

**GOVERNING BOARD
BENICIA UNIFIED SCHOOL DISTRICT**

**RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF
2022 GENERAL OBLIGATION REFUNDING BONDS IN AN
AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$8,000,000
TO REFUND OUTSTANDING GENERAL OBLIGATION BONDS AND
APPROVING RELATED DOCUMENTS AND ACTIONS**

RESOLUTION NO. 21-22-28

WHEREAS, an election was duly and regularly held in the Benicia Unified School District (the "District") on June 3, 2014, in accordance with Section 15100 *et seq.* of the Education Code of the State of California, for the purpose of submitting a general obligation bond measure in the aggregate principal amount of \$49,600,000 to District voters, and more than the requisite 55% of votes cast were in favor of the issuance of said bonds (the "2014 Authorization"); and

WHEREAS, pursuant to the 2014 Authorization, on November 20, 2014, the District caused the issuance of \$20,000,000 aggregate principal amount of General Obligation Bonds Election of 2014, Series A (the "Prior Bonds"); and

WHEREAS, the Prior Bonds maturing on and after August 1, 2025, are subject to optional redemption in advance of maturity, on August 1, 2024; and

WHEREAS, the Governing Board of the District (the "Board") is authorized to provide for the issuance and sale of the Refunding Bonds pursuant to the provisions of Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 53550 of said Code (the "Bond Law"); and

WHEREAS, in order to realize savings for taxpayers in the District, the District has determined at this time to issue its Benicia Unified School District 2022 General Obligation Refunding Bonds, in an aggregate principal amount not to exceed \$8,000,000 (the "Refunding Bonds"), to refund, on an advance basis, a portion of the outstanding Prior Bonds (such portion, the "Refunded Bonds"); and

WHEREAS, in order to comply with all applicable Federal tax law requirements, including specifically with respect to advance refundings, it is expected that the Refunding Bonds will be delivered on a Federally taxable basis for some or all of the term of the Refunding Bonds, and will contain an option to convert to a Federally tax-exempt rate upon the satisfaction of certain conditions, including, but not limited to, the delivery of a tax certificate and an opinion of bond counsel regarding the tax status of such converted Refunding Bonds; and

WHEREAS, the Board wishes at this time to take its action approving the issuance and sale of the Refunding Bonds and documents and actions relating to the Refunding Bonds; and

WHEREAS, in accordance with Government Code Section 5852.1, the Board has obtained and disclosed the information set forth in Appendix A hereto;

NOW, THEREFORE, the Board hereby finds, determines, declares and resolves in this resolution (the "Resolution") as follows:

SECTION 1. *Recitals.* The foregoing recitals are true and correct, and the Board finds that the refinancing contemplated herein will result in taxpayer savings which are maximized by issuing the Refunding Bonds at a Federally taxable interest rate with the option to convert at a later date to a Federally tax-exempt interest rate.

SECTION 2. *Authorization.*

(a) General. The Board hereby determines that the prudent management of the fiscal affairs of the District requires that it issue the Refunding Bonds under the provisions of the Bond Law without submitting the question of the issuance of the Refunding Bonds to a vote of the qualified electors of the District. To that end, the Board hereby authorizes the issuance of the Refunding Bonds, in one or more series, on a Federally taxable basis, in the aggregate principal amount of not to exceed \$8,000,000, subject to the terms of the Bond Law and this Resolution, for the purpose of providing funds to refinance the Refunded Bonds.

(b) Savings. As provided in Section 53552 of the Bond Law, the Refunding Bonds shall not be issued unless the total net interest cost to maturity on the Refunding Bonds plus the principal amount of the Refunding Bonds is less than the total net interest cost to maturity on the Refunded Bonds plus the principal amount of the Refunded Bonds. Prior to the issuance of the Refunding Bonds, the District shall receive confirmation from its municipal advisor that the requirements of Section 53552 of the Bond Law have been satisfied.

