

GEYSERVILLE UNIFIED SCHOOL DISTRICT
1300 Moody Lane, Geyserville, CA 95441

BOARD OF TRUSTEES REGULAR MEETING AGENDA
FOR WEDNESDAY, April 8, 2020 – 6:00 PM

Mission Statement

The mission of the Geyserville School District is to produce within a safe and caring environment, educated, compassionate citizens who achieve and perform at all levels of learning, are prepared to live fulfilling lives and contribute to their community and the world in which they live. Our well-qualified and caring faculty and staff challenge each student to his or her highest potential in this life long pursuit of learning, excellence and service to others.

6:00 p.m. Open Session - Remote ZOOM Meeting

- For an invitation, please email smarckx@GUSD.com

1.0 Opening and Roll Call

The Board convened to Open Session at _____ p.m.

Board Members	Present/Absent	District Staff	Present/Absent
Ms. Petersen	_____	Ms. Bertolucci	_____
Ms. Colliver	_____	Ms. Quintana-Sturgis	_____
Mrs. Equitz	_____	Ms. Menicucci	_____
Mrs. Lopez	_____	Ms. Marckx	_____
Ms. Marckx	_____		

Flag Salute Led By: _____

2.0 ADJUSTING AGENDA ITEMS

Prior to approving agenda, the Board may vote, either by determination of a two-thirds vote of the board or by a unanimous vote of those present, that there is a need to take immediate action on or make adjustment to an item and that such need for action came to the attention of the district subsequent to the agenda being posted.

2.1 Agenda Adjustment Items

Items on a posted agenda may only be tabled or have a change of order. No additions.

Motion: _____ Second: _____ Vote: _____

3.0 APPROVAL OF AGENDA

3.1 Agenda Approval

Motion: _____ Second: _____ Vote: _____

4.0 PUBLIC COMMENT

*Any member of the public in attendance and having signed in with a Board recognized format may address the Board regarding these items Speakers are limited to 3 minutes each. This is a specific time for the Board to hear from the public. **Although the Board will not respond, we want you to know that we are listening to you carefully.***

4.1 Public Comment on Discussion/Action Items as Listed Below

The public is invited to comment on items being considered for discussion or action by the Board before the item is considered or voted upon. Comments shall be limited to three minutes.

4.2 Public Comment on Closed Session Items as Stated

This is a specific time for members of the public to address the Board regarding items that are included in the Closed Session.

4.3 Public Comment Regarding Items NOT on the Agenda

Any member of the public in attendance and requesting to speak using a Board recognized format may address the Board regarding items not on the agenda.

5.0 INFORMATION, DISCUSSION ITEMS, & MESSAGES

5.1 Bond Discussion – Mr. Persinger will discuss next steps for the Bond with the Board Members

6.0 REPORTS

6.1 Site Administrators' Reports – The site administrators may address the board with current events and activities at Geyserville Elementary School and Geyserville New Tech Academy.

6.2 Superintendent's Report – Ms. Bertolucci will update the Board on current district business.

6.3 LCAP – Ms. Bertolucci will report on the status of LCAP components as needed (survey, dashboard, process, timelines, etc.).

6.4 Administrative Services Report – Ms. Menicucci and Ms. Marckx may present information on district administrative services.

6.5 Student Body, School Groups and Auxiliary School Groups

Those in specified leadership positions with groups meeting on school campuses or providing designated auxiliary support to the district students or parents may choose to provide a general report at this time.

7.0 CONSENT ACTION ITEMS

After Board discussion, if needed, to clarify any routine consent action items, a single motion and vote will apply to all items listed in the Consent Action Items section of the agenda.

7.1 Regular Meeting Minutes of March 11, 2020

7.2 Bills and Warrants

7.3 Williams Settlement Quarterly Report

- For January 1, 2020 through March 31, 2020 (Q3)

Motion: _____ Second: _____ Vote: _____

8.0 ACTION ITEMS

The public is invited to comment on items being considered for action by the Board before the item is voted upon. Comments shall be limited to three minutes.

8.1 Budget Transfers – The Board will be asked to approve the budget transfers.

Motion: _____ Second: _____ Vote: _____

8.2 Resolution Number 252: Certifying All Proceedings in the March 3, 2020 General Obligation Bond Election – The Board will be presented with and asked to adopt Resolution number 252.

Motion: _____ Second: _____ Vote: _____

8.3 Resolution Number 253: Adopting Bylaws Governing Measure A Citizens’ Oversight Committee – The Board will be presented with the Citizens’ Bond Oversight Committee Bylaws and asked to adopt Resolution number 253.

Motion: _____ Second: _____ Vote: _____

8.4 Resolution Number 254: Authorizing the Issuance and Sale of General Obligation Bonds – The Board will be presented with and asked to adopt Resolution number 254.

Motion: _____ Second: _____ Vote: _____

9.0 FOLLOW-UP & FUTURE AGENDA ITEMS

10.0 ADVANCE PLANNING

- The next regular Board Meeting will be Wednesday May 13, 2020

Board meeting adjournment at _____ p.m.

GEYSERVILLE UNIFIED SCHOOL DISTRICT
1300 Moody Lane, Geyserville, CA 95441

BOARD OF TRUSTEES REGULAR MEETING MINUTES
FOR WEDNESDAY, MARCH 11, 2020 – 6:00 PM

Mission Statement

The mission of the Geyserville School District is to produce within a safe and caring environment, educated, compassionate citizens who achieve and perform at all levels of learning, are prepared to live fulfilling lives and contribute to their community and the world in which they live. Our well-qualified and caring faculty and staff challenge each student to his or her highest potential in this life long pursuit of learning, excellence and service to others.

6:00 p.m. Open Session - GEYSERVILLE UNIFIED SCHOOL DISTRICT LIBRARY

1.0 Opening and Roll Call

The Board convened to Open Session at 6:00 p.m.

Board Members	Present/Absent	District Staff	Present/Absent
Ms. Petersen	<u>present</u>	Ms. Bertolucci	<u>present</u>
Ms. Colliver	<u>present</u>	Ms. Quintana-Sturgis	<u>present</u>
Mrs. Equitz	<u>present</u>	Ms. Menicucci	<u>present</u>
Mrs. Lopez	<u>present</u>	Ms. Marckx	<u>present</u>
Ms. Marckx	<u>present</u>		

Flag Salute Led By: Ms. Petersen

2.0 ADJUSTING AGENDA ITEMS

2.1 Agenda Adjustment Items - *No adjustments were made.*

Motion: N/A Second: _____ Vote: _____

3.0 APPROVAL OF AGENDA

3.1 Agenda Approval - *The Board approved all Agenda items.*

Motion: Mrs. Lopez Second: Ms. Colliver Vote: 5-0

4.0 PUBLIC COMMENT

4.1 Public Comment on Discussion/Action Items as Listed Below

No public comment was given regarding items for discussion or action.

4.2 Public Comment on Closed Session Items as Stated

No public comment was given regarding items included in Closed Session.

4.3 Public Comment Regarding Items NOT on the Agenda

No public comment was given regarding items not on the agenda.

5.0 **ADJOURN TO CLOSED SESSION – Time: 6:02**
(GC§54954.2, 54954.5, 54956, 54957)

5.1 Closed Session Items

- PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE (54957)
- CONFERENCE WITH LABOR NEGOTIATORS (54957.6)

6.0 **RECONVENE TO OPEN SESSION - Time: 6:21**

6.1 **Report on Closed Session** - *There was no report on closed session items.*

7.0 **INFORMATION, DISCUSSION ITEMS, & MESSAGES**

7.1 **District Openers** – *The Board “sunshined” the district reopens to SEIU and GTA.*

7.2 **Community Activity, Donations & Board Acknowledgements**

8.0 **REPORTS**

8.1 **Site Administrators’ Reports** – *The site administrators addressed the board with current events and activities at Geyserville Elementary School and Geyserville New Tech Academy.*

8.2 **Superintendent’s Report** – *Ms. Bertolucci updated the Board on current district business.*

8.3 **LCAP** – *Ms. Bertolucci reported on the status of LCAP components.*

8.4 **Administrative Services Report** – *Ms. Marckx presented information on The District Comprehensive Safety Plan.*

8.5 **Student Body, School Groups and Auxiliary School Groups**
Mrs. Equitz shared an update on Ed. Foundation business.

9.0 **CONSENT ACTION ITEMS**

The Board gave consent to all items listed in the Consent Action Items listed here.

9.1 **Minutes of February 12, 2020**

9.2 **Bills and Warrants**

9.3 **Personnel Action Report**

9.4 **Sunshine District Openers**

9.5 **Donation Letter**

Motion: Ms. Colliver Second: Mrs. Equitz Vote: 5-0

10.0 ACTION ITEMS

10.1 Budget Transfers – *The Board approved the budget transfers.*

Motion: Mrs. Lopez Second: Ms. Marckx Vote: 5-0

10.2 Second Interim Report – *The Board will be adopted and approved the second interim report.*

Motion: Ms. Colliver Second: Ms. Marckx Vote: 5-0

10.3 Retainer Agreement with School and College Legal Services for 2020-21 - *The Board approved the 2020-21 retainer agreement with SCLS.*

Motion: Mrs. Lopez Second: Ms. Marckx Vote: 5-0

10.4 Approval of Comprehensive School Safety Plan – *The Board approved the Comprehensive School Safety Plans.*

Motion: Ms. Colliver Second: Mrs. Equitz Vote: 5-0

10.5 Classified Salary Schedule 2019-20 - *The Board approved the Classified Salary Schedule for 2019-20.*

Motion: Ms. Marckx Second: Mrs. Equitz Vote: 5-0

10.6 Approval of Update to BP 6146.5: MS Promotion Requirements - *The Board approved the revision of BP 6146.5.*

Motion: Mrs. Lopez Second: Ms. Colliver Vote: 5-0

11.0 FOLLOW-UP & FUTURE AGENDA ITEMS

- *The Board stated a wish to save on paper usage when presenting budget reports.*

12.0 ADVANCE PLANNING

- The next regular Board Meeting will be held on Wednesday April 8, 2020

Board meeting adjournment at 7:52 p.m.

Minutes of February 12, 2020:

Approved as Submitted _____ Approved as Amended _____

Linda Colliver, Clerk of the Board: _____ Date: March 11, 2020

Checks Dated 03/01/2020 through 03/31/2020

Board Meeting Date April 8, 2020

Check Number	Check Date	Pay to the Order of	Fund-Object	Comment	Expensed Amount	Check Amount
1774769	03/04/2020	Augsburger, James	01-5830	Replacement check		1,350.00
1774770	03/04/2020	U.s. Bank	01-4400	Flammable Cabinet for Shop	1,155.67	
			01-5200	AVID Training	212.20	
				AVID Training Insurance	19.00	
				NTN Conference	2,762.86	
				Travel Insurance	98.00	
			01-5800	Senior Trip	2,828.83	
				Service Fee	43.98	
			01-5840	iFixit MacBook Repair kit	117.22	
			01-9555	Unemployment Q4 2019	282.34	
			01-9557	SDI Q4 2019	1,629.79	
			13-4390	Food Trays	88.30	9,238.19
1774771	03/04/2020	A-Z Bus Sales	01-4363	Transportation/Bus Parts		1,575.46
1774772	03/04/2020	Amazon Capital Services	01-4310	3rd grade/ class supplies	66.55	
				Credit Memo for 1JCT-Q4DC-G9FC	28.68-	
				Culinary supplies	11.85	
				GES Class supplies	28.68	
				GES PE Equipment	217.01	
				GNTA Class supplies	30.68	
				Ink & Toner	168.66	
				School supplies	32.45	
				Spec Ed supplies	160.59	
				Wireless Mics	32.46	
			01-4350	GNTA supplies	56.49	
			01-4380	School supplies	98.43	
			13-4390	Cafe Supplies	118.05	993.22
1774773	03/04/2020	AT&T	01-5911	Fax Numbers		607.90
1774774	03/04/2020	Brelje And Race	01-5884	Well Water Testing		70.00
1774775	03/04/2020	California-American Water Co	01-5530	GES Water		182.30
1774776	03/04/2020	Clover Stornetta Farms Inc.	13-4710	Cafeteria Dairy Products		510.98
1774777	03/04/2020	Coastline Produce	13-4710	Cafeteria Produce		760.25
1774778	03/04/2020	CVT	01-9572	Certificated Medical Insurance Premiums		17,971.00
1774779	03/04/2020	Geyserville Tractor Supply	01-4380	Maintenance Supplies		212.52
1774780	03/04/2020	Flory, Jennifer DBA Jennifer Flory Consulting	01-5800	LCAP/WASC/SITE PLAN CONSULTING		866.67
1774781	03/04/2020	Lake Parts/Napa Auto Parts	01-4363	Transportation/Parts	1,211.09	
			01-4380	Maintenance Parts	60.98	1,272.07
1774782	03/04/2020	Major Alarm	01-5800	Alarm system repairs		200.00

The preceding Checks have been issued in accordance with the District's Policy and authorization of the Board of Trustees. It is recommended that the preceding Checks be approved.

