

**RESOLUTION NO. 2021-37**

**A RESOLUTION OF THE BOARD OF EDUCATION OF THE  
LODI UNIFIED SCHOOL DISTRICT  
PRESCRIBING THE TERMS AND AUTHORIZING THE ISSUANCE OF THE  
GENERAL OBLIGATION BONDS; APPROVING FORMS OF AND AUTHORIZING  
EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL PAYING AGENT  
AGREEMENT, A PURCHASE AGREEMENT, A CONTINUING DISCLOSURE  
CERTIFICATE, AND AN OFFICIAL STATEMENT; AUTHORIZING DISTRIBUTION  
OF THE OFFICIAL STATEMENT; AND AUTHORIZING EXECUTION OF  
NECESSARY CERTIFICATES**

**WHEREAS**, the Lodi Unified School District (the “District”) is a school district duly organized under the laws of the State of California;

**WHEREAS**, the Board of Education of the Lodi Unified School District (the “Board”) has determined that it is in the best interest of the District to modernize, replace, renovate, construct, equip, acquire and rebuild District’s facilities within the District to enable the District to make optimum and safe use of these improvements for the benefit of the students served by the District within the District, and to accommodate new students to be served by the District;

**WHEREAS**, a duly called election was held in the District, located in San Joaquin County (the “County”), State of California, on November 8, 2016 (the “Election”), and the returns were thereafter canvassed pursuant to law;

**WHEREAS**, at the Election there was submitted to and approved by the requisite fifty-five percent (55%) vote of the qualified electors of the District voting on the following measure for incurring bonded indebtedness (the “Bond Measure”):

“To repair and upgrade aging classrooms in local schools to prepare students for college and careers, retain/attract quality teachers and improve student health/safety by removing mold/asbestos/lead paint, repairing leaky roofs, updating classrooms and acquiring/constructing/modernizing sites/facilities/equipment, shall Lodi Unified School District issue \$281,000,000 of bonds at legal interest rates, with citizens’ oversight, annual audits, no money for administrators’ salaries/pensions and all funds staying local?”

**WHEREAS**, California Government Code Sections 53506 *et seq.* authorize a school district to issue bonds with a term not to exceed 40 years that are secured by the levy of *ad valorem* taxes;

**WHEREAS**, the District issued a first series of general obligation bonds designated the “Lodi Unified School District, San Joaquin, California, General Obligation Bonds, Election of 2016, Series 2017,” in the aggregate principal amount of \$80,000,000 on May 24, 2017;

**WHEREAS**, the District issued a second series of general obligation bonds designated the “Lodi Unified School District, San Joaquin, California, General Obligation Bonds, Election of 2016, Series 2020,” in the aggregate principal amount of \$110,000,000 on January 30, 2020;

**WHEREAS**, the Board has determined that it is necessary and desirable to issue and sell the third and final series of bonds authorized by the electors, such series of bonds to be designated the “Lodi Unified School District, San Joaquin County, California, General Obligation Bonds, Election of 2016, Series 2021-\_\_\_,” with such additional or other series designation as may be approved by the Board, in an aggregate principal amount not to exceed \$91,000,000 (the “Bonds”), pursuant to the terms of Article 4.5 of Chapter 3 of Part I of Division 2 of Title 5 sections 53506 *et seq.* of the Government Code (the “Bond Law”), according to the terms and in the manner hereinafter set forth;

**WHEREAS**, the District is authorized to issue the Bonds on its own behalf pursuant to the Bond Law;

**WHEREAS**, the following documents and proposed agreements relating to the execution, sale, and delivery of the Bonds, which are incorporated herein by reference, have been presented to the Board for its review and approval:

- a. the second supplemental paying agent agreement by and between the District and The Bank of New York Mellon Trust Company, N.A., as paying agent (the “Paying Agent”), relating to the Bonds (the “Second Supplemental Paying Agent Agreement”);
- b. the bond purchase agreement (the “Purchase Agreement”) between the District and Stifel, Nicolaus & Company, Incorporated (the “Underwriter”), whereby the Underwriter will agree to purchase the Bonds when and as issued and delivered by the District;
- c. the preliminary official statement relating to the Bonds (the “Official Statement”); and
- d. the continuing disclosure certificate relating to the Bonds (the “Continuing Disclosure Certificate”), whereby the District undertakes to provide annual reports and enumerated events notices as required under federal securities laws.

