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	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS	ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors
By: *Thomas C. Zeleny* Deputy County Counsel	Date: _____ Processed By:	By: _____
Date: February 27, 2025 PL Doc. No. 127750	_____ Deputy Clerk of the Board	