ESCAPE ONLINE

Checks Dated 03/01/2020 through 03/31/2020

Board Meeting Date April 8, 2020

Check Number	Check Date	Pay to the Order of	Fund-Object	Comment	Expensed Amount	Check Amount
1774783	03/04/2020	Office Depot	01-4310	Instructional Materials GNTA	42.33	
			01-4350	Instructional Materials GNTA	21.12	63.45
1774784	03/04/2020	Peterson Trucks	01-4363	TRANS/PARTS FOR BUS		222.73
1774785	03/04/2020	PG&E	01-5520	Gas & Electricity		3,766.34
1774786	03/04/2020	Recology Sonoma Marin	01-5560	GES Garbage Disposal Service	571.85	
				GNTA Garbage Disposal Service	769.80	1,341.65
1774787	03/04/2020	Safeway	01-4310	Class supplies	13.03	
				Culinary Arts	232.64	
				Senior Night	54.27	
			13-4710	Cafeteria/Food Purchases	82.52	382.46
1774788	03/04/2020	Spurr	01-5510	Natural Gas		2,589.62
1774789	03/04/2020	Standard Insurance Company	01-9575	Life Insurance Premiums		211.41
1774790	03/04/2020	Sysco Food Services of S.F.	13-4390	Cafeteria Food & Other Supplies	811.76	
			13-4710	Cafeteria Food & Other Supplies	2,076.20	2,887.96
1774791	03/04/2020	Therapy Travelers, LLC	01-5830	Speech Therapy Services		3,637.20
1774792	03/04/2020	United Site Services	01-5560	Portable Restroom		202.07
1774793	03/04/2020	Zum Services Inc Dept 0276	01-5804	Special Ed Transportation Services		3,324.00
1776513	03/11/2020	Ernesto Aubin	01-5800	Basketball Ref		25.00
1776514	03/11/2020	John Imschweiler	01-5800	Basketball Ref		25.00
1776515	03/11/2020	Sonoma Community Center	01-4310	Barbie: Reclaimed & Reinvented		98.00
1776516	03/11/2020	Della Bruna, Nina A	13-5201	Feb 2020 Mileage		10.35
1776517	03/11/2020	Harjak, Lisa R	01-4350	Trans/Bus Cleaning		40.81
1776518	03/11/2020	Menicucci, Christina L	01-5201	Feb 2020 Mileage		82.80
1776519	03/11/2020	Klaassen, Kai	01-4310	AG Supplies/Seeds etc	270.13	
				Farm Grant & Shop	232.99	
				Farm/Grant	133.16	636.28
1776520	03/11/2020	Frey, Sandra L	01-5201	Spec Ed & AD Mileage		23.58
1776521	03/11/2020	Marckx, Shannon M	01-5201	Feb 2020 Mileage		90.56
1776522	03/11/2020	Diaz Bonilla, Jesus	01-5200	AVID Conference		699.09
1776523	03/11/2020	Amazon Capital Services	01-4310	3rd grade Garden/ Art project	35.70	
				Job Fair	138.32	
				John Jordan Grant/ Robotics	253.62	
				SAT & CHSPE Prep books	76.07	
			01-4350	Office supplies	11.59	
				Walkie Talkies	93.08	608.38
1776524	03/11/2020	AT&T CALNET3	01-5911	Phones		105.34
1776525	03/11/2020	Broad Reach	01-4210	Library Books		188.90

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ESCAPE ONLINE

Checks Dated 03/01/2020 through 03/31/2020

Board Meeting Date April 8, 2020

Check Number	Check Date	Pay to the Order of	Fund-Object	Comment	Expensed Amount	Check Amount
1776526	03/11/2020	California Dept. Of Justice/ A ccounting Office	01-5862	Fingerprinting DOJ		32.00
1776527	03/11/2020	Central Valley	01-4310	Shop Supplies		69.40
1776528	03/11/2020	Clover Stornetta Farms Inc.	13-4710	Cafeteria Dairy Products		220.97
1776529	03/11/2020	Document Tracking Services Aaron Tarazon, Director	01-5800	Document Template Service	795.00	
				Spec Ed Translation Services	60.07	855.07
1776530	03/11/2020	Dennis Whitmore dba D.W Heavy Equipment Repair	01-5630	Maintenance Vehicle Repairs	300.00	
				Trans/Bus & Van Repairs	4,800.00	5,100.00
1776531	03/11/2020	Garrett Hardware And Plumbing	01-4380	Maintenance Supplies		173.51
1776532	03/11/2020	Gopher Sport NW 5634	01-4310	PE Grant from PGE Retirement System		607.87
1776533	03/11/2020	Home Depot	01-4310	Farm Grant	43.72	
				GNTA supplies	13.93	57.65
1776534	03/11/2020	Major Alarm	01-5882	Security Alarm Service Monitoring		171.50
1776535	03/11/2020	Myers-stevens & Toohey & Co	01-4310	Senior Trip/ Special Event Insurance		71.04
1776536	03/11/2020	Pitney Bowes Inc	01-4352	Postage supplies		384.24
1776537	03/11/2020	Recology Sonoma Marin	01-5560	GES Garbage Disposal Service	571.85	
				GNTA Garbage Disposal Service	769.80	1,341.65
1776538	03/11/2020	The Scott Technology Group	01-5632	Copier Maintenance & Copies	195.98	
			01-5881	Copier Maintenance & Copies	316.11	512.09
1776539	03/11/2020	Sonoma Co. Office Of Education	01-5200	Behavior Supports Training for Paraeducators		160.00
1776540	03/11/2020	Sysco Food Services of S.F.	13-4710	Cafeteria Food & Other Supplies		1,465.23
1776541	03/11/2020	Therapy Travelers, LLC	01-5830	Speech Therapy Services		247.50
1776542	03/11/2020	Zimmerman, Jess A.	01-4362	Transportation Fuel		845.95
1776543	03/11/2020	Zum Services Inc Dept 0276	01-5804	Special Ed Transportation Services		2,877.00
1778149	03/18/2020	Quick, Rebecca S	01-5201	Paraprofessional Training/Mileage		17.25
1778150	03/18/2020	Bohan, Joni L	01-5201	Paraprofessional Training/Mileage		34.50
1778151	03/18/2020	Amazon Capital Services	01-4310	Ink & Toner	128.55	
				Lexmark MS321dn/Computer Lab	216.49	345.04
1778152	03/18/2020	Anova, Inc.	01-5100	NPS for Alex & Ian	5,798.49	
			01-5810	NPS for Alex & Ian	5,843.75	11,642.24
1778153	03/18/2020	AT&T	01-5911	Fax Numbers		608.32
1778154	03/18/2020	Brelje And Race	01-5884	Well Water Testing		35.00
1778155	03/18/2020	Christy White Associates	01-5821	Audit Service 2019-20		4,725.00
1778156	03/18/2020	Clover Stornetta Farms Inc.	13-4710	Cafeteria Dairy Products		226.26
1778157	03/18/2020	Coastline Produce	13-4710	Cafeteria Produce		675.55
1778158	03/18/2020	CVT	01-9572	Certificated Medical Insurance Premiums		18,466.00
1778159	03/18/2020	Decker Inc.	01-4380	Maint Supplies		174.59
1778160	03/18/2020	Healdsburg Lumber Co.	01-4310	Open PO for Shop Class		28.55

The preceding Checks have been issued in accordance with the District's Policy and authorization of the Board of Trustees. It is recommended that the preceding Checks be approved.

ESCAPE ONLINE

Checks Dated 03/01/2020 through 03/31/2020

Board Meeting Date April 8, 2020

Check Number	Check Date	Pay to the Order of	Fund-Object	Comment	Expensed Amount	Check Amount
1778161	03/18/2020	Lunch Assist, Inc.	13-5800	Cafeteria/ Remote Dietician Services		2,625.00
1778162	03/18/2020	Mark's Tireman	01-5800	Tractor tires & labor		163.48
1778163	03/18/2020	Matter Hackers	01-4310	GEF Site Funds/3D Printer supplies		402.46
1778164	03/18/2020	Northern Coast Officials Asso	01-5800	HS Basketball Officials		452.00
1778165	03/18/2020	Redwood Pediatric Therapy Asso	01-5811	Occupational and/or Physical Therapy		519.14
1778166	03/18/2020	Sonoma Co. Office Of Education	01-5800	Job Fair		30.00
1778167	03/18/2020	Spurr	01-5510	Natural Gas		2,124.81
1778168	03/18/2020	Sysco Food Services of S.F.	13-4390	Cafeteria Food & Other Supplies	230.61	
			13-4710	Cafeteria Food & Other Supplies	1,047.88	1,278.49
1778169	03/18/2020	Therapy Travelers, LLC	01-5830	Speech Therapy Services		630.00
1778170	03/18/2020	Western Exterminator Company	01-5570	GES Exterminator Services	132.00	
				GNTA Exterminator Services	222.50	354.50
1779068	03/26/2020	AT&T CALNET3	01-5911	Phones		853.32
1779069	03/26/2020	California-American Water Co	01-5530	GES Water		370.73
1779070	03/26/2020	Industrial Plumbing Supply	01-4380	Maint supplies		217.36
1779071	03/26/2020	IXL Learning	01-5800	IXL Subscription		299.00
1779072	03/26/2020	Learning A-Z	01-5800	Upgrade		66.65
1779073	03/26/2020	Mr. Music Foundation	01-5800	GES Music Class		500.00
1779074	03/26/2020	Sonoma Co. Office Of Education	01-4310	Graphics, forms, etc.		28.15
1779075	03/26/2020	Therapy Travelers, LLC	01-5830	Speech Therapy Services		990.00
1779076	03/26/2020	United Site Services	01-5560	Portable Restroom		202.07
1779077	03/26/2020	WAXIE Sanitary Supply	01-4370	Janitorial Supplies for 2019-20		32.14
Total Number of Checks					88	121,383.81

Fund Summary

Fund	Description	Check Count	Expensed Amount
01	General Fund	78	110,433.90
13	Cafeteria Fund	13	10,949.91
Total Number of Checks		88	121,383.81
Less Unpaid Sales Tax Liability			.00
Net (Check Amount)			121,383.81

The preceding Checks have been issued in accordance with the District's Policy and authorization of the Board of Trustees. It is recommended that the preceding Checks be approved.

ESCAPE ONLINE

Williams Settlement Quarterly Uniform Complaint Report - January 1, 2020 - March 31, 2020

Education Code §35186(d): A school district shall report summarized data on the nature and resolution of all complaints on a quarterly basis to the county superintendent of schools and the governing board of the school district. The summaries shall be publicly reported on a quarterly basis at a regularly scheduled meeting of the governing board of the school district. The report shall include the number of complaints by general subject area with the number of resolved and unresolved complaints. The complaints and written responses shall be available as public records.

* Required

Name of District

Geyserville Unified School District

Name and Title of Person Reporting *

Christina Menicucci, Manager of Business Ser

Phone Number *

707-857-3592



Effective 03/02/2020

Fiscal Year 2020

Account	Description	Comment	From	To
JE # BR20-00077	JE Trans Date 03/02/2020	JE Posted 03/02/2020	Comment 2nd interim,BR20-02,Fund 21	
21- 0000- 0- 0000- 8100- 6500- 400- TECH	Equipment Repla,Plant Mai	DR	.42	
21- 0000- 0- 0000- 8100- 6500- 300- SAFE	Equipment Repla,Plant Mai	CR		.38
21- 0000- 0- - - 9790- -	Undesignated/un,Unrestric	CR		.04
			.42	.42