**WHEREAS**, the Board has determined that the authorization, approval, execution, and delivery, as appropriate, of the agreements and documents described above or contemplated thereby or incidental thereto, and the issuance, sale, and delivery of the Bonds in accordance with the Second Supplemental Paying Agent Agreement are desirable and in the best interests of the District; and

**WHEREAS**, all acts, conditions and things 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.

**NOW, THEREFORE**, be it resolved by the Board of Education of the Lodi Unified School District, San Joaquin County, California, as follows:

**Section 1. Recitals.** The Board hereby finds and determines that the foregoing recitals are true and correct.

**Section 2. Issue Authorized.** The Board hereby authorizes the issuance of the Bonds in an aggregate principal amount not to exceed \$91,000,000. Each series of the Bonds may be issued such that the interest on such series of Bonds is tax-exempt, or such that the interest on such series of Bonds is not tax-exempt.

**Section 3. Approval of Second Supplemental Paying Agent Agreement.** The proposed form of the Second Supplemental Paying Agent Agreement relating to and prescribing the terms of the Bonds, between the District and The Bank of New York Mellon Trust Company, N.A., as presented to this meeting, is hereby approved. The date, respective principal amounts of each maturity, the interest rates, interest payment dates, denominations, form, registration privileges, place or places of payment, terms of redemption, and other terms of the Bonds shall be as provided in the Second Supplemental Paying Agent Agreement, as finally executed. The President of this Board, the Superintendent of the District (the “Superintendent”), the Chief Business Official, and the Controller (collectively, the “Authorized Representatives”) are, individually, hereby authorized, for and in the name of and on behalf of the District, to execute and deliver to the other parties thereto the Second Supplemental Paying Agent Agreement in substantially said form, with such changes therein as such officer, with the advice of Lozano Smith, LLP (“Bond Counsel”), may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 4. Approval of Method of Sale.** Upon the recommendation of Dale Scott & Company Inc. (the “Financial Advisor”), the Authorized Representatives, and each of them individually, on behalf of this Board, are hereby authorized to negotiate the sale of the Bonds with the Underwriter. This method of sale has been selected by the Board because it offers greater flexibility than a public sale process in setting and changing the time and terms of the sale of the Bonds, in structuring the Bonds to meet the particular needs of potential investors, in enhancing the sale of the Bonds to local investors, in evaluating the benefits of bond insurance, and in providing greater assurance that the tax outcome will conform to the expectations of voters.

**Section 5. Bond Parameters and Estimated Costs of Issuance.** For purposes of Education Code section 15146(b) and Government Code section 5852.1, good faith estimates of (a) the true interest cost of the Bonds; (b) the costs associated with the issuance of the Bonds, including any such costs which the Underwriter agrees to pay pursuant to the Bond Purchase Agreement; (c) the amount of proceeds to be received by the District (less the Costs of Issuance or reserves or capitalized interest, if any); and (d) the total payments of principal of and interest

on the Bonds through the final maturity of the Bonds, plus any financing costs not paid from proceeds of the Bonds, are set forth on Exhibit A attached hereto and incorporated herein.

The estimated costs associated with the issuance of the Bonds, including the expenses of Bond Counsel, Disclosure Counsel, the Financial Advisor, and the rating agency and other services are \$223,000, and if the Underwriter's discount is included, the estimated costs of issuance are \$587,000. The estimated underwriter's discount is \$364,000.

