

RESOLUTION NO. _____

**RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS
AUTHORIZING THE CALISTOGA JOINT UNIFIED SCHOOL
DISTRICT TO ISSUE SERIES 2023 BONDS OF THE DISTRICT
WITHOUT FURTHER ACTION OF THE BOARD OF SUPERVISORS OR
OFFICERS OF NAPA COUNTY**

WHEREAS, Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (commencing with Section 53506) (the “Government Code”), including Sections 53508 and 53508.7 thereof, provides that a school district may issue and sell bonds on its own behalf at a private sale pursuant to Section 15140 or 15146 of the California Education Code (the “Education Code”); and

WHEREAS, Section 15140(b) of the Education Code provides that the board of supervisors of any county may provide by resolution that the governing board of any school district over which the county superintendent of schools has jurisdiction, and which has not received a qualified or negative certification in its most recent interim report, may issue and sell bonds on its own behalf without further action of the board of supervisors or officers of that county or of any other county in which a portion of the school district is located; and

WHEREAS, the Board of Trustees of the Calistoga Joint Unified School District (the “District”), a school district under the jurisdiction of the Superintendent of Schools of the County of Napa, has heretofore adopted and filed with the Clerk of the Napa County Board of Supervisors Resolution No. 22-23-12 (the “District Resolution”) providing for the issuance of its “Calistoga Joint Unified School District (Napa and Sonoma Counties, California) General Obligation Bonds, Election of 2022, Series 2023” (the “Bonds”) pursuant to Article 4.5 (in order to take advantage of the longer term to maturity afforded by Section 53508(f) of Article 4.5) and additionally providing for the private negotiated sale thereof pursuant to Sections 15140 and 15146 of the Education Code; and

WHEREAS, the District, through the District Resolution, has requested that the Board of Supervisors (the “Board”) of Napa County (the “County”) authorize the District on its own behalf to issue the Bonds and sell the Bonds at a private negotiated sale all pursuant to Section 53506 *et seq.* of the California Government Code and Section 15140(b) of the California Education Code, as permitted by Section 53508.7(c) of the Government Code, subject to the terms set forth in the District Resolution; and

WHEREAS, the District, through the District Resolution, has represented and warranted to the Board and the County that it has not received a qualified or negative certification in its most recent interim report;

NOW THEREFORE, BE IT RESOLVED by the Napa County Board of Supervisors as follows:

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

2. Authorization of District Issuance and Sale Through a Negotiated Sale. The Board hereby authorizes the issuance and private negotiated sale of the Bonds by the Calistoga Joint Unified School District on its own behalf pursuant to the terms set forth in the District Resolution and authorized by Sections 15140 and 15146 of the Education Code, and Section 53508.7(c) of the Government Code. This authorization shall only apply to the Bonds authorized to be issued by the District Resolution.

3. Purpose. The purpose of this action is to permit the District to sell its Bonds in the manner that the District determines is in its best interests and the best interests of its taxpayers as provided in the District Resolution.

4. District Responsibilities. Pursuant to Section 15140(c) of the Education Code, the Board of Trustees of the District shall transmit the District Resolution and a copy of the final debt service schedule for the Bonds, reflecting the principal amounts and interest rates of such Bonds as determined in the sale thereof, to the Napa County Auditor-Controller and the Napa County Treasurer-Tax Collector, forthwith after the sale of the Bonds, and in any event no later than that date reasonably requested by such officers, in order to permit Napa County to establish tax rates and necessary funds or accounts for this series of Bonds.

5. Napa County Responsibilities.

(a) Napa County, including the officers thereof and the Board, assumes no responsibility for any of the proceedings following the adoption of this Resolution which involve or result in the issuance and sale of the Bonds.

(b) Napa County shall levy and collect taxes, pay principal and interest on the Bonds when due, and hold the bond proceeds and tax funds for the Bonds that have been duly issued and sold by the District as otherwise required by law.

(c) Napa County, including the officers thereof and the Board, assume no responsibility for establishing a tax rate for any of the Bonds in any year in which the information required by Paragraph 4 above to be delivered to the Napa County Auditor-Controller and the Napa County Treasurer-Tax Collector is delivered later than the deadline established by such officers in order to permit the County, including all of its officers and the Board, to comply with Government Code Section 29100 *et seq.*

6. Delegation to Deputy Treasurer. The Deputy Treasurer of Napa County serving as the Treasury Manager is hereby authorized and directed to act on behalf of and with the authority of the Napa County Treasurer-Tax Collector to take any official action and to execute and deliver any certificates, receipts, orders, or other documents required or intended to be signed by the Treasurer-Tax Collector, which the Deputy Treasurer deems necessary or advisable, in connection with the issuance and delivery of the Bonds.

7. **Appointment of Paying Agent.** The Board hereby approves the Napa County Treasurer-Tax Collector's appointment of U.S. Bank Trust Company, National Association, as the paying agent for the Bonds.

8. **Effective Date.** This resolution is effective on the date of its adoption.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Napa County Board of Supervisors, State of California, at a regular meeting of the Board held on the 24th day of January, 2023, by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

ABSTAIN: SUPERVISORS _____

ABSENT: SUPERVISORS _____

NAPA COUNTY, a political subdivision of the
State of California

By: _____

BELIA RAMOS, Chair
Board of Supervisors

APPROVED AS TO FORM Office of County Counsel By: <u>Thomas C. Zeleny</u> Interim County Counsel Date: <u>January 12, 2023</u> PL Doc. No. 85675	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: _____ Processed By: _____ Deputy Clerk of the Board	ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors By: _____
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