JE # BR20-00078	JE Trans Date 03/02/2020	JE Posted 03/02/2020	Comment 2nd interim,BR20-02,Fund 01	
01- 0000- 0- 0000- 8110- 3332- 190- 9700	Benefits - Medi,Maintenan	CR		1.00
01- 0000- 0- 1110- 1000- 3312- 120- LCFF	Benefits - Oasd,Instructi	CR		1,000.00
01- 0000- 0- 0000- 8110- 3312- 190- 9700	Benefits - Oasd,Maintenan	CR		3.00
01- 0000- 0- 6000- 1000- 3401- 360- 9700	H & W Benefits,Instructio	DR	2,244.00	
01- 0000- 0- 0000- 8200- 2230- 120- 9900	Class Pupl Supp,Operation	DR	2,000.00	
01- 0000- 0- 0000- 3600- 2230- 190- 9900	Class Pupl Supp,Pupil Tra	DR	1,000.00	
01- 0000- 0- 0000- 8200- 3202- 120- 9700	Benefits - Pers,Operation	CR		1,000.00
01- 0000- 0- 0000- 8200- 3202- 360- 9700	Benefits - Pers,Operation	CR		1,000.00
01- 0000- 0- 0000- 8110- 3202- 190- 9700	Benefits - Pers,Maintenan	CR		197.00
01- 0000- 0- 0000- 8110- 2241- 190- 9900	Class Pupl Supp,Maintenan	DR	6,000.00	
01- 0000- 0- 0000- 7200- 3202- 190- 9700	Benefits - Pers,Other Gen	CR		1,000.00
01- 0000- 0- 1110- 1000- 3401- 240- 9700	H & W Benefits,Instructio	CR		1,000.00
01- 0000- 0- 0000- 3600- 2200- 190- 9700	Classified Supp,Pupil Tra	CR		2,000.00
01- 1400- 0- 1110- 1000- 1100- 120- 9700	Teachers' Salar,Instructi	DR	10,810.00	
01- 0000- 0- 1110- 2700- 1300- 120- 9700	Cert Suprvsrs',School Adm	DR	4,000.00	
01- 0000- 0- 1110- 1000- 3401- 360- 9700	H & W Benefits,Instructio	CR		5,000.00
01- 1400- 0- 0000- 0000- 8012- 000- 0000	EPA,EPA	CR	10,810.00	
01- 0000- 0- 0000- 8110- 2200- 190- 9700	Classified Supp,Maintenan	CR		6,000.00
01- 0000- 0- 1110- 1000- 1100- 120- l c f f	Teachers' Salar,Instructi	DR	3,000.00	
01- 0000- 0- 1110- 2700- 1300- 360- 9700	Cert Suprvsrs',School Adm	DR	2,000.00	
01- 0000- 0- 0000- 0000- 8011- 000- DBAC	Revenue Limit S,Unrestric	CR	25,086.00	
01- 0000- 0- 1110- 1000- 1100- 240- 9700	Teachers' Salar,Instructi	DR	4,000.00	
01- 0000- 0- 1110- 1000- 1100- 120- 9700	Teachers' Salar,Instructi	CR		10,810.00
Net decrease to Appropriations			70,950.00	29,011.00
Total for Org 084			70,950.42	29,011.42

Org 084 Net <Decrease> in Estimated Fund Balance 29,852.96-

Net decrease to Appropriations

Selection Grouped by Org, Fiscal Year, JE# - Sorted by JE Item #, (Org = 84, JE Type = R, Starting Post Date = 3/1/2020, Ending Post Date = 3/31/2020, Unposted JEs? = N, End Bud Bal? = O, JE# Page Break? = N, Description? = A, Recap? = N)

ESCAPE ONLINE

Page 1 of 1

RESOLUTION NO. 252

**RESOLUTION OF THE BOARD OF TRUSTEES OF
GEYSERVILLE UNIFIED SCHOOL DISTRICT
CERTIFYING TO THE BOARD OF SUPERVISORS OF SONOMA COUNTY
ALL PROCEEDINGS IN THE MARCH 3, 2020
GENERAL OBLIGATION BOND ELECTION**

WHEREAS, on November 20, 2019, the Board of Trustees of the Geyserville Unified School District (the "District") of Sonoma County (the "County"), State of California, adopted its Resolution No. 249 (the "Resolution") ordering an election for general obligation bonds (the "Bond Election") to be held on March 3, 2020; and

WHEREAS, the Resolution was duly delivered to the Registrar of Voters for the County; and

WHEREAS, the Resolution was duly delivered to the Clerk of the Board of Supervisors of the County; and

WHEREAS, notice of the Bond Election was duly given; and

WHEREAS, on March 3, 2020, the Bond Election was duly held and conducted for the purpose of voting on the proposition of issuing bonds of the District in the amount of \$22 million, known as Measure A (the "Bond Measure"); and

WHEREAS, the Board of Trustees of the District has received the Canvass and Statement of results of the election from the County ("Certificate of Election Results"); and

WHEREAS, it is evidenced from the Certificate of Election Results that more than 55% of the votes cast on the proposition were in favor of issuing the aforementioned bonds.

NOW, THEREFORE, THE BOARD OF TRUSTEES OF THE GEYSERVILLE UNIFIED SCHOOL DISTRICT DOES HEREBY FIND, DETERMINE AND CERTIFY AS FOLLOWS:

Section 1. Recitals. The foregoing recitals are true and correct.

Section 2. Entry Upon Minutes. In accordance with Education Code Section 15272, the Board of Trustees orders that entry be made upon the minutes of this meeting that the Bond Measure was approved by more than 55% of the votes cast at the Bond Election.

Section 3. Certification to County Board. In accordance with Education Code Section 15272, the Board of Trustees hereby certifies to the Board of Supervisors of Sonoma County that all proceedings of the District in connection with the March 3, 2020 Bond Elections have been accomplished with respect to the elections as recited herein.

Section 4. Delivery of This Resolution. In accordance with Education Code Section 15272, the Board of Trustees directs that the Secretary of the Board deliver a copy of this Resolution to the Sonoma County Superintendent of Schools with a request that the County

Superintendent deliver a copy of this Resolution and Certificate of Election Results attached hereto as Exhibit A to the Sonoma County Clerk of the Board Supervisors.

Section 4. Effective Date. This resolution shall take effect on and after its adoption.

* * * * *

PASSED AND ADOPTED on April 8, 2020, by the following vote:

AYES:

NOES:

ABSENT:

President of the Board of Trustees
Geyserville Unified School District
Sonoma County, California

Attest:

Secretary of the Board
Geyserville Unified School District
Sonoma County, California

EXHIBIT A

COUNTY CERTIFICATION OF ELECTION RESULTS

[ATTACH COUNTY CERTIFICATE]

RESOLUTION NO. 253

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE
GEYSERVILLE UNIFIED SCHOOL DISTRICT
ADOPTING BYLAWS GOVERNING
MEASURE A CITIZENS OVERSIGHT COMMITTEE**

WHEREAS, Geyserville Unified School District (the “District”) was successful at the election conducted on March 3, 2020 (the “Bond Election”) in obtaining authorization from at least 55% of District voters to issue up to \$22 million aggregate principal amount of general obligation bonds (the “Bonds”) for the purpose of financing the specific types of school facilities projects set forth in the measure approved by the voters (“Measure A”); and

WHEREAS, the election was conducted under the provisions of Proposition 39, the Smaller Classes, Safer Schools and Financial Accountability Act, approved by California voters on November 7, 2000 (“Proposition 39”), and pursuant to Proposition 39, Measure A and, specifically Section 15278 of the Education Code, the Board of Trustees of the District is obligated to establish a citizens’ oversight committee (the “Committee”) to satisfy the accountability requirements of Proposition 39;

NOW, THEREFORE, THE BOARD OF TRUSTEES OF THE GEYSERVILLE UNIFIED SCHOOL DISTRICT DOES HEREBY FIND, DETERMINE AND CERTIFY AS FOLLOWS:

Section 1. Recitals. The foregoing recitals are true and correct.

Section 2. Approval of Bylaws to Govern Committee. The Committee to oversee expenditures of Measure A bond proceeds is hereby established pursuant to the Bylaws in the form on file with the Superintendent, which are hereby approved and adopted for the purpose of establishing the Committee.

Section 3. Membership. The Board of Trustees will appoint members to the Committee in accordance with Measure A and applicable legal requirements. The Board of Trustee notes that there is currently a state of emergency that exists nationwide and in the State of California due to COVID-19.

Section 4. Effective Date. This resolution shall take effect on and after its adoption.

* * * * *

PASSED AND ADOPTED on April 8, 2020 by the following vote:

AYES:

NOES:

ABSENT:

President of the Board of Trustees
Geyserville Unified School District
Sonoma County, California

Attest:

Secretary of the Board
Geyserville Unified School District
Sonoma County, California

**GEYSERVILLE UNIFIED SCHOOL DISTRICT
CITIZENS' BOND OVERSIGHT COMMITTEE BYLAWS
FOR MEASURE A
GENERAL OBLIGATION BONDS**

Adopted by the Board of Trustees of the District on April 8, 2020

Section 1. Committee Established. The Geyserville Unified School District (the "District") in Sonoma County, California, was successful at the election conducted on March 3, 2020 (the "Bond Election") in obtaining authorization from the District's voters to issue up to \$22 million aggregate principal amount of the District's general obligation bonds ("Measure A"). The election was conducted under Proposition 39, chaptered as the Strict Accountability in Local School Construction Bonds Act of 2000, at Section 15264 *et seq.* of the Education Code of the State ("Proposition 39"). Pursuant to Section 15278 of the Education Code, the District is now obligated to establish this Citizens' Bond Oversight Committee (the "Committee") in order to satisfy the accountability requirements of Proposition 39. The Board of Trustees of the Geyserville Unified School District (the "Board") hereby establishes the Committee, to be known as the "Citizens' Bond Oversight Committee for Measure A," which shall have the duties and rights set forth in these Bylaws.

Section 2. Purposes. The purposes of the Committee are set forth in Proposition 39, and these Bylaws are specifically made subject to the applicable provisions of Proposition 39 as to the duties and rights of the Committee. The Committee shall be deemed to be subject to the *Ralph M. Brown Public Meetings Act* of the State of California, Government Code Section 54950 *et seq.* (the "Brown Act"), and shall conduct its meetings in accordance with the provisions thereof. The District shall provide necessary administrative support to the Committee as shall be consistent with the Committee's purposes, as set forth in Proposition 39, but without expending bond funds on such support.

The proceeds of general obligation bonds issued pursuant to the authority of the Bond Election are hereinafter referred to as "bond proceeds." The Committee shall confine its review of District expenditures specifically to expenditures of bond proceeds generated under Measure A. Regular and deferred maintenance projects and all monies generated under other sources shall fall outside the scope of the Committee's review.

Section 3. Duties. To carry out its stated purposes, the Committee shall perform only the following duties:

3.1 **Inform the Public.** The Committee shall inform the public concerning the District's expenditure of bond proceeds. In fulfilling this duty, all official communications of the Committee to either the Board or the public shall come from the Chair acting on behalf of the Committee. The Chair shall only release information that reflects the consensus view of the Committee.

3.2 **Review Expenditures.** The Committee shall review expenditure reports produced by the District to ensure that (a) bond proceeds were expended only for the purposes set forth in Measure A; and (b) no bond proceeds have been used for teacher or administrative salaries or other operating expenses.

3.3 **Annual Report.** At least one time annually, commencing with the end of the first

fiscal year in which any bond proceeds are expended, and continuing through the end of the fiscal year in which bond proceeds have been spent in full, the Committee shall prepare an annual written report, the findings of which shall be summarized by the Chair of the Committee to the Board in public session, which annual written report shall include the following:

- (a) A statement indicating whether the District is in compliance with the requirements of Article XIII A, Section 1(b)(3) of the California Constitution; and
- (b) A summary of the Committee's proceedings and activities for the preceding year.
- (c) Annual reports shall be posted on the District's website in accordance with Sections 7 and 8 hereto.

3.4 Duties of the Board/Superintendent. Either the Board or the Superintendent, as the Board shall determine, shall have the following powers reserved to it, and the Committee shall have no jurisdiction over the following types of activities:

- (a) Approval of contracts,
- (b) Approval of change orders,
- (c) Expenditures of bond funds,
- (d) Handling of all legal matters,
- (e) Approval of project prioritization, project plans and schedules,
- (f) Approval of all deferred maintenance plans, and
- (g) Approval of the sale of bonds.

3.5 Measure A Projects Only. In recognition of the fact that the Committee is charged with overseeing the expenditure of bond proceeds, the Board has not charged the Committee with responsibility for:

- (a) Projects financed through the State of California, developer fees, certificates of participation, lease/revenue bonds, the general fund or the sale of surplus property without bond proceeds shall be outside the oversight of the Committee.
- (b) The establishment of priorities and order of construction for bond projects, which shall be made by the Board in its sole discretion.
- (c) The selection of architects, engineers, soils engineers, construction managers, project managers, CEQA consultants and such other professional service firms as are required to complete the project based on District criteria established by the Board in its sole discretion.

- (d) The approval of the design for each project including exterior materials, paint color, interior finishes, site plan and construction methods (modular vs. permanent), which shall be determined by the Board in its sole discretion.
- (e) The selection of independent audit firm(s), performance and financial audit consultants and such other consultants as are necessary to support the activities of the Committee.
- (f) The appointment or reappointment of qualified applicants to serve on the Committee, subject to legal limitations, and based on criteria adopted in the Board's sole discretion as part of carrying out its function under Proposition 39.

Section 4. Authorized Activities.

4.1 In order to perform the duties set forth in Section 3, the Committee may engage in the activities authorized under Education Code Section 15278 subsection (c), including:

- (a) Receive and review copies of the District's annual independent performance audit and annual independent financial audit, required by Article XIII A of the California Constitution.
- (b) Inspect school facilities and grounds for which bond proceeds have been or will be expended, in accordance with any access procedure established by the District's Superintendent.
- (c) Review copies of deferred maintenance plans developed by the District.
- (d) Review efforts by the District to maximize bond proceeds by implementing various cost-saving measures.

Section 5. Membership.