SECTION 3. *Approval of Paying Agent Agreement.* The Board hereby authorizes the issuance of the Refunding Bonds pursuant to the terms hereof, the Bond Law, and a Paying Agent Agreement, by and between the District and U.S. Bank Trust Company, National Association., as paying agent for the Refunding Bonds (the "Paying Agent"), in substantially the form on file with the Clerk of the Board (the "Paying Agent Agreement"), which is incorporated herein and hereby approved. The President of the Board, the Secretary to the Board, the Clerk of the Board, the Superintendent and the Chief Business Official (each, an "Authorized Officer") are hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Paying Agent Agreement in substantially said form, with said additions thereto (including the insertion of the purchaser, maturity dates, principal amounts and interest rates of the Bonds) and changes therein as the Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof by an Authorized Officer. The Board hereby authorizes the issuance of the Bonds pursuant to the terms of the Paying Agent Agreement, and the performance by the District of its obligations under the Paying Agent Agreement.

SECTION 4. *Sale of Refunding Bonds.* The Board hereby authorizes the Refunding Bonds to be privately placed on a negotiated basis pursuant to the terms of a Bond Purchase Agreement, in substantially the form on file with the Clerk of the Board (the "Bond Purchase Agreement"), together with any changes therein or additions approved by an Authorized Officer. An Authorized Officer is hereby authorized and directed to execute the Bond Purchase Agreement on behalf of the District; provided that the principal amount of the Refunding Bonds does not exceed \$8,000,000, the final maturity date of the Refunding Bonds does not exceed the final maturity date of the Refunded Bonds, the annual interest rate of the Refunding Bonds shall be at a fixed rate and shall not exceed 6.0% per annum, and the savings requirement identified in Section 2(b) hereof shall have been satisfied.

SECTION 5. *Approval of Escrow Agreement.* The Refunded Bonds shall be refunded in accordance with the provisions of an Escrow Agreement between the District and an escrow bank identified therein (the "Escrow Agreement"). The Board hereby approves the Escrow Agreement in substantially the form on file with the Clerk of the Board, together with any changes therein or modifications thereof which are approved by an Authorized Officer, and the execution thereof by an Authorized Officer will be conclusive evidence of the approval of any such changes or modifications. An Authorized Officer is directed to authenticate and execute the final form of the Escrow Agreement on behalf of the District, and to deliver the executed Escrow Agreement on the date of delivery of the Refunding Bonds.

SECTION 6. *Approval of Official Actions to Close Transaction.* The Authorized Officers are each alone authorized and directed in the name and on behalf of the District to execute and deliver any and all certificates, requisitions, agreements, notices, consents, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate the lawful issuance, sale and delivery of the Refunding Bonds, or the conversion of the Refunding Bonds from a Federally taxable rate to a Federally tax-exempt rate. Each Authorized Officer is authorized to enter into a contract for professional services with Jones Hall, A Professional Law Corporation, as bond counsel, Isom Advisors, A Division of Urban Futures, Inc., as municipal advisor, U.S. Bank Trust Company, National Association, as paying agent, and RBC Capital Markets, LLC, as placement agent, the proposed forms of contracts between the District and such firms being on file with the Superintendent. Any such action previously taken by an Authorized Officer is hereby ratified. Whenever in this Resolution any officer of the District is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

SECTION 7. *Effective Date of Resolution.* This Resolution shall take effect from and after the date of its passage and adoption.

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PASSED AND ADOPTED this 7th day of April 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

President of the Governing Board
Benicia Unified School District

ATTEST:

Secretary to the Governing Board
Benicia Unified School District

APPENDIX A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

1. True Interest Cost of the Refunding Bonds (Estimated All-In): 3.02%
2. Finance charge of the Refunding Bonds, being the sum of all fees and charges paid to third parties (Costs of Issuance plus estimated underwriter's compensation) (Estimated): \$215,000
3. Proceeds of the Refunding Bonds expected to be received by District, net of proceeds for Costs of Issuance in (2) above, for deposit in the Escrow Fund to be held by the Escrow Agent to redeem the Refunded Bonds (Estimated): \$7,652,491
4. Total Payment Amount for the Refunding Bonds, being the sum of (a) debt service to be paid on the bonds to final maturity, plus (b) any financing costs not paid from proceeds of the Refunding Bonds (Estimated): \$10,839,298

**Information based on estimates made in good faith by the District's Financial Advisor, including certain assumptions regarding rates available in the bond market at the time of pricing the bonds.*