and charges paid to third parties with respect to the bonds, (c) the amount of proceeds of the bonds expected to be received net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds of the bonds, and (d) the sum total of all debt service payments on the bonds calculated to the final maturity of the bonds plus the fees and charges paid to third parties not paid with the proceeds of the bonds; and

WHEREAS, in compliance with said Section, the Board has obtained from the Municipal Advisor (defined herein) the required good faith estimates for the bonds and such estimates are disclosed and set forth in Appendix A attached hereto; and

WHEREAS, the Board recognizes that Senate Bill 222 (Chapter 78, Statutes of 2015), which provides for a statutory lien to secure repayment of general obligation bonds, was passed by the legislature and approved by the Governor of the State (the "Governor") and became effective January 1, 2016; and

WHEREAS, the pledge included in this Resolution to secure payment of the Refunding Bonds is intended to be a consensual agreement with bondholders; and

WHEREAS, Senate Bill 1029 (“SB1029”) was signed by the Governor on September 12, 2016 and places additional responsibilities on any issuer of public debt, including adopting debt management policies that meet certain criteria; and

WHEREAS, the District represents that it is in compliance with SB1029 pre-issuance requirements, the Refunding Bonds will be issued in compliance with the debt policy of the District and the District will comply with all post-issuance requirements of SB1029; and

WHEREAS, the Superintendent of Schools of the County of Alameda (“Alameda County”) has jurisdiction over the District; and

WHEREAS, the District has appointed Isom Advisors, A Division of Urban Futures, Inc., as Municipal Advisor to the District (the “Municipal Advisor”) and Orrick, Herrington & Sutcliffe LLP as Bond and Disclosure Counsel to the District (“Bond Counsel”) with respect to the Refunding Bonds; and

WHEREAS, U.S. Bank National Association has been approved by the Treasurer-Tax Collector of the County of Alameda to and will act as Paying Agent (herein called the “Paying Agent”) with respect to the Refunding Bonds, and as Escrow Agent (herein called the “Escrow Agent”) with respect to the Prior Bonds; and

WHEREAS, the Board desires that the Treasurer-Tax Collector of Alameda County and the Treasurer-Tax Collector of Contra Costa County (“Contra Costa County” and, together with Alameda County, the “Counties”) should collect a tax on all taxable property within the District sufficient to provide for payment of the Refunding Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the Counties, that they should take such actions as shall be necessary to provide for the levy and collection of such a tax and payment of the Refunding Bonds and such portion, if any, of the Outstanding Bonds as shall remain outstanding following the issuance of the Refunding Bonds; and

WHEREAS, there have been submitted and are on file with the Clerk of the Board proposed forms of an Official Statement, a Bond Purchase Agreement, a Paying Agent Agreement, an Escrow Agreement and a Continuing Disclosure Certificate, all with respect to the Refunding Bonds proposed to be issued and sold, and the Superintendent of the District has examined or caused to be examined each document and has approved the forms thereof, and has recommended that the Board approve and direct the completion, where appropriate, and the execution of the documents and the consummation of such financing;

NOW, THEREFORE, the Board of Education of Livermore Valley Joint Unified School District does hereby RESOLVE, DETERMINE AND ORDER, as follows:

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

Section 2. Authorization of Refunding Bonds and of Redemption of Prior Bonds; Application of Proceeds of Sale. The Board hereby authorizes the sale and issuance of one or more series of refunding bonds of the District and the designation of said bonds as the “Livermore Valley Joint Unified School District 2021 General Obligation Refunding Bonds” (herein called the “Refunding Bonds”) in an aggregate principal amount not to exceed \$25,000,000, which amount shall be finally determined by the Superintendent of the District, the Deputy Superintendent of the District, the Assistant Superintendent of Business Services of the District, or such other officer of the District or such other officer of the District

designated for the purpose (each, an “Authorized District Representative”), in accordance with the provisions of Section 7 hereof and with the general laws of the State of California.