5.1 Number.

The Committee shall consist of at least seven (7) members appointed by the Board upon the recommendation of the Superintendent from a list of candidates submitting written applications, and based on criteria established by Proposition 39, to wit:

- One (1) member shall be the parent or guardian of a child enrolled in the District.
- One (1) member shall be the parent or guardian of a child enrolled in the District and active in a parent-teacher organization, such as the P.T.A. or a school site council.
- One (1) member active in a business organization representing the

business community located in the District.

- One (1) member active in a senior citizens' organization.
- One (1) member active in a bona-fide taxpayers association.
- Two (2) members of the community at-large.

Additional members of the community at-large may be appointed at the Board's sole discretion; however, the Board is only required to appoint seven members meeting the above criteria.

5.2 Qualification Standards.

- (a) To be a qualified person, Committee members must be at least 18 years of age.
- (b) As specifically prohibited by Education Code Section 15282, the Committee may not include any employee, official of the District or any vendor, contractor or consultant of the District.
- (c) Residency in District boundaries is not required for service on the Committee. However, preference may be given to applicants who reside within District boundaries.

5.3 Ethics Rules Applicable to Committee: No Conflicts of Interest. The prohibitions contained in Article 4 (commencing with Section 1090) and Article 4.7 (commencing with Section 1125) of Chapter 1 of Division 4 of Title 1 of the Government Code (the "Conflicts Laws") apply to members of the Committee. As provided therein, members of the Committee shall not be financially interested in District contracts within the meaning of State law, or engage in any activity for compensation that is in conflict with such member's duties described herein. The Committee is established to inform the public regarding the expenditure of bond proceeds. Committee members are not public officials of a government agency with decision-making authority within the meaning of the Political Reform Act of 1974, and the Committee is not a decision-making authority. By accepting appointment to the Committee, each member agrees to comply with the Committee Ethics Policy attached to these Bylaws, and to complete and file with the District's business official each year the Fair Political Practice Commission Form 700 Statement of Economic Interests.

5.4 Term. Except as otherwise provided herein, each member shall serve a term of two (2) years, commencing on the date of the first meeting of the Committee. No member may serve more than three (3) consecutive terms. This limitation shall not prevent a former Committee member whose term has expired from serving again following a one-year period from such expiration. In order to stagger the expiration dates of the terms of initial members, at the Committee's first meeting select three members to serve for an initial one (1) year term and the remaining members to serve an initial two (2) year term. To identify members serving initial one-year terms, members will draw lots or take volunteers for the first initial short term.

5.5 Appointment. Members of the Committee shall be appointed by the Board through the following process: (a) the District shall notify the public through its customary forums that it is accepting applications for Committee members, which may include posting at

school sites, advertising in the local newspapers, and/or posting notice on the District's website, as well as the solicitation of local groups for applications; (b) applications shall be made available at the District office and/or through the District's web site; (c) the Superintendent will review the applications which have been submitted by the stated deadline; and (d) the Superintendent will make recommendations to the Board with respect to appointment. Appointments shall be made by the Board upon approval by majority vote at an open meeting. Appointments shall be recorded in the Board minutes.

5.6 Removal; Vacancy. The Board may remove any Committee member for cause, which includes failure to attend two consecutive Committee meetings without reasonable excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, the seat shall be declared vacant. The Board, in accordance with the established appointment process shall fill any vacancies on the Committee. The District shall make best efforts to fill vacancies within 90 days. Members whose terms have expired may continue to serve on the Committee until their successor has been appointed.

In the event the District is unable to appoint members meeting the criteria listed in Section 5.1, the Committee may proceed with one or more vacancies and maintain public notice on its web site regarding ongoing recruitment to fill the vacancy.

5.7 Compensation. The Committee members shall not be compensated for their services.

5.8 Authority of Members. (a) Committee members shall not have the authority to direct staff of the District; (b) individual members of the Committee retain the right to address the Board as an individual or, on behalf of the Committee if said member has been authorized to do so by a majority vote of the Committee; and (c) the Committee shall have the right to request and receive only copies of any public records relating to Measure A funded projects.

Section 6. Meetings of the Committee.

6.1 Regular Meetings. The Committee shall meet at least once a year, or more frequently as the Committee deems it necessary to discharge its duty, but no more frequently than quarterly. At the end of each meeting, the Committee shall identify the next approximate meeting date.

6.2 Location. All meetings shall be held within the Geyserville Unified School District, located in Contra Costa County, California.

6.3 Procedures. All meetings shall be open to the public in accordance with the Brown Act. Meetings shall be conducted according to such additional procedural rules as the Committee may adopt. A majority of the number of Committee members shall constitute a quorum for the transaction of any business.

Section 7. District Support.

7.1 Technical and Administrative Support. As provided by Education Code Section 15280, the District shall provide to the Committee necessary technical and administrative assistance in furtherance of its purposes and to publicize its conclusions. Such support shall include:

- (a) preparation of and posting of public notices and agendas as required by the Brown Act, ensuring that all meetings notices and agendas are provided in the same manner as meetings of the District's Board;
- (b) provision of a meeting room, including any necessary audio/visual equipment;
- (c) preparation and copies of any documentary meeting materials, such as agendas, minutes and reports;
- (d) providing bond expenditure reports produced by the District for review at each meeting;
- (d) retention of all Committee records and reports; and
- (e) providing public access to Committee meeting minutes and reports on an Internet website maintained by the District.

7.2 Copies of Bond Audits. Pursuant to Education Code Section 15286, the District shall submit a copy of its annual bond financial audit and performance audit, prepared each fiscal year, to the Committee at the same time such audits are submitted to the Board, and in any event no later than March 31 of each year. In addition, pursuant to Education Code Section 15280(a)(2), if findings, recommendations or concerns are identified in such audits, within three months of receiving the audits, the District shall provide the Committee with responses to such findings.

7.3 Staff Support. A member of the District staff shall attend Committee meetings in order to report on the status of projects and the expenditure of bond proceeds.

Section 8. Reports. The Committee must produce at least one annual report as referenced in Section 3.3. In addition, the Committee may report to the Board from time to time in order to inform the Board on the activities of the Committee. Any such reports shall be in writing and shall summarize the proceedings and activities conducted by the Committee. Such reports shall also be made available on the District's internet web site link to Measure A.

Section 9. Officers. The Superintendent shall appoint the initial Chair for purposes of conducting the first meeting of the Committee. At the first meeting, the Committee shall elect by majority vote of its members a Chair and a Vice-Chair, who shall act as Chair only when the Chair is absent. The Chair and Vice-Chair shall serve in such capacities for a term of one year and may be re-elected by vote of a majority of the members of the Committee.

Section 10. Amendment of Bylaws. These Bylaws may be amended by the Board of Trustees of the District. Any amendment to these Bylaws shall be approved by a majority vote of the Board.

Section 11. Termination. The Committee shall automatically terminate and disband concurrently with the Committee's submission of the final Annual Report which reflects the final accounting of the expenditure of all Measure A monies.

**CITIZENS' BOND OVERSIGHT COMMITTEE
ETHICS POLICY STATEMENT**

This Ethics Policy Statement provides general guidelines for Committee members in carrying out their responsibilities. Not all ethical issues that Committee members face are covered in this Statement. However, this Statement captures some of the critical areas that help define ethical and professional conduct for Committee members. The provisions of this Statement were developed from existing laws, rules, policies and procedures as well as from concepts that define generally accepted good business practices. Committee members are expected to strictly adhere to the provisions of this Ethics Policy.

POLICY

- **CONFLICT OF INTEREST.** A Committee member shall not make or influence a District decision related to: (1) any contract funded by bond proceeds, or (2) any construction project which will benefit the Committee member's outside employment, business, or a personal finance or benefit an immediate family member, such as a spouse, child or parent.

- **OUTSIDE EMPLOYMENT.** A Committee member shall not use his or her authority over a particular matter to negotiate future employment with any person or organization that relates to: (1) any contract funded by bond proceeds, or (2) any construction project. A Committee member shall not make or influence a District decision related to any construction project involving the interest of a person with whom the member has an agreement concerning current or future employment, or remuneration of any kind. For a period of two (2) years after leaving the Committee, a former Committee member may not represent any person or organization for compensation in connection with any matter pending before the District that, as a Committee member, he or she participated in personally and substantially. Specifically, for a period of two (2) years after leaving the Committee, a former Committee member and the companies and businesses for which the member works shall be prohibited from contracting with the District with respect to: (1) bidding on projects funded by the bond proceeds; and (2) any construction project.

- **COMMITMENT TO UPHOLD LAW.** A Committee member shall uphold the federal and California Constitutions, the laws and regulations of the United States and the State of California (particularly the Education Code) and all other applicable government entities, and the policies, procedures, rules and regulations of the Geyserville Unified School District.

- **COMMITMENT TO DISTRICT.** A Committee member shall place the interests of the District above any personal or business interest of the member.

RESOLUTION NO. 254

RESOLUTION OF THE BOARD OF TRUSTEES OF THE GEYSERVILLE UNIFIED SCHOOL DISTRICT AUTHORIZING THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS, ELECTION OF 2020, SERIES A, IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$8,000,000, AND APPROVING RELATED DOCUMENTS AND ACTIONS

WHEREAS, an election was duly and regularly held in the Geyserville Unified School District (the "District") on March 3, 2020, in accordance with Section 1(b)(3) of Article XIII A of the California Constitution, for the purpose of submitting Measure A (the "Bond Measure") to the qualified electors of the District, authorizing the issuance of general obligation bonds in the aggregate principal amount of \$22,000,000 (the "Bonds"), and the requisite 55% of the votes cast were in favor of the issuance of the Bonds; and

WHEREAS, the abbreviated form of the Bond Measure presented to voters is:

"To improve the quality of Geyserville schools; repair/replace outdated heating, ventilation and air-conditioning systems; modernize outdated classrooms, restrooms and school facilities; and repair or replace leaky roofs; shall Geyserville Unified School District's measure be adopted authorizing \$22,000,000 in bonds at legal interest rates, generating approximately \$1.3 million annually while bonds are outstanding with levies of approximately 4.4 cents per \$100 assessed value, with annual audits, citizens' oversight, no money for salaries and all money for local projects?"; and

WHEREAS, the Board is authorized to provide for the issuance and sale of any series of Bonds under the provisions of Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law"); and

WHEREAS, the District wishes at this time to initiate proceedings for the issuance of Bonds under the Bond Law in the aggregate principal amount of not to exceed \$8,000,000 to be designated "Geyserville Unified School District (Sonoma County, California) General Obligation Bonds, Election of 2020, Series A" (the "Series A Bonds") as provided in this Resolution for the purpose of providing financing for projects which are authorized under the Bond Measure;

WHEREAS, as required by Government Code Section 5852.1 enacted January 1, 2018 by Senate Bill 450, attached hereto as Appendix B is the information relating to the Series A Bonds that has been obtained by the Board and is hereby disclosed and made public; and

WHEREAS, issuance of the Series A Bonds will be in compliance with its Debt Issuance and Management Policy (BP 3470) which complies with Government Code Section 8855;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Geyserville Unified School District as follows:

ARTICLE I

DEFINITIONS; AUTHORITY

SECTION 1.01. *Definitions.* The terms defined in this Section 1.01, as used and capitalized herein, shall, for all purposes of this Resolution, have the meanings given them below, unless the context clearly requires some other meaning.

“Authorized Investments” means the County Investment Pool, the Local Agency Investment Fund, any investments authorized pursuant to Sections 53601 and 53635 of the California Government Code, provided that said investments are part of the County treasury in accordance with Education Code Section 15146(g). The Treasurer-Tax Collector shall assume no responsibility in the reporting, reconciling and monitoring in the investment of proceeds related to the Series A Bonds.

“Board” means the Board of Trustees of the District.

“Bond Counsel” means (a) the firm of Jones Hall, A Professional Law Corporation, or (b) any other attorney or firm of attorneys nationally recognized for expertise in rendering opinions as to the legality and tax-exempt status of securities issued by public entities.

“Bond Law” means Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, commencing with Section 53506 of said Code, as in effect on the date of adoption hereof and as amended hereafter.

“Bond Measure” means Measure A submitted to and approved by the requisite 55% of the voters on March 3, 2020, under which the issuance of the Bonds has been authorized.

“Bond Purchase Agreement” means the Bond Purchase Agreement between the District and the Underwriter, under which the Underwriter agrees to purchase the Series A Bonds and pay the purchase price therefor.

“Building Fund” means the fund established and held by the County Treasurer under Section 3.03.

“Closing Date” means the date upon which there is a delivery of the Series A Bonds in exchange for the amount representing the purchase price of the Series A Bonds by the Underwriter.

“Continuing Disclosure Certificate” means the Continuing Disclosure Certificate which is executed and delivered by a District Representative on the Closing Date.

“Costs of Issuance” means all items of expense directly or indirectly payable by or reimbursable to the District and related to the authorization, issuance, sale and delivery of the Series A Bonds, including but not limited to the costs of preparation and reproduction of documents, printing expenses, filing and recording fees, initial fees and charges of the Paying Agent and its counsel, legal fees and charges, fees and disbursements of

consultants and professionals, rating agency fees and any other cost, charge or fee in connection with the original issuance and sale of the Series A Bonds.