**Section 6. Approval of Purchase Agreement.** The Purchase Agreement, substantially in the form on file with the Secretary to the Board, is hereby approved and the Authorized Representatives, and each of them individually, are hereby authorized and requested to execute such Purchase Agreement with such changes therein as such officers, with advice of the Bond Counsel, may require or approve; provided however, (i) that the maximum interest rates on the Bonds shall not exceed the maximum rate permitted by law; and (ii) the underwriting discount on the Bonds, excluding original issue discount and reimbursable expenses of the Underwriter, shall not exceed 0.50% of the aggregate principal amount of Bonds actually issued. The Authorized Representatives, and each of them individually, are further authorized to determine the principal amount of the Bonds to be specified in the Purchase Agreement for sale by the District in an aggregate principal amount not to exceed \$91,000,000 and to enter into and execute the Purchase Agreement with the Underwriter, if the conditions set forth in this Resolution are satisfied.

**Section 7. Execution of the Bonds.** The Bonds shall be executed by the President of the Board by their manual or facsimile signature and countersigned by the manual or facsimile signature of the Secretary of the Board, all in their official capacities. The Bonds shall be authenticated by the manual signature of a duly authorized officer of the Paying Agent.

**Section 8. Approval of Continuing Disclosure Certificate.** The Board hereby approves the form of the Continuing Disclosure Certificate relating to the Bonds. A copy of the Continuing Disclosure Certificate has been presented to this meeting and is on file with the Secretary of the Board. The Authorized Representatives, and each of them individually, or their respective designee, are hereby authorized, for and on behalf of the District, to execute and deliver the Continuing Disclosure Certificate in substantially said form, with such changes therein as such officer, with the advice of Bond Counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 9. Approval and Distribution of Preliminary Official Statement and Official Statement.** The Board hereby approves the form of Official Statement presented to this meeting and on file with the Secretary of the Board. The Authorized Representatives, or their designee, are hereby authorized and directed to execute the Official Statement in substantially that form, with such changes, insertions, revisions, corrections or amendments as the Authorized Representatives or their respective designee, upon the advice of the Financial Advisor and Bond Counsel, may require or approve, which approval shall be conclusively evidenced by the execution and delivery thereof.

The Board hereby authorizes and directs the Financial Advisor and/or Underwriter to distribute copies of the Official Statement in preliminary form to persons who may be interested in the purchase of the Bonds, and to deliver copies of the final Official Statement to the purchasers of the Bonds. The Board hereby authorizes and directs the Authorized Representatives, or their designee, to deliver to the Financial Advisor and Underwriter a certificate to the effect that the District deems the preliminary Official Statement, in the form approved by the Authorized Representatives or their respective designee, to be final and complete as of its date within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (“Rule 15c2-12”) (except for the omission of certain information as permitted by Rule 15c2-12).

**Section 10. Security for the Bonds.** There shall be levied on all the taxable property in the District, in addition to all other taxes, a continuing direct *ad valorem* property tax annually during the period the Bonds are outstanding in an amount sufficient to pay the principal of and interest on the Bonds when due, which moneys when collected will be deposited in the Interest and Sinking Fund of the District, and which fund is hereby designated for the payment of the principal of and interest on the Bonds when and as the same shall fall due, and for no other purpose. The District covenants to cause the County to take all actions necessary to levy such *ad valorem* tax in accordance with this Section 10. Pursuant to Section 53515 of the Government Code, the Bonds shall be secured by a statutory lien on all revenues received pursuant to the levy and collection of *ad valorem* taxes for the payment thereof.

Pursuant to Government Code sections 5450 and 5451, the District hereby pledges all revenues received from the levy and collection of *ad valorem* taxes in the District for the payment of the Bonds, and all amounts on deposit in the corresponding Interest and Sinking Fund created pursuant to Section 15 hereof and the Second Supplemental Paying Agent Agreement, to the payment of such Bonds. Such pledge shall constitute a lien on and security interest in such taxes and amounts in such Interest and Sinking Fund. This pledge shall constitute an agreement between the District and owners of the Bonds to provide security for the payment of such Bonds in addition to any statutory lien that may exist.