Proceeds from the sale of the Refunding Bonds are hereby authorized to be applied only as permitted by Article 9 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code, including to acquire escrow securities or otherwise to pay or provide for payment of the principal of the Prior Bonds upon redemption thereof; to pay all expenses incident to the calling, retiring or paying of the Prior Bonds and to the issuance of the Refunding Bonds, including but not limited to: charges of the Paying Agent in connection with the issuance and payment of the Refunding Bonds; interest upon the Prior Bonds from the dated date of the Refunding Bonds to the maturity or earlier redemption date of the Prior Bonds; any premium payable upon the redemption of the Prior Bonds; and the costs of any bond insurance or other credit enhancement with respect to the Refunding Bonds. The Board hereby further determines that all interest or other gain derived from the investment of proceeds of the Refunding Bonds may be applied to pay such costs of issuance of the Refunding Bonds.

Section 3. Terms of Refunding Bonds. The maximum nominal annual interest rate on the Refunding Bonds shall be 8.0%, payable as described in the Paying Agent Agreement referred to in Section 4 hereof. The Refunding Bonds shall mature on a date or dates, in such of the years, beginning no earlier than August 1, 2022 and concluding no later than the final maturity of the Prior Bonds, as shall be specified in the Bond Purchase Agreement described in Section 7 hereof. No Refunding Bonds shall have principal maturing on more than one principal maturity date; however it shall not be necessary that a portion of the principal mature in each year.

The Refunding Bonds shall be issued as current interest Refunding Bonds.

The aggregate principal amount of the current interest Refunding Bonds, 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 and mandatory sinking fund redemption thereof, shall be as specified in the Bond Purchase Agreement.

Section 4. Paying Agent Agreement. The form of instrument entitled “Paying Agent Agreement,” in substantially the form on file with the Clerk of the Board, is hereby approved and authorized. The Authorized District Representative is hereby authorized and directed to execute and deliver an instrument in substantially said form, completed with terms as shall be agreed to by the Authorized District Representative in accordance with this Resolution, and with such other changes therein as the Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. Escrow Agreement. The form of instrument entitled “Escrow Agreement,” in substantially the form on file with the Clerk of the Board, is hereby approved and authorized. The Authorized District Representative is hereby authorized and directed to execute and deliver an instrument in substantially said form, completed with terms as shall be agreed to by the Authorized District Representative in accordance with this Resolution, and with such other changes therein as the Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. Official Statement. The Official Statement relating to the Refunding Bonds, in substantially the form on file with the Clerk of the Board (the "Official Statement"), is hereby approved as the Official Statement of the District with respect to the Refunding Bonds, with such changes, additions and corrections as the Authorized District Representative may hereafter approve, and the Underwriters with respect to the Refunding Bonds are hereby authorized to distribute copies of such Official Statement in preliminary form to persons who may be interested in purchasing the Refunding Bonds. The Authorized District Representative is hereby authorized to certify on behalf of the District that the preliminary form of the Official Statement was deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by said Rule). The Authorized District Representative is hereby authorized and directed to sign said Official Statement in its final form, including the final pricing information, and to furnish the Underwriters of the Refunding Bonds with copies thereof, and the Underwriters are hereby authorized and directed to deliver copies of such Official Statement in final form to subsequent purchasers of the Refunding Bonds.

Section 7. Bond Purchase Agreement. The Bond Purchase Agreement, substantially in the form on file with the Clerk of the Board, is hereby approved and adopted as the contract for purchase and sale of the Refunding Bonds and the Authorized District Representative is hereby authorized and directed to execute and deliver one or more instruments in substantially said form, completed with terms as the Authorized District Representative shall have agreed to in accordance with this Resolution, and with such other changes therein as the Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided that (i) the total net interest cost to maturity on the Refunding Bonds plus the aggregate principal amount of the Refunding Bonds shall be less than the total net interest cost to maturity on the Prior Bonds plus the aggregate principal amount of the Prior Bonds; (ii) the present value of the debt service savings with respect to the Prior Bonds shall be at least 3.0% of the aggregate principal amount of such Prior Bonds; (iii) the Underwriters' discount shall not exceed 3.50% of the aggregate principal amount of the Refunding Bonds; and (iv) the Refunding Bonds shall otherwise conform to the limitations specified herein and imposed by the general laws of the State.