“County” means Sonoma County, a political subdivision of the State of California, duly organized and existing under the Constitution and laws of the State of California.

“County Treasurer” means the Sonoma County Auditor-Controller/Treasurer-Tax Collector, or any authorized deputy thereof.

“Debt Service Fund” means the account established and held by the County Treasurer under Section 4.02.

“Depository” means (a) initially, DTC, and (b) any other Securities Depository acting as Depository under Section 2.09.

“Depository System Participant” means any participant in the Depository’s book-entry system.

“District” means the Geyserville Unified School District, an elementary school district organized under the Constitution and laws of the State of California, and any successor thereto.

“District Representative” means the President of the Board, the Vice President of the Board, the Superintendent, the District’s business official, or such officer’s written designee, or any other person authorized by resolution of the Board of Trustees of the District to act on behalf of the District with respect to this Resolution and the Bonds.

“DTC” means The Depository Trust Company, New York, New York, and its successors and assigns.

“Education Code” means the Education Code of the State of California, as in effect on the Closing Date or as thereafter amended from time to time.

“Federal Securities” means non-callable United States Treasury notes, bonds, bills or certificates of indebtedness, or any other obligations the timely payment of which is directly or indirectly guaranteed by the faith and credit of the United States of America.

“Financial Advisor” means Isom Advisors, A Division of Urban Futures, Inc.

“Interest Payment Dates” means February 1 and August 1 in each year during the term of such Series A Bond, commencing on the date set forth in the Bond Purchase Agreement, provided, however, that such dates are subject to modification as provided in the Bond Purchase Agreement.

“Office” means the office or offices of the Paying Agent for the payment of the Bonds and the administration of its duties hereunder. The Paying Agent may designate and re-designate the Office from time to time by written notice filed with the County and the District.

“Outstanding,” when used as of any particular time with reference to Series A Bonds, means all Series A Bonds except: (a) Series A Bonds theretofore canceled by the

Paying Agent or surrendered to the Paying Agent for cancellation; (b) Series A Bonds paid or deemed to have been paid within the meaning of Section 9.02; and (c) Series A Bonds in lieu of or in substitution for which other Series A Bonds have been authorized, executed, issued and delivered by the District under this Resolution.

“Owner”, whenever used herein with respect to a Series A Bond, means the person in whose name the ownership of such Series A Bond is registered on the Registration Books.

“Paying Agent” means any bank, trust company, national banking association or other financial institution appointed as paying agent for the Bonds in the manner provided in Article VI of this Resolution. The County may serve as the District’s paying agent, including through its designated agent.

“Record Date” means the 15th day of the month preceding an Interest Payment Date, whether or not such day is a business day.

“Registration Books” means the records maintained by the Paying Agent for the registration of ownership and registration of transfer of the Series A Bonds under Section 2.08.

“Resolution” means this Resolution, as originally adopted by the Board and including all amendments hereto and supplements hereof which are duly adopted by the Board from time to time in accordance herewith.

“Securities Depositories” means DTC; and, in accordance with then current guidelines of the Securities and Exchange Commission, such other addresses and/or such other securities depositories as the District may designate in a Written Request of the District delivered to the Paying Agent.

“Series A Bonds” means the not-to-exceed \$8,000,000 aggregate principal amount of Geyserville Unified School District (Sonoma County, California) General Obligation Bonds, Election of 2020, Series A, issued and at any time Outstanding under this Resolution.

“Tax Code” means the Internal Revenue Code of 1986 as in effect on the Closing Date or (except as otherwise referenced herein) as it may be amended to apply to obligations issued on the Closing Date, together with applicable proposed, temporary and final regulations promulgated, and applicable official public guidance published, under said Code.

“Underwriter” means the underwriter of the Series A Bonds upon the negotiated sale thereof, as designated pursuant to Section 3.01.

“Written Certificate of the District” means an instrument in writing signed by a District Representative or by any other officer of the District duly authorized by the District and listed on a Written Request of the District for that purpose.

SECTION 1.02. *Interpretation.*

(a) Unless the context otherwise indicates, words expressed in the singular include the plural and vice versa and the use of the neuter, masculine, or feminine gender is for convenience only and include the neuter, masculine or feminine gender, as appropriate.

(b) Headings of articles and sections herein and the table of contents hereof are solely for convenience of reference, do not constitute a part hereof and shall not affect the meaning, construction or effect hereof.

(c) All references herein to "Articles," "Sections" and other subdivisions are to the corresponding Articles, Sections or subdivisions of this Resolution; the words "herein," "hereof," "hereby," "hereunder" and other words of similar import refer to this Resolution as a whole and not to any particular Article, Section or subdivision hereof.

SECTION 1.03. *Authority for this Resolution; Findings.* This Resolution is adopted by the Board under the authority of the Bond Law. The Board hereby certifies that all of the things, conditions and acts required to exist, to have happened or to have been performed precedent to and in the issuance of the Series A Bonds do exist, have happened or have been performed in due and regular time and manner as required by the laws of the State of California, and that the amount of the Series A Bonds, together with all other indebtedness of the District, does not exceed any limit prescribed by any laws of the State of California.

ARTICLE II

THE SERIES A BONDS

SECTION 2.01. *Authorization.* The Board hereby authorizes the issuance of the Series A Bonds in the aggregate principal amount not to exceed \$8,000,000 under and subject to the terms of Article XIII A, Section 1 paragraph (b) of the California Constitution, the Bond Law and this Resolution, for the purpose of raising money for the acquisition or improvement of educational facilities in accordance with the Bond Measure and to pay Costs of Issuance. This Resolution constitutes a continuing agreement between the District and the Owners of all of the Series A Bonds issued or to be issued hereunder and then Outstanding to secure the full and final payment of principal thereof and interest on all Series A Bonds, subject to the covenants, agreements, provisions and conditions herein contained. The Series A Bonds may be issued as bonds which bear current interest and shall be designated the "Geyserville Unified School District (Sonoma County, California) General Obligation Bonds, Election of 2020, Series A", with any other designations as may be advisable to adequately identify the Series A Bonds as may be included in the Official Statement.

SECTION 2.02. *Terms of Series A Bonds.*

(a) Terms of Series A Bonds. The Series A Bonds will be issued as fully registered bonds, without coupons, in the denomination of \$5,000 each or any integral multiple thereof, but in an amount not to exceed the aggregate principal amount of Series A Bonds maturing in the year of maturity of the Series A Bonds for which the denomination

is specified. Series A Bonds will be lettered and numbered as the Paying Agent may prescribe. The Series A Bonds will be dated as of the Closing Date.

Interest on the Series A Bonds is payable semiannually on each Interest Payment Date. Each Series A Bond will bear interest from the Interest Payment Date next preceding the date of registration and authentication thereof unless (i) it is authenticated as of an Interest Payment Date, in which event it will bear interest from such date, or (ii) it is authenticated prior to an Interest Payment Date and after the close of business on the Record Date preceding such Interest Payment Date, in which event it will bear interest from such Interest Payment Date, or (iii) it is authenticated prior to the first Record Date, in which event it will bear interest from the Closing Date. Notwithstanding the foregoing, if interest on any Series A Bond is in default at the time of authentication thereof, such Series A Bond will bear interest from the Interest Payment Date to which interest has previously been paid or made available for payment thereon.

(b) Maturities; Basis of Interest Calculation. The Series A Bonds will mature on August 1 (unless otherwise provided in the Bond Purchase Agreement) in the years and in the amounts, and will bear interest at the rates (up to a maximum of 8 percent per annum), as determined upon the sale thereof as provided in the Bond Purchase Agreement. Interest on the Series A Bonds will be calculated on the basis of a 360-day year comprised of twelve 30-day months. The final maturity of the Series A Bonds shall not exceed the legal limit identified in the Bond Law, and if the final maturity is more than thirty years after the Closing Date, the Superintendent is authorized to execute a certification confirming that the useful life of the facilities to be financed with the proceeds of the Series A Bonds which mature more than thirty years after the Closing Date exceeds the final maturity date of said Series A Bonds.

(c) CUSIP Identification Numbers. CUSIP identification numbers will be imprinted on the Series A Bonds, but such numbers do not constitute a part of the contract evidenced by the Series A Bonds and any error or omission with respect thereto will not constitute cause for refusal of any purchaser to accept delivery of and pay for the Series A Bonds. In addition, failure on the part of the District to use such CUSIP numbers in any notice to Owners of the Series A Bonds will not constitute an event of default or any violation of the District's contract with such Owners and will not impair the effectiveness of any such notice.

(d) Payment. Interest on the Series A Bonds (including the final interest payment upon maturity or redemption) is payable by check, draft or wire of the Paying Agent mailed to the Owner thereof (which will be DTC so long as the Series A Bonds are held in the book-entry system of DTC) at such Owner's address as it appears on the Registration Books at the close of business on the preceding Record Date; except that at the written request of the Owner of at least \$1,000,000 aggregate principal amount of the Series A Bonds, which written request is on file with the Paying Agent as of any Record Date, interest on such Series A Bonds will be paid by wire payment on the succeeding Interest Payment Date to such account as will be specified in such written request. Principal of and premium (if any) on the Series A Bonds is payable in lawful money of the United States of America upon presentation and surrender at the Office of the Paying Agent.

(e) Provisions of Bond Purchase Agreement to Control. Notwithstanding the foregoing provisions of this Section and the following provisions of Section 2.03, any of the terms of the Series A Bonds may be established or modified under the Bond Purchase

Agreement provided such terms are in conformity with the Bond Law. In the event of a conflict or inconsistency between this Resolution and the Bond Purchase Agreement relating to the terms of the Series A Bonds, the provisions of the Bond Purchase Agreement will be controlling.

SECTION 2.03. *Redemption of Series A Bonds.*

(a) Optional Redemption Dates and Prices. The Series A Bonds are subject to redemption prior to maturity, at the option of the District, in whole or in part among maturities on such basis as shall be designated by the District and by lot within a maturity, from any available source of funds, commencing on the date identified in the Bond Purchase Agreement, at a price equal to 100% of the principal amount thereof, without premium, together with accrued interest thereon to the redemption date, or as otherwise provided in the Bond Purchase Agreement.

(b) Mandatory Sinking Fund Redemption. If the Bond Purchase Agreement specifies that any one or more maturities of the Series A Bonds are term bonds which are subject to mandatory sinking fund redemption, each such maturity of Series A Bonds shall be subject to such mandatory sinking fund redemption on August 1 (unless otherwise provided in the Bond Purchase Agreement) in each of the years and in the respective principal amounts as set forth in the Bond Purchase Agreement, at a redemption price equal to 100% of the principal amount thereof to be redeemed (without premium), together with interest accrued thereon to the date fixed for redemption. If any such term bonds are redeemed under the provisions of the preceding clause (a), the total amount of all future payments under this subsection (b) with respect to such term bonds shall be reduced by the aggregate principal amount of such term bonds so redeemed, to be allocated among such payments on a pro rata basis in integral multiples of \$5,000 (or on such other basis as the District may determine) as set forth in written notice given by the District to the Paying Agent.

(c) Selection of Series A Bonds for Redemption. Whenever less than all of the Outstanding Series A Bonds of any one maturity are designated for redemption, the Paying Agent shall select the Outstanding Series A Bonds of such maturity to be redeemed by lot in any manner deemed fair by the Paying Agent. For purposes of such selection, each Series A Bond will be deemed to consist of individual bonds of \$5,000 principal amount. The Series A Bonds may all be separately redeemed.

(d) Redemption Procedure. The Paying Agent will cause notice of any redemption to be mailed, first class mail, postage prepaid, at least 20 days but not more than 60 days prior to the date fixed for redemption, to the respective Owners of any Series A Bonds designated for redemption, at their addresses appearing on the Registration Books. Such notice may be a conditional notice of redemption and subject to rescission as set forth in clause (e) below. Such mailing is not a condition precedent to such redemption and the failure to mail or to receive any such notice will not affect the validity of the proceedings for the redemption of such Series A Bonds. In addition, the Paying Agent will give notice of redemption by telecopy or certified, registered or overnight mail to the Municipal Securities Rulemaking Board and each of the Securities Depositories at least two days prior to such mailing to the Series A Bond Owners.

Such notice shall state the redemption date and the redemption price and, if less than all of the then Outstanding Series A Bonds are to be called for redemption, shall

designate the serial numbers of the Series A Bonds to be redeemed by giving the individual number of each Series A Bond or by stating that all Series A Bonds between two stated numbers, both inclusive, or by stating that all of the Series A Bonds of one or more maturities have been called for redemption, and shall require that such Series A Bonds be then surrendered at the Office of the Paying Agent for redemption at the said redemption price, giving notice also that further interest on such Series A Bonds will not accrue from and after the redemption date.

Upon surrender of Series A Bonds redeemed in part only, the District shall execute and the Paying Agent shall authenticate and deliver to the Owner, at the expense of the District, a new Series A Bond or Bonds, of the same maturity, of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Series A Bond or Bonds.

