

NAPA COUNTY RESOLUTION NO. \_\_\_\_\_

**RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,  
STATE OF CALIFORNIA, AUTHORIZING THE NAPA VALLEY  
UNIFIED SCHOOL DISTRICT, SCHOOL FACILITIES IMPROVEMENT  
DISTRICT NO. 1 TO ISSUE “ELECTION OF 2024 GENERAL  
OBLIGATION BONDS, SERIES A” AND SCHOOL FACILITIES  
IMPROVEMENT DISTRICT NO. 2 TO ISSUE “ELECTION OF 2022  
GENERAL OBLIGATION BONDS, SERIES B,” BOTH WITHOUT  
FURTHER ACTION OF THE BOARD OF SUPERVISORS OR OFFICERS  
OF NAPA COUNTY**

**WHEREAS**, on May 3, 2022, the Board of Supervisors authorized the Napa Valley Unified School District (“School District”) to create school facilities improvement districts pursuant to Government Code Section 15303 and Napa County Resolution No. 2022-59; and

**WHEREAS**, the School District formed School Facilities Improvement District No. 1 (“District No. 1”) on June 23, 2022, generally consisting of School District territory within the City of Napa and nearby unincorporated area of Napa County; and

**WHEREAS**, the School District formed School Facilities Improvement District No. 2 (“District No. 2”) on June 23, 2022, generally consisting of School District territory within the City of American Canyon and nearby unincorporated area of Napa County; and

**WHEREAS**, at the General Election held on November 8, 2022, the voters approved Measure “A2” authorizing District No. 2 to issue and sell up to \$25 million in general obligation bonds for various school improvements; and

**WHEREAS**, at the General Election held on November 5, 2024, the voters approved Measure “B” authorizing District No. 1 to issue and sell up to \$230 million in general obligation bonds for various school improvements; and

**WHEREAS**, Education Code sections 15350 *et seq.* provides that a school facilities improvement district may issue and sell bonds on its own behalf at a negotiated sale or by competitive bidding, as if it were a school district, in accordance with Education Code Sections 15140 *et seq.*; and

**WHEREAS**, Education Code Section 15140(b) 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 Education of the School District has adopted and filed Resolution Nos. 25-29 and 25-30 (“District Resolutions”) with the Clerk of the Board of

Supervisors providing for the issuance of Election of 2024, Series A Bonds for District No. 1 and Election of 2022, Series B Bonds for District No. 2; and

**WHEREAS**, the School District requests that the Board of Supervisors authorize the issuance and private negotiated sale of bonds in the aggregate principal amount not-to-exceed \$80,000,000 for District No. 1 and \$12,500,000 for District No. 2, pursuant to Government Code Section 53506 *et seq.* and Education Code Section 15140(b), subject to the terms set forth in the District Resolutions; and

**WHEREAS**, the School District, through the District Resolutions, represents and warrants to the Board of Supervisors that it has not received a qualified or negative certification on its most recent interim financial 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 Bond Issuance and Private Negotiated Sale.** The Board of Supervisors hereby authorizes the School District to issue and sell bonds through a private negotiated sale for District No. 1 and District No. 2, pursuant to the terms set forth in the District Resolutions. This authorization shall only apply to the bonds authorized to be issued by the District Resolutions.
- 3. Purpose.** The purpose of this action is to permit the School District, on behalf of District No. 1 and District No. 2, to sell bonds in the manner that School District determines is in its best interests and the best interests of its taxpayers as provided in the District Resolutions.
- 4. District Responsibilities.** Pursuant to Education Code Section 15140(c), the Board of Education shall transmit the District Resolutions 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 these series of bonds.
- 5. Napa County Responsibilities.**
  - (a) Napa County, including the officers thereof and the Board of Supervisors, 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 of 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 School District as otherwise required by law.
  - (c) Napa County, including the officers thereof and the Board of Supervisors, assumes 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 of Supervisors 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.

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Napa County Board of Supervisors, at a regular meeting of the Board held on the 25th day of March, 2025, by the following vote:

AYES:	SUPERVISORS	_____
		_____
NOES:	SUPERVISORS	_____
ABSTAIN:	SUPERVISORS	_____
ABSENT:	SUPERVISORS	_____

NAPA COUNTY, a political subdivision of the State of California

By: \_\_\_\_\_  
 ANNE COTTRELL, Chair  
 Board of Supervisors

APPROVED AS TO FORM Office of County Counsel  By: <u>Thomas C. Zeleny</u> Deputy County Counsel  Date: <u>February 27, 2025</u> PL Doc. No. 127750	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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