**Section 11. Request to County to Levy Tax.** The Board of Supervisors and officers of the County are obligated by statute to provide for the levy and collection of *ad valorem* property taxes in each year sufficient to pay all principal of and interest coming due on the Bonds in such year, and to pay from such taxes all amounts due on the Bonds. The District hereby requests such Board of Supervisors to annually levy a tax upon all taxable property in the District sufficient to pay all such principal and interest coming due on the Bonds in such year, and to pay from such taxes all amounts due on the Bonds. The Board hereby finds and determines that such *ad valorem* taxes shall be levied specifically to pay the Bonds being issued to finance specific projects authorized by the voters of the District at the Election.

**Section 12. Resolution to County Treasurer.** The Secretary to this Board is hereby directed to provide a certified copy of this Resolution to the County Treasurer (as defined in Section 14) immediately following its adoption.

**Section 13. Valid Obligations.** The Board hereby determines that all acts and conditions necessary to be performed by the District or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid, and binding general obligations of the District have been performed and have been met, or at the time of delivery of the Bonds will have been performed and will have been met, in regular and due form as required by law; that an *ad valorem* property tax shall be levied by the County on behalf of the District and is hereby pledged for the timely payment of the principal of and interest on the Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

**Section 14. Authorization of Officers to Execute Documents.** The Board hereby authorizes and directs the Authorized Representatives and their respective designees to do any and all things, and to execute and deliver any and all documents, that they may deem necessary or advisable in order to complete the issuance, sale, and delivery of the Bonds and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. All actions heretofore taken by the District's officers, officials, and staff that are in conformity with the purposes and intent of this Resolution are hereby ratified, confirmed, and approved in all respects.

**Section 15. Building Fund; Interest and Sinking Fund.**

A. The District hereby requests that the Treasurer-Tax Collector of the County of San Joaquin (the "County Treasurer") establish, create, and/or maintain the Series 2021 Building Account within the "Lodi Unified School District Election of 2016 Building Fund" (the "Building Fund") which shall be kept separate and distinct from all other District and County funds and accounts, and into which the County Treasurer shall deposit all or part of the proceeds of the sale of the Bonds (except any premium or accrued interest received from the sale).

B. The District hereby requests that the County Treasurer establish, create, and/or maintain as necessary, the "Lodi Unified School District Election of 2016 Series 2021 Bond Interest and Sinking Fund" (the "Interest and Sinking Fund"), which shall be kept separate and distinct from all other District and County funds, and into which the County Treasurer shall deposit any premium or accrued interest received from the sale of the Bonds and the *ad valorem* property taxes collected to pay debt service on the Bonds.

**Section 16. Identification of Professionals Involved.** The Board hereby approves the firm of Dale Scott & Company Inc. to act as Financial Advisor, and the firm of Lozano Smith LLP to act as Bond Counsel and Disclosure Counsel, to the District for the sale and delivery of the Bonds. Stifel, Nicolaus & Company, Incorporated, as the Underwriter, will purchase the Bonds.

**Section 17. Official Intent to Reimburse Expenditures.**

A. The District intends to undertake the acquisition and construction of the school facilities described in the Bond Measure (the “Projects”). The District intends to use the proceeds of the Bonds, authorized in the aggregate principal amount not to exceed \$91,000,000, to finance a portion of the Projects. The District expects to pay certain capital expenditures (the “Reimbursement Expenditures”) in connection with the Projects prior to the issuance by it of indebtedness for the purpose of financing the costs of the Projects on a long-term basis. The District reasonably expects that debt obligations in an amount not expected to exceed \$91,000,000 will be issued by it for the purpose of financing some of the costs of the Projects on a long-term basis, and that certain of the proceeds of such debt obligations will be used to reimburse the District for the Reimbursement Expenditures. All Reimbursement Expenditures paid by the District from its own funds prior to the issuance of the Bonds shall be limited solely to the acquisition and construction costs of the Projects as described in and authorized by the Bond Measure and as otherwise permitted by the Law (as defined in the Second Supplemental Paying Agent Agreement). All Reimbursement Expenditures of the District are made prior to and in anticipation of the issuance of the Bonds to finance such Projects and the District will not pay any capital expenditures or other amounts in connection with the Projects from its own funds after issuance of the Bonds (other than from proceeds of the Bonds and as otherwise permitted by the Resolution and Law). All proceeds of the Bonds that are or will at any time be paid to the District as Reimbursement Expenditures shall not exceed the amount of the actual Reimbursement Expenditures paid by the District, and shall be applied by the District solely as reimbursement for Reimbursement Expenditures constituting acquisition and construction costs of the Projects authorized by the Bond Measure. No proceeds of the Bonds will be used to pay or reimburse the District for any cost or expense unrelated to the acquisition and construction costs of the Projects authorized by the Bond Measure or to fund any general purposes of the District. The District shall maintain records supporting all Reimbursement Expenditures that are paid by the District and reimbursed from proceeds of the Bonds. Accordingly, the Reimbursement Expenditures are part of the financing of the Projects under the Bond Measure and the use of Bond proceeds and all related tax revenues will be limited as authorized by the Bond Measure and otherwise in compliance with Law.