From and after the date fixed for redemption, if notice of such redemption has been duly given and funds available for the payment of the principal of and interest (and premium, if any) on the Series A Bonds so called for redemption have been duly provided, the Series A Bonds called for redemption will cease to be entitled to any benefit under this Resolution other than the right to receive payment of the redemption price, and no interest will accrue thereon on or after the redemption date specified in the notice. The Paying Agent will cancel all Series A Bonds redeemed under this Section and will furnish a certificate of cancellation to the District.

(e) Right to Rescind Notice of Redemption. The District has the right to rescind any notice of the optional redemption of Series A Bonds under subsection (a) of this Section by written notice to the Paying Agent on or prior to the date fixed for redemption. Any notice of redemption shall be cancelled and annulled if for any reason funds will not be or are not available on the date fixed for redemption for the payment in full of the Series A Bonds then called for redemption. The District and the Paying Agent shall have no liability to the Series A Bond Owners or any other party related to or arising from such rescission of redemption. The Paying Agent shall mail notice of such rescission of redemption in the same manner as the original notice of redemption was sent under subsection (c) of this Section.

SECTION 2.04. *Form of Series A Bonds.* The Series A Bonds, the form of the Paying Agent's certificate of authentication and registration and the form of assignment to appear thereon will be substantially in the forms, respectively, with necessary or appropriate variations, omissions and insertions, as permitted or required by this Resolution and the Bond Purchase Agreement, as are set forth in Appendix A attached hereto.

SECTION 2.05. *Execution of Series A Bonds.* The Series A Bonds shall be signed by the manual or facsimile signature of the President of the Board and shall be attested by the manual or facsimile signature of the Secretary or Clerk of the Board. Only those Series A Bonds bearing a certificate of authentication and registration in the form set forth in Appendix A attached hereto, executed and dated by the Paying Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Paying Agent is conclusive evidence that the Series A Bonds so registered have been duly authenticated, registered and delivered hereunder and are entitled to the benefits of this Resolution.

SECTION 2.06. *Transfer of Series A Bonds.* Subject to Section 2.10, any Series A Bond may, in accordance with its terms, be transferred, upon the Registration Books, by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Series A Bond for cancellation at the Office of the Paying Agent, accompanied by delivery of a written instrument of transfer in a form approved by the Paying Agent, duly executed. The District may charge a reasonable sum for each new Series A Bond issued upon any transfer.

Whenever any Series A Bond or Bonds is surrendered for transfer, the District shall execute and the Paying Agent shall authenticate and deliver a new Series A Bond or Bonds, for like aggregate principal amount. No transfers of Series A Bonds shall be required to be made (a) 15 days prior to the date established by the Paying Agent for selection of Series A Bonds for redemption or (b) with respect to a Series A Bond which has been selected for redemption.

SECTION 2.07. *Exchange of Series A Bonds.* Series A Bonds may be exchanged at the principal Office of the Paying Agent for a like aggregate principal amount of Series A Bonds of authorized denominations and of the same maturity, together with a request for exchange signed by the owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. The District may charge a reasonable sum for each new Series A Bond issued upon any exchange (except in the cases of any exchange of temporary Series A Bonds for definitive Series A Bonds). No exchange of Series A Bonds is required to be made (a) 15 days prior to the date established by the Paying Agent for selection of Series A Bonds for redemption or (b) with respect to a Series A Bond after it has been selected for redemption.

SECTION 2.08. *Registration Books.* The Paying Agent shall keep or cause to be kept sufficient books for the registration and transfer of the Series A Bonds, which shall at all times be open to inspection by the District upon reasonable notice; and, upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on said books, Series A Bonds as herein before provided.

SECTION 2.09. *Book-Entry System.* Except as provided below, DTC shall be the Owner of all of the Series A Bonds, and the Series A Bonds shall be registered in the name of Cede & Co. as nominee for DTC. The Series A Bonds shall be initially executed and delivered in the form of a single fully registered Series A Bond for each maturity date of the Series A Bonds in the full aggregate principal amount of the Series A Bonds maturing on such date. The Paying Agent and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Series A Bonds registered in its name for all purposes of this Resolution, and neither the Paying Agent nor the District shall be affected by any notice to the contrary. The Paying Agent and the District have no responsibility or obligation to any Depository System Participant, any person claiming a beneficial ownership interest in the Series A Bonds under or through DTC or a Depository System Participant, or any other person which is not shown on the register of the District as being an owner, with respect to the accuracy of any records maintained by DTC or any Depository System Participant or the payment by DTC or any Depository System Participant by DTC or any Depository System Participant of any amount in respect of the principal or interest with respect to the Series A Bonds. The District shall cause to be paid all principal and interest with respect to the Series A Bonds only to DTC, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations

with respect to the principal and interest with respect to the Series A Bonds to the extent of the sum or sums so paid. Except under the conditions noted below, no person other than DTC shall receive a Series A Bond. Upon delivery by DTC to the District of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the term "Cede & Co." in this Resolution shall refer to such new nominee of DTC.

If the District determines that it is in the best interest of the beneficial owners that they be able to obtain Series A Bonds and delivers a written certificate to DTC and the District to that effect, DTC shall notify the Depository System Participants of the availability through DTC of Series A Bonds. In such event, the District shall issue, transfer and exchange Series A Bonds as requested by DTC and any other owners in appropriate amounts.

DTC may determine to discontinue providing its services with respect to the Series A Bonds at any time by giving notice to the District and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the District shall be obligated to deliver Series A Bonds as described in this Resolution. Whenever DTC requests the District to do so, the District will cooperate with DTC in taking appropriate action after reasonable notice to (a) make available one or more separate Series A Bonds evidencing the Series A Bonds to any Depository System Participant having Series A Bonds credited to its DTC account or (b) arrange for another securities depository to maintain custody of certificates evidencing the Series A Bonds.

Notwithstanding any other provision of this Resolution to the contrary, so long as any Series A Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal and interest with respect to such Series A Bond and all notices with respect to such Series A Bond shall be made and given, respectively, to DTC as provided as in the representation letter delivered on the date of issuance of the Series A Bonds.

Section 2.10. *Transfer Under Book-Entry System: Discontinuation of Book-Entry System.* Registered ownership of the Series A Bonds, or any portion thereof, may not be transferred except as follows:

(i) To any successor of Cede & Co., as nominee of DTC, or its nominee, or to any substitute depository designated pursuant to clause (ii) of this section (a "substitute depository"); *provided that* any successor of Cede & Co., as nominee of DTC or substitute depository, shall be qualified under any applicable laws to provide the services proposed to be provided by it;

(ii) To any substitute depository not objected to by the District, upon (1) the resignation of the DTC or its successor (or any substitute depository or its successor) from its functions as depository, or (2) a determination by the District to substitute another depository for DTC (or its successor) because DTC or its successor (or any substitute depository or its successor) is no longer able to carry out its functions as depository; provided, that any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(iii) To any person upon (1) the resignation of DTC or its successor (or substitute depository or its successor) from its functions as depository, or (2) a determination by the

District to remove The Depository Trust Company or its successor (or any substitute depository or its successor) from its functions as depository.

ARTICLE III

SALE OF SERIES A BONDS; APPLICATION OF PROCEEDS

SECTION 3.01. *Sale of Series A Bonds; Approval of Sale Documents.*

(a) Negotiated Sale of Series A Bonds. Pursuant to Section 53508.7 of the Bond Law, the Board hereby expressly authorizes the negotiated sale of the Series A Bonds to an investment banking firm identified by the Superintendent, upon the recommendation of the District's financial advisor (the "Underwriter"). The Series A Bonds shall be sold to the Underwriter pursuant to the Bond Purchase Agreement in substantially the form on file with the Clerk of the Board with such changes therein, deletions therefrom and modifications thereto as a District Representative may approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement; provided that the Bond Purchase Agreement shall contain the following terms:

- (i) the Series A Bonds shall bear a rate of interest of not to exceed 8 percent per annum and the final maturity shall not exceed the limits contained in the Bond Law;
- (ii) the Series A Bonds shall have a ratio of total debt service to principal of not to exceed four to one; and
- (iii) the Underwriter's discount shall not exceed 1.0% of the principal amount of the Series A Bonds.

The Board hereby authorizes a District Representative to execute and deliver the final form of the Bond Purchase Agreement in the name and on behalf of the District.

In accordance with Section 53508.7 of the Bond Law, the Board has determined to sell the Series A Bonds at negotiated sale for the following reasons: (a) a negotiated sale provides more flexibility to choose the time and date of the sale which is often advantageous in the municipal bond market; (b) the involvement of the Underwriter in preparing documents, rating agency presentations and structuring bonds generally enhances the quality and results of the bond offering; (c) a negotiated sale will permit the time schedule for the issuance and sale of the Series A Bonds to be expedited, if necessary; (d) a negotiated sale provides the District access to the underwriter's trading desk for providing estimates of the cost of various bond structures (yields, discounts, premiums and maturities) for the purpose of evaluating alternative potential bond structures with the goal of producing the best match between District objectives and investor acceptance and demand; and (e) a negotiated sale provides time for underwriters to educate potential investors about the District and the Series A Bonds with the goal of maximizing investor orders/reducing interest cost on the day of bond pricing.

As required pursuant to Section 53509.5 of the Bond Law, after the sale of the Series A Bonds, the Board will present actual cost information for the sale at its next scheduled public meeting.

(b) Official Statement. The Board hereby approves, and hereby authorizes the Superintendent to deem final as of its date within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, the Preliminary Official Statement describing the Series A Bonds in substantially the form on file with the Clerk of the Board. The Superintendent is hereby authorized to execute an appropriate certificate stating that the Preliminary Official Statement has been deemed final within the meaning of such Rule. A District Representative is hereby authorized and directed to approve any changes in or additions to a final form of said Official Statement, and the execution thereof by a District Representative shall be conclusive evidence of his or her approval of any such changes and additions. The Board hereby authorizes the distribution of the Official Statement by the Underwriter. The final Official Statement shall be executed in the name and on behalf of the District by a District Representative.

(c) Bond Insurance. If the District is advised by its financial advisor that it is in the best financial interests of the District to obtain a municipal bond insurance policy to insure the payment of debt service on the Series A Bonds, a District Representative is authorized to apply for said insurance and to take all actions and execute all documents and certifications relating thereto.

(d) Actions to Close Bond Issuance. Each District Representative and any and all other officers of the District are each 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 Series A Bonds, including but not limited to the execution and delivery of a document with respect to the engagement of the Paying Agent appointed hereby, and an agreement facilitating the payment of Costs of Issuance. 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 if such officer is absent or unavailable.

SECTION 3.02. *Application of Proceeds of Sale of Series A Bonds*. The proceeds of the Series A Bonds shall be paid to the County Treasurer on the Closing Date, and shall be applied by the County Treasurer as follows:

- (a) The portion of the proceeds representing the premium (if any) received by the County Treasurer on the sale of the Series A Bonds will be deposited in the Debt Service Fund established pursuant to Section 4.02.
- (b) All remaining proceeds received by the County Treasurer from the sale of the Series A Bonds will be deposited in the Building Fund established pursuant to Section 3.03.

At the option of the District, a portion of the proceeds to be used to pay Costs of Issuance may be deposited with a fiscal agent selected by the District, as provided in Section 15146(h) of the Education Code, as directed by the District, in order the facilitate

the payment of Costs of Issuance. In addition, the Bond Purchase Agreement may provide that the Underwriter shall apply its funds to the payment of Costs of Issuance. A District Representative is authorized to execute an agreement with a custodian in order to facilitate the payment of Costs of Issuance.

SECTION 3.03. *Building Fund.* The County Treasurer shall create and maintain a fund designated as the "Geyserville Unified School District, Election of 2020, Series A Building Fund," into which the proceeds from the sale of the Series A Bonds shall be deposited, to the extent required under Section 3.02(b). The County Treasurer shall maintain separate accounting for the proceeds of the Series A Bonds, including all earnings received from the investment thereof. Amounts credited to the Building Fund for the Series A Bonds shall be expended by the District solely for the financing of projects for which the Series A Bond proceeds are authorized to be expended under the Bond Measure (which includes related Costs of Issuance). All interest and other gain arising from the investment of proceeds of the Series A Bonds shall be retained in the Building Fund and used for the purposes thereof. At the Written Request of the District filed with the County Treasurer, any amounts remaining on deposit in the Building Fund and not needed for the purposes thereof shall be withdrawn from the Building Fund and transferred to the Debt Service Fund, to be applied to pay the principal of and interest on the Series A Bonds.

If excess amounts remain on deposit in the Building Fund after payment in full of the Series A Bonds, any such excess amounts shall be transferred to the general fund of the District, to be applied for the purposes for which the Series A Bonds have been authorized or otherwise in accordance with the Bond Law.

SECTION 3.04. *Professionals; Estimated Financing Costs.* The firm of Jones Hall, A Professional Law Corporation, has previously been engaged to act as the District's bond counsel and disclosure counsel, and the firm of Isom Advisors, A Division of Urban Futures, Inc., has previously been engaged to act as the District's financial advisor, in connection with the issuance and sale of the Series A Bonds. The estimated costs of issuance associated with the bond sale are set forth in Appendix B hereto.