Section 8. Request for Necessary County Actions. (a) The Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the Counties, are hereby requested to take and authorize such actions as may be necessary pursuant to law to provide for the levy and collection of a property tax on all taxable property of the District sufficient to provide for payment of all principal of, redemption premium, if any, and interest on the Refunding Bonds as the same shall become due and payable, and to apply moneys in the District's Interest and Sinking Fund as necessary to the payment of the Refunding Bonds, pursuant to the Paying Agent Agreement, and to the payment of any Prior Bonds which are to remain outstanding, pursuant to the resolution under which such bonds were issued. The Clerk of the Board is hereby authorized and directed to deliver certified copies of this Resolution to the Clerk of the Board of Supervisors of the Counties, the Auditor-Controller of the Counties, and the Treasurer-Tax Collector of the Counties. The Board hereby agrees to reimburse the Counties for any costs associated with the levy and collection of said tax, upon such documentation of said costs as the District shall reasonably request.

(b) The Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the Counties, are hereby requested to take and authorize such actions as may be necessary, upon, but only upon, the issuance of the Refunding Bonds, to discontinue the levy of property

taxes on all taxable property of the District for the payment of the Prior Bonds, pursuant to Section 53561 of the Government Code.

Section 9. Notice of Redemption of Prior Bonds. The Escrow Agent is hereby authorized and directed to give notice of redemption of the Prior Bonds to be redeemed as shall be required by the Escrow Agreement and pursuant to the terms set forth in the documents governing the redemption of the Prior Bonds.

Section 10. Tax Covenants.

(a) The Refunding Bonds. The Refunding Bonds may be issued as taxable or tax-exempt bonds under Section 103 of the Code. The following provisions of this Section shall only apply to tax-exempt bonds.

(b) General. The District shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Refunding Bonds under Section 103 of the Code. Without limiting the generality of the foregoing, the District hereby covenants that it will execute and deliver and comply with the requirements of the Tax Certificate of the District (the "Tax Certificate"), to be executed and delivered by the District on the date of issuance of the Refunding Bonds. The provisions of this subsection (b) shall survive payment in full or defeasance of the Refunding Bonds.

(c) Yield Restriction. In the event that at any time the District is of the opinion that for purposes of this Section it is necessary or helpful to restrict or limit the yield on the investment of any moneys held by the Treasurer-Tax Collectors of the Counties on behalf of the District, in accordance with this Resolution or pursuant to law, the District shall so request of the Treasurer-Tax Collectors of the Counties in writing, and the District shall make its best efforts to ensure that the Treasurer-Tax Collectors of the Counties shall take such action as may be necessary in accordance with such instructions.

(d) Reliance on Opinion of Bond Counsel. Notwithstanding any provision of this Section, if the District shall provide to the Treasurer-Tax Collector of Alameda County an opinion of counsel of nationally recognized standing in the field of law relating to municipal bonds (an "Opinion of Bond Counsel") that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Refunding Bonds, the Treasurer-Tax Collector of Alameda County may conclusively rely on such Opinion of Bond Counsel in complying with the requirements of this Section and of the Tax Certificate, and the covenants hereunder shall be deemed to be modified to that extent.

Section 11. Continuing Disclosure. The form of instrument entitled, "Continuing Disclosure Certificate," in substantially the form on file with the Clerk of the Board, is hereby approved and authorized. The Authorized District Representative is hereby authorized and directed on behalf of the District to execute and deliver such Continuing Disclosure Certificate in substantially said form, with such changes thereto as deemed necessary in order to permit the original purchaser of the Refunding Bonds to comply with the requirements of Securities and Exchange Commission Rule 15c2-12. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Certificate.