B. The Board declares the District’s official intent to use part of the proceeds of the Bonds to reimburse the District for the Reimbursement Expenditures. The foregoing statement is a declaration of official intent that is made under and only for the purpose of establishing compliance with the requirements of Treasury Regulations section 1.150-2.

**Section 18. Effective Date.** This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the following vote of the members of the Board of Education of the Lodi Unified School District, San Joaquin County, State of California, this 1st day of June, 2021:

AYES:

NOES:

ABSENT:

ABSTAIN:

By: \_\_\_\_\_

Ron Freitas, President  
Board of Education  
Lodi Unified School District

**ATTEST:**

By: \_\_\_\_\_

Cathy Nichols-Washer, Secretary  
Board of Education  
Lodi Unified School District



**EXHIBIT A**

**\$91,000,000**

**LODI UNIFIED SCHOOL DISTRICT  
SAN JOAQUIN COUNTY, CALIFORNIA  
GENERAL OBLIGATION BONDS  
ELECTION OF 2006, SERIES 2021**

**BOND PARAMETERS AND ESTIMATED COSTS OF ISSUANCE**

1. Estimated True Interest Cost of the Bonds: 2.765%
2. Estimated finance charge of the Bonds, being the sum of all fee and charges paid to third parties (which includes fees and charges paid to Bond Counsel, Disclosure Counsel, the Financial Advisor, and the rating agency and other services) is \$223,000.00. If the Underwriter's discount is included, the estimated finance charge is \$587,000.00.
3. Estimated Amount of Proceeds to be received by the District, less Costs of Issuance, reserves (if any) and capitalized interest (if any): \$90,777,000.00.
4. Estimated Total Payment of Principal and Interest on the Bonds through final maturity of the Bonds, plus any financing costs not paid from proceeds of the Bonds: \$147,827,035.94.

## SECRETARY CERTIFICATE

I, Cathy Nichols-Washer, Secretary of the Board of Education of the Lodi Unified School District, San Joaquin County, State of California, do hereby certify that the foregoing is a full, true, and correct copy of Resolution No. 2021-37, duly approved and adopted by the Board of Education of the District at a regular meeting held on June 1, 2021, of which meeting all the members of the Board of Education had due notice and at which a majority thereof were present, and that at the meeting the Resolution was adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

An agenda for the meeting was posted at least seventy-two (72) hours before the meeting at the offices of the District at 1305 E. Vine Street, Lodi, California, a location freely accessible to members of the public, and a brief description of the Resolution appeared on the agenda. I have carefully compared the foregoing Resolution with the original minutes of the meeting on file and of record in my office, and the foregoing is a full, true, and correct copy of the original Resolution adopted at the meeting and entered in the minutes. The Resolution has not been amended, modified, or rescinded since the date of its adoption, and is now in full force and effect.

Dated: June 1, 2021

By: \_\_\_\_\_  
Cathy Nichols-Washer, Secretary  
Board of Education  
Lodi Unified School District