ARTICLE IV

SECURITY FOR THE SERIES A BONDS; DEBT SERVICE FUND

SECTION 4.01. *Security for the Series A Bonds.* The Series A Bonds are general obligations of the District. The Board has the power to direct the County to levy *ad valorem* taxes upon all property within the District that is subject to taxation by the District, without limitation of rate or amount, for the payment of the Series A Bonds and the interest and redemption premium (if any) thereon. The District hereby directs the County to levy on all the taxable property in the District, in addition to all other taxes, a continuing direct and *ad valorem* tax annually during the period the Series A Bonds are Outstanding in an amount sufficient to pay the principal of and interest on the Series A Bonds when due, including the principal of any Series A Bonds upon the mandatory sinking fund redemption thereof under Section 2.03(b), which moneys when collected will be paid to the County Treasurer and placed in the Debt Service Fund.

The principal of and interest and redemption premium (if any) on Series A Bonds do not constitute a debt of the County, the State of California, or any of its political subdivisions other than the District, or any of the officers, agents or employees thereof. Neither the County, the State of California, any of its political subdivisions nor any of the officers, agents or employees thereof are liable on the Series A Bonds. In no event are the principal of and interest and redemption premium (if any) on Series A Bonds payable out of any funds or properties of the District other than *ad valorem* taxes levied on taxable property in the District. The Series A Bonds, including the interest thereon, are payable solely from taxes levied under Sections 15250 and 15252 of the Education Code. The District acknowledges that the Series A Bonds are secured by a statutory lien on all revenues received pursuant to the levy and collection of the voter-approved tax for the Series A Bonds.

As required by Education Code Section 15140(c), the District shall transmit a copy of this resolution, together with the debt service schedule for the Series A Bonds, to the office of the County Controller and County Treasurer in sufficient time to permit the County to establish tax rates for the Series A Bonds.

SECTION 4.02. *Establishment of Debt Service Fund.* The District hereby directs the County Treasurer to establish, hold and maintain a fund to be known as the "Geyserville Unified School District Election of 2020, Series A General Obligation Bonds Debt Service Fund", which the County Treasurer shall maintain as a separate account, distinct from all other funds of the County and the District. All taxes levied by the County, at the request of the District, for the payment of the principal of and interest on the Series A Bonds shall be deposited in the Debt Service Fund by the County promptly upon apportionment of said levy.

SECTION 4.03. *Disbursements From Debt Service Fund.* The County Treasurer shall administer the Debt Service Fund and make disbursements therefrom in the manner set forth in this Section. The County Auditor-Controller shall transfer amounts on deposit in the Debt Service Fund, to the extent necessary to pay the principal of and interest on the Series A Bonds when due and payable, to the Paying Agent which, in turn, shall pay such moneys to DTC to pay the principal of and interest on the Series A Bonds. DTC will thereupon make payments of principal and interest on the Series A Bonds to the DTC Participants who will thereupon make payments of principal and interest to the beneficial owners of the Series A Bonds. In addition, amounts on deposit in the Debt Service Fund shall be applied to pay the fees and expenses of the Paying Agent insofar as permitted by law, including specifically by Section 15232 of the Education Code. Any moneys remaining in the Debt Service Fund after the Series A Bonds and the interest thereon have been paid, shall be transferred to any other interest and sinking fund for general obligation bond indebtedness of the District, and in the event there is no such debt outstanding, shall be transferred to the District's general fund upon the order of the County, as provided in Section 15234 of the Education Code.

SECTION 4.04. *Pledge of Taxes.* The District hereby pledges all revenues from the property taxes collected from the levy by the Board of Supervisors of the County for the payment of the Series A Bonds and amounts on deposit in the Debt Service Fund to the payment of the principal or redemption price of and interest on the Series A Bonds. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the Series A Bonds and successors thereto. The property taxes and amounts held in

the Debt Service Fund shall be immediately subject to this pledge, and the pledge shall constitute a lien and security interest which shall immediately attach to the property taxes and amounts held in the interest and sinking fund to secure the payment of the Series A Bonds and shall be effective, binding, and enforceable against the District, its successors, creditors and all others irrespective of whether those parties have notice of the pledge and without the need of any physical delivery, recordation, filing, or further act. This pledge constitutes an agreement between the District and owners of the Series A Bonds to provide security for the Series A Bonds in addition to any statutory lien that may exist. The District hereby represents and warrants that all of its general obligation bonds, including the Series A Bonds are or were issued to finance or refinance one or more of the projects specified in the applicable voter-approved measure.

SECTION 4.05. *Investments.* All moneys held in any of the funds or accounts established with the County hereunder may be invested in Authorized Investments in accordance with the investment policies of the County, as such policies exist at the time of investment. Obligations purchased as an investment of moneys in any fund or account will be deemed to be part of such fund or account. The County has no responsibility in the reporting, reconciling and monitoring of the investment of the proceeds of the Series A Bonds.

All interest or gain derived from the investment of amounts in any of the funds or accounts established hereunder shall be deposited in the fund or account from which such investment was made, and shall be expended for the purposes thereof. The District covenants that all investments of amounts deposited in any fund or account created by or under this Resolution, or otherwise containing proceeds of the Series A Bonds, shall be acquired and disposed of at the Fair Market Value thereof. For purposes of this Section, the term "Fair Market Value" shall mean, with respect to any investment, the price at which a willing buyer would purchase such investment from a willing seller in a bona fide, arm's length transaction (determined as of the date the contract to purchase or sell the investment becomes binding) if the investment is traded on an established securities market (within the meaning of Section 1273 of the Tax Code) and, otherwise, the term "Fair Market Value" means the acquisition price in a bona fide arm's length transaction (as described above) if (i) the investment is a certificate of deposit that is acquired in accordance with applicable regulations under the Tax Code, (ii) the investment is an agreement with specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate (for example, a guaranteed investment contract, a forward supply contract or other investment agreement) that is acquired in accordance with applicable regulations under the Tax Code, or (iii) the investment is a United States Treasury Security - State and Local Government Series that is acquired in accordance with applicable regulations of the United States Bureau of Public Debt.

ARTICLE V

OTHER COVENANTS OF THE DISTRICT

SECTION 5.01. *Punctual Payment.* The Board hereby directs the County to levy *ad valorem* taxes, as provided in Section 15250 of the Education Code, so as to enable the District to punctually pay, or cause to be paid, the principal of and interest on the Series A Bonds, in conformity with the terms of the Series A Bonds and this Resolution. In no event shall the District be obligated to pay principal of and interest and redemption premium, if any, on this Series A Bond out of any funds or properties of the District other than *ad valorem* taxes levied upon all taxable property in the District; provided, however, nothing herein contained prevents the District from making advances of its own moneys howsoever derived to any of the uses or purposes permitted by law, including, in its sole discretion, to debt service with respect to the Series A Bonds.

SECTION 5.02. *Books and Accounts; Financial Statements.* The District will keep, or cause to be kept, proper books of record and accounts, separate from all other records and accounts of the District in which complete and correct entries are made of all transactions relating to the expenditure of the proceeds of the Series A Bonds. Such books of record and accounts shall at all times during business hours be subject to the inspection of the Paying Agent and the Owners of not less than 10% in aggregate principal amount of the Series A Bonds then Outstanding, or their representatives authorized in writing.

SECTION 5.03. *Protection of Security and Rights of Series A Bond Owners.* The District will preserve and protect the security of the Series A Bonds and the rights of the Series A Bond Owners, and will warrant and defend their rights against all claims and demands of all persons. Following the issuance of the Series A Bonds by the District, the Series A Bonds shall be incontestable by the District.

SECTION 5.04. *Tax Covenants.*

(a) Private Activity Bond Limitation. The District shall assure that the proceeds of the Series A Bonds are not so used as to cause the Series A Bonds to satisfy the private business tests of Section 141(b) of the Tax Code or the private loan financing test of Section 141(c) of the Tax Code.

(b) Federal Guarantee Prohibition. The District shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause any of the Series A Bonds to be “federally guaranteed” within the meaning of Section 149(b) of the Tax Code.

(c) No Arbitrage. The District shall not take, or permit or suffer to be taken by the Paying Agent or the County or otherwise, any action with respect to the proceeds of the Series A Bonds which, if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the Closing Date would have caused the Series A Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Tax Code.

(d) Maintenance of Tax-Exemption. The District shall take all actions necessary to assure the exclusion of interest on the Series A Bonds from the gross income of the Owners of the Series A Bonds to the same extent as such interest is permitted to be excluded from gross income under the Tax Code as in effect on the Closing Date.

(e) Rebate of Excess Investment Earnings to United States. The District shall calculate or cause to be calculated excess investment earnings with respect to the Series A Bonds which are required to be rebated to the United States of America under Section 148(f) of the Tax Code, and shall pay the full amount of such excess investment earnings to the United States of America in such amounts, at such times and in such manner as may be required under the Tax Code, if and to the extent such Section 148(f) is applicable to the Series A Bonds. Such payments shall be made by the District from any source of legally available funds of the District. The District shall keep or cause to be kept, and retain or cause to be retained for a period of six years following the retirement of the Series A Bonds, records of the determinations made under this subsection (e). In order to provide for the administration of this subsection (e), the District may provide for the employment of independent attorneys, accountants and consultants compensated on such reasonable basis as the District may deem appropriate.

(f) Small Issuer Exemption from Bank Nondeductibility Restriction. The District hereby designates the Series A Bonds for purposes of paragraph (3) of Section 265(b) of the Tax Code and represents that not more than \$10,000,000 aggregate principal amount of obligations the interest on which is excludable (under Section 103(a) of the Tax Code) from gross income for federal income tax purposes (excluding (i) private activity bonds, as defined in Section 141 of the Tax Code, except qualified 501(c)(3) bonds as defined in Section 145 of the Tax Code and (ii) current refunding obligations to the extent the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligation), including the Series A Bonds, has been or will be issued by the District, including all subordinate entities of the District, during the calendar year 2020. If the District determines prior to the sale of the Series A Bonds that obligations which exceed \$10,000,000 aggregate principal amount will be issued in calendar year 2020, the District Representative shall provide in the Bond Purchase Agreement that the Series A Bonds are not bank qualified.

SECTION 5.05. *Continuing Disclosure.* The District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate, which shall be executed by a District Representative and delivered on the Closing Date. Notwithstanding any other provision of this Resolution, failure of the District to comply with the Continuing Disclosure Certificate does not constitute a default by the District hereunder or under the Series A Bonds; however, any Participating Underwriter (as that term is defined in the Continuing Disclosure Certificate) or any holder or beneficial owner of the Series A Bonds may, take such actions as may be necessary and appropriate to compel performance, including seeking mandate or specific performance by court order.

SECTION 5.06. *CDIAC Annual Reporting.* The District hereby covenants and agrees that it will comply with and the provisions of California Government Code Section 8855 subdivision (k) with respect to annual reporting to the California Debt and Investment Advisory Commission. Said reporting will occur at the times and include the types of information as set forth therein. Notwithstanding any other provision of this Resolution, failure of the District to comply with said reporting does not constitute a default by the District hereunder or under the Series A Bonds.

SECTION 5.07. *Further Assurances.* The District will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Resolution, and for the better assuring and confirming unto the Owners of the Series A Bonds of the rights and benefits provided in this Resolution.

ARTICLE VI

THE PAYING AGENT

SECTION 6.01. *Appointment of Paying Agent.* The County, acting through its agent, Bank of New York Mellon Trust Company, N.A., or any successor agent thereto, is hereby appointed to act as the initial Paying Agent for the Series A Bonds and, in such capacity, shall also act as registration agent and authentication agent for the Series A Bonds. The Paying Agent undertakes to perform such duties, and only such duties, as are specifically set forth in this Resolution, and even during the continuance of an event of default with respect to the Series A Bonds, no implied covenants or obligations shall be read into this Resolution against the Paying Agent. The Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by the District by executing and delivering to the District a certificate or agreement to that effect.

The District may remove the Paying Agent initially appointed, and any successor thereto, and may appoint a successor or successors thereto, but any such successor shall be a bank or trust company doing business and having an office in the State of California, having a combined capital (exclusive of borrowed capital) and surplus of at least \$50,000,000, and subject to supervision or examination by federal or state authority. If such bank or trust company publishes a report of condition at least annually, under law or to the requirements of any supervising or examining authority above referred to, then for the purposes of this Section the combined capital and surplus of such bank or trust company shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

The Paying Agent may at any time resign by giving written notice to the District and the Series A Bond Owners of such resignation. Upon receiving notice of such resignation, with the written consent of the County Treasurer (which shall not unreasonably be withheld) the District shall promptly appoint a successor Paying Agent by an instrument in writing. Any resignation or removal of the Paying Agent and appointment of a successor Paying Agent will become effective upon acceptance of appointment by the successor Paying Agent.