Section 12. Pledge of Tax Revenues. The District hereby pledges all revenues from the property taxes collected from the levy by the Board of Supervisors of each County for the payment of the Refunding Bonds and the outstanding bonds of the District heretofore or hereafter issued pursuant to voter-approved measures of the District, including any refunding bonds thereof (for the purpose of this pledge, hereinafter collectively referred to as the "District Bonds") and amounts on deposit in the Interest and Sinking Fund of the District to the payment of the principal or redemption price of and interest on the District Bonds. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the District Bonds and successors thereto. The property taxes and amounts held in the Interest and Sinking Fund of the District shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the Interest and Sinking Fund of the District to secure the payment of the District Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge and without the need of any physical delivery, recordation, filing or further act.

The pledge is an agreement between the District and the bondholders to provide security for the Refunding Bonds in addition to any statutory lien that may exist, and the Refunding Bonds and each of the other District Bonds secured by the pledge are or were issued to finance one or more of the projects specified in the applicable voter-approved measure.

Section 13. Bond Insurance. The Authorized District Representative is hereby authorized to solicit proposals from municipal bond insurers, and, if such officer determines it is in the best interest of the District, to arrange for the issuance of a policy of municipal bond insurance for one or more maturities of the Refunding Bonds and to execute and deliver an insurance commitment and all other documents necessary in connection therewith.

Section 14. Appointment of Bond Counsel, Municipal Advisor and Underwriters. The firm of Orrick, Herrington & Sutcliffe LLP is hereby appointed Bond Counsel to the District in connection with the Refunding Bonds. The firm of Isom Advisors, A Division of Urban Futures, Inc., is hereby appointed Municipal Advisor to the District in connection with the Refunding Bonds. The firms of Stifel, Nicolaus & Company, Incorporated and RBC Capital Markets, LLC, are hereby appointed as Underwriters in connection with the Refunding Bonds.

Section 15. Authorization of Further Actions. (a) The Municipal Advisor, Bond Counsel and the appropriate District officials are hereby authorized and directed to continue to prepare the necessary legal documents to accomplish said financing and the other transactions authorized herein, and to take any and all necessary actions in connection therewith.

(b) The officers and employees of the District are hereby authorized and directed, jointly and severally, to do any and all things which 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 President of the Board, the Clerk of the Board, the Superintendent of the District, the Deputy Superintendent of the District, the Assistant Superintendent of Business Services of the District, or such other officer of the District, and the other officers and employees of the District are hereby authorized and directed to provide for the purchase of escrow securities, to engage certified public accounts to verify the sufficiency of funds deposited in escrow, to execute and deliver any and all notices, certificates and representations, including signature certificates, no-litigation

certificates, tax certificates, certificates relating to continuing disclosure obligations, notices to the California Debt and Investment Advisory Commission, and certificates concerning the Official Statement describing the Refunding Bonds, and to enter into such agreements or contracts, including any forward delivery agreements, and any agreements or contracts as may be necessary to obtain bond insurance with respect to the Refunding Bonds, paying agent services with respect to the Refunding Bonds, or escrow agent services with respect to the Prior Bonds, as such officers deem necessary and desirable to accomplish the purposes of this Resolution.

Section 16. Notice to California Debt and Investment Advisory Commission. Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the District, on behalf of the Board, is hereby authorized and directed to cause notices of the proposed sale and final sale of the Refunding Bonds to be filed in a timely manner with the California Debt and Investment Advisory Commission pursuant to Section 8855(g) of the Government Code and to specify that the issuance of the Refunding Bonds will be made in compliance with the District's adopted debt policy.

Section 17. Electronic Signatures; DocuSign. This Board hereby approves the execution and delivery of any and all agreements, documents, certificates and instruments referred to herein with electronic signatures under the California Uniform Electronic Transactions Act and digital signatures under Section 16.5 of the Government Code using DocuSign.

Section 18. Ratification of Actions. All actions heretofore taken by the officers and agents of the District with respect to the sale, execution and delivery of the Refunding Bonds, the acquisition of escrow securities, and the other transactions authorized and contemplated herein, are hereby approved, confirmed and ratified.

Section 19. Effective Date. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the Board of Education of the Livermore Valley Joint Unified School District of the County of Alameda and the County of Contra Costa, this 7th day of September, 2021, by the following vote:

AYES: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

NOES: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

ABSTENTIONS: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

ABSENT: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

President of the Board of Education
Livermore Valley Joint Unified School District

Clerk of the Board of Education
Livermore Valley Joint Unified School District

APPENDIX A

GOOD FAITH ESTIMATES

The following information was obtained from Isom Advisors, a Division of Urban Futures, Inc., as Municipal Advisor to the District in connection with the bonds approved in the attached Resolution (the "Refunding Bonds"), and is provided in compliance with Section 15146(b)(4) of the Education Code of the State of California and Senate Bill 450 (Chapter 625 of the 2017-18 Session of the California Legislature) with respect to the Refunding Bonds:

1. *True Interest Cost of the Refunding Bonds.* Assuming the maximum aggregate principal amount of the Refunding Bonds authorized (i.e., \$25,000,000) are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the Refunding Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Refunding Bonds, is 1.626%.

2. *Finance Charge of the Refunding Bonds.* Assuming the maximum aggregate principal amount of the Refunding Bonds authorized (i.e., \$25,000,000) are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the finance charge of the Refunding Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Refunding Bonds), is \$181,147.50.

3. *Amount of Proceeds to be Received.* Assuming the maximum aggregate principal amount of the Refunding Bonds authorized (i.e., \$25,000,000) are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the amount of proceeds expected to be received by the District for sale of the Refunding Bonds less the finance charge of the Refunding Bonds described in paragraph 2 above and any reserves or capitalized interest paid or funded with proceeds of the Refunding Bonds, is \$22,999,372.73.

4. *Total Payment Amount.* Assuming the maximum aggregate principal amount of the Refunding Bonds authorized (i.e., \$25,000,000) are sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the District will make to pay debt service on the Refunding Bonds plus the finance charge of the Refunding Bonds described in paragraph 2 above not paid with the proceeds of the Refunding Bonds, calculated to the final maturity of the Refunding Bonds, is \$25,109,717.20.

Attention is directed to the fact that the foregoing information constitutes good faith estimates only. The actual interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of Refunding Bond sales, the amount of Refunding Bonds sold, the amortization of the Refunding Bonds sold and market interest rates at the time of each sale. The actual interest rates at which the Refunding Bonds will be sold will depend on the bond market at the time of each sale. The actual amortization of the Refunding Bonds will also depend, in part, on market interest rates at the time of each sale. Market interest rates are affected by economic and other factors beyond the District's control.

CLERK'S CERTIFICATE

I, Clerk of the Board of Education of the Livermore Valley Joint Unified School District, Counties of Alameda and Contra Costa, California, do hereby certify as follows:

The attached is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Education of said District duly and regularly held at the regular meeting place thereof on September 7th, 2021, and entered in the minutes thereof, at which meeting all of the members of said Board of Education had due notice and at which a quorum was present, and said resolution was adopted by the following vote:

AYES: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

NOES: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

ABSTENTIONS: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

ABSENT: Bueno _____ Guzmán _____ Prusso _____ Wang _____ White _____

An agenda of said meeting was posted at least 72 hours before said meeting at 685 East Jack London Boulevard, Livermore, California, a location freely accessible to members of the public, and was posted on the District's website at least 72 hours before said meeting in accordance with Executive Order N-29-20, signed by the Governor of the State of California on March 17, 2020, and a brief description of said resolution appeared on said agenda. A copy of said agenda is attached hereto.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office. 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.

WITNESS my hand this _____ day of September 2021.

Clerk of the Board of Education
Livermore Valley Joint Unified School District