Any bank, national association, federal savings association, or trust company into which the Paying Agent may be merged or converted or with which it may be consolidated or any bank, national association, federal savings association, or trust company resulting from any merger, conversion or consolidation to which it shall be a party or any bank, national association, federal savings association, or trust company to which the Paying Agent may sell or transfer all or substantially all of its corporate trust business, provided such bank, federal savings association, or trust company shall be eligible as described in

this Section 6.01 shall be the successor to such Paying Agent, without the execution or filing of any paper or any further act, anything herein to the contrary notwithstanding.

SECTION 6.02. *Paying Agent May Hold Series A Bonds.* The Paying Agent may become the owner of any of the Series A Bonds in its own or any other capacity with the same rights it would have if it were not Paying Agent.

SECTION 6.03. *Liability of Agents.* The recitals of facts, covenants and agreements herein and in the Series A Bonds contained shall be taken as statements, covenants and agreements of the District, and the Paying Agent assumes no responsibility for the correctness of the same, nor makes any representations as to the validity or sufficiency of this Resolution or of the Series A Bonds, nor shall incur any responsibility in respect thereof, other than as set forth in this Resolution. The Paying Agent is not liable in connection with the performance of its duties hereunder, except for its own negligence or willful default.

In the absence of bad faith, the Paying Agent may conclusively rely, as to the truth of the statements and the correctness of the opinions expressed therein, upon certificates or opinions furnished to the Paying Agent and conforming to the requirements of this Resolution.

The Paying Agent is not liable for any error of judgment made in good faith by a responsible officer of its corporate trust department in the absence of the negligence of the Paying Agent.

No provision of this Resolution shall require the Paying Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder, or in the exercise of any of its rights or powers, if it has reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is not reasonably assured to it.

The Paying Agent may execute any of the powers hereunder or perform any duties hereunder either directly or by or through agents or attorneys and the Paying Agent is not responsible for any misconduct or negligence on the part of any agent or attorney appointed with due care by it hereunder.

SECTION 6.04. *Notice to Paying Agent.* The Paying Agent may rely and shall be protected in acting or refraining from acting upon any notice, resolution, request, consent, order, certificate, report, warrant, bond or other paper or document believed by it to be genuine and to have been signed or presented by the proper party or proper parties. The Paying Agent may consult with counsel, who may be counsel to the District, with regard to legal questions, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance therewith.

Whenever in the administration of its duties under this Resolution the Paying Agent shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action hereunder, such matter (unless other evidence in respect thereof be herein specifically prescribed) may, in the absence of bad faith on the part of the Paying Agent, be deemed to be conclusively proved and established by a certificate of the District, and such certificate shall be full warrant to the Paying Agent for any action taken or

suffered under the provisions of this Resolution upon the faith thereof, but in its discretion the Paying Agent may, in lieu thereof, accept other evidence of such matter or may require such additional evidence as to it may seem reasonable.

SECTION 6.05. *Compensation; Indemnification.* The District shall pay to the Paying Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of their attorneys, agents and employees, incurred in and about the performance of their powers and duties under this Resolution. The District further agrees to indemnify and save the Paying Agent harmless against any liabilities which it may incur in the exercise and performance of its powers and duties hereunder which are not due to its negligence or bad faith.

ARTICLE VII

REMEDIES OF SERIES A BOND OWNERS

SECTION 7.01. *Remedies of Series A Bond Owners.* Any Series A Bond Owner has the right, for the equal benefit and protection of all Series A Bond Owners similarly situated:

- (a) by mandamus, suit, action or proceeding, to compel the District and its members, officers, agents or employees to perform each and every term, provision and covenant contained in this Resolution and in the Series A Bonds, and to require the carrying out of any or all such covenants and agreements of the District and the fulfillment of all duties imposed upon it;
- (b) by suit, action or proceeding in equity, to enjoin any acts or things which are unlawful, or the violation of any of the Series A Bond Owners' rights; or
- (c) upon the happening and continuation of any default by the District hereunder or under the Series A Bonds, by suit, action or proceeding in any court of competent jurisdiction, to require the District and its members and employees to account as if it and they were the trustees of an express trust.

SECTION 7.02. *Remedies Not Exclusive.* No remedy herein conferred upon the Owners of Series A Bonds is exclusive of any other remedy. Each and every remedy is cumulative and may be exercised in addition to every other remedy given hereunder or thereafter conferred on the Series A Bond Owners.

SECTION 7.03. *Non-Waiver.* Nothing in this Article VII or in any other provision of this Resolution or in the Series A Bonds, affects or impairs the obligation of the District, which is absolute and unconditional, to pay the principal of and interest on the Series A Bonds to the respective Owners of the Series A Bonds at the respective dates of maturity, as herein provided, or affects or impairs the right of action against the District, which is

also absolute and unconditional, of such Owners to institute suit against the District to enforce such payment by virtue of the contract embodied in the Series A Bonds.

A waiver of any default by any Series A Bond Owner shall not affect any subsequent default or impair any rights or remedies on the subsequent default. No delay or omission of any Owner of any of the Series A Bonds to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or an acquiescence therein, and every power and remedy conferred upon the Series A Bond Owners by this Article VII may be enforced and exercised from time to time and as often as shall be deemed expedient by the Owners of the Series A Bonds.

If a suit, action or proceeding to enforce any right or exercise any remedy be abandoned or determined adversely to the Series A Bond Owners, the District and the Series A Bond Owners shall be restored to their former positions, rights and remedies as if such suit, action or proceeding had not been brought or taken.

ARTICLE VIII

AMENDMENT OF THIS RESOLUTION

SECTION 8.01. *Amendments Effective Without Consent of the Owners.* The Board may amend this Resolution from time to time, without the consent of the Owners of the Series A Bonds, for any one or more of the following purposes:

- (a) To add to the covenants and agreements of the District in this Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;
- (b) To confirm, as further assurance, any pledge under, and to subject to any lien or pledge created or to be created by, this Resolution, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under this Resolution;
- (c) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in this Resolution, in a manner which does not materially adversely affect the interests of the Series A Bond Owners in the opinion of Bond Counsel filed with the District; or
- (d) To make such additions, deletions or modifications as may be necessary or desirable to assure exemption from federal income taxation of interest on the Series A Bonds.

SECTION 8.02. *Amendments Effective With Consent of the Owners.* The Board may amend this Resolution from time to time for any purpose not set forth in Section 8.01, with the written consent of the Owners of a majority in aggregate principal amount of the Series A Bonds Outstanding at the time such consent is given. Without the consent of all the Owners of such Series A Bonds, no such modification or amendment shall permit (a)

a change in the terms of maturity of the principal of any Outstanding Series A Bonds or of any interest payable thereon or a reduction in the principal amount thereof or in the rate of interest thereon, (b) a reduction of the percentage of Series A Bonds the consent of the Owners of which is required to effect any such modification or amendment, (c) a change in any of the provisions in Section 7.01 or (d) a reduction in the amount of moneys pledged for the repayment of the Series A Bonds, and no right or obligation of any Paying Agent may be changed or modified without its written consent.

ARTICLE IX

MISCELLANEOUS

SECTION 9.01. *Benefits of Resolution Limited to Parties.* Nothing in this Resolution, expressed or implied, gives any person other than the District, the County, the Paying Agent and the Owners of the Series A Bonds, any right, remedy, claim under or by reason of this Resolution. The covenants, stipulations, promises or agreements in this Resolution are for the sole and exclusive benefit of the Owners of the Series A Bonds.

SECTION 9.02. *Defeasance of Series A Bonds.*

(a) Discharge of Resolution. Any or all of the Series A Bonds may be paid by the District in any of the following ways, provided that the District also pays or causes to be paid any other sums payable hereunder by the District:

- (i) by paying or causing to be paid the principal or redemption price of and interest on such Series A Bonds, as and when the same become due and payable;
- (ii) by irrevocably depositing, in trust, at or before maturity, money or securities in the necessary amount (as provided in Section 9.02(c) hereof) to pay or redeem such Series A Bonds; or
- (iii) by delivering such Series A Bonds to the Paying Agent for cancellation by it.

If the District pays all Outstanding Series A Bonds and also pays or causes to be paid all other sums payable hereunder by the District, then and in that case, at the election of the District (evidenced by a certificate of a District Representative filed with the Paying Agent, signifying the intention of the District to discharge all such indebtedness and this Resolution), and notwithstanding that any Series A Bonds have not been surrendered for payment, this Resolution and other assets made under this Resolution and all covenants, agreements and other obligations of the District under this Resolution shall cease, terminate, become void and be completely discharged and satisfied, except only as provided in Section 9.02(b). In such event, upon request of the District, the Paying Agent shall cause an accounting for such period or periods as may be requested by the District to be prepared and filed with the District and shall execute and deliver to the District all such instruments as may be necessary to evidence such discharge and satisfaction, and the Paying Agent shall pay over, transfer, assign or deliver to the District all moneys or securities or other property held by it under this Resolution which are not required for the

payment or redemption of Series A Bonds not theretofore surrendered for such payment or redemption.

(b) Discharge of Liability on Series A Bonds. Upon the deposit, in trust, at or before maturity, of money or securities in the necessary amount (as provided in Section 9.02(c) hereof) to pay or redeem any Outstanding Series A Bond (whether upon or prior to its maturity or the redemption date of such Series A Bond), provided that, if such Series A Bond is to be redeemed prior to maturity, notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice, then all liability of the District in respect of such Series A Bond shall cease and be completely discharged, except only that thereafter the Owner thereof shall be entitled only to payment of the principal of and interest on such Series A Bond by the District, and the District shall remain liable for such payment, but only out of such money or securities deposited with the Paying Agent as aforesaid for such payment, provided further, however, that the provisions of Section 9.02(d) shall apply in all events.

The District may at any time surrender to the Paying Agent for cancellation by it any Series A Bonds previously issued and delivered, which the District may have acquired in any manner whatsoever, and such Series A Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

(c) Deposit of Money or Securities with Paying Agent. Whenever in this Resolution it is provided or permitted that there be deposited with or held in trust by the Paying Agent money or securities in the necessary amount to pay or redeem any Series A Bonds, the money or securities so to be deposited or held may include money or securities held by the Paying Agent in the funds and accounts established under this Resolution and shall be:

- (i) lawful money of the United States of America in an amount equal to the principal amount of such Series A Bonds and all unpaid interest thereon to maturity, except that, in the case of Series A Bonds which are to be redeemed prior to maturity and in respect of which notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice, the amount to be deposited or held shall be the principal amount or redemption price of such Series A Bonds and all unpaid interest thereon to the redemption date; or
- (ii) Federal Securities (not callable by the issuer thereof prior to maturity) the principal of and interest on which when due, in the opinion of a certified public accountant delivered to the District, will provide money sufficient to pay the principal or redemption price of and all unpaid interest to maturity, or to the redemption date, as the case may be, on the Series A Bonds to be paid or redeemed, as such principal or redemption price and interest become due, provided that, in the case of Series A Bonds which are to be redeemed prior to the maturity thereof, notice of such redemption has been given as provided in Section 2.03 or provision satisfactory to the Paying Agent has been made for the giving of such notice.

(d) Payment of Series A Bonds After Discharge of Resolution. Notwithstanding any provisions of this Resolution, any moneys held by the Paying Agent in trust for the payment of the principal or redemption price of, or interest on, any Series A Bonds and remaining unclaimed for two years after the principal of all of the Series A Bonds has become due and payable (whether at maturity or upon call for redemption or by acceleration as provided in this Resolution), if such moneys were so held at such date, or two years after the date of deposit of such moneys if deposited after said date when all of the Series A Bonds became due and payable, shall, upon request of the District, be repaid to the District free from the trusts created by this Resolution, and all liability of the Paying Agent with respect to such moneys shall thereupon cease; *provided, however*, that before the repayment of such moneys to the District as aforesaid, the Paying Agent may (at the cost of the District) first mail to the Owners of all Series A Bonds which have not been paid at the addresses shown on the Registration Books a notice in such form as may be deemed appropriate by the Paying Agent, with respect to the Series A Bonds so payable and not presented and with respect to the provisions relating to the repayment to the District of the moneys held for the payment thereof. Thereafter, the District shall remain liable to the Owners for payment of any amounts due on the Series A Bonds, which amounts shall be deemed to be paid by the District from moneys remitted to it by the Paying Agent under this subsection (d).

SECTION 9.03. *Execution of Documents and Proof of Ownership by Series A Bond Owners.* Any request, declaration or other instrument which this Resolution may require or permit to be executed by Series A Bond Owners may be in one or more instruments of similar tenor, and shall be executed by Series A Bond Owners in person or by their attorneys appointed in writing.

Except as otherwise herein expressly provided, the fact and date of the execution by any Series A Bond Owner or his attorney of such request, declaration or other instrument, or of such writing appointing such attorney, may be proved by the certificate of any notary public or other officer authorized to take acknowledgments of deeds to be recorded in the state in which he purports to act, that the person signing such request, declaration or other instrument or writing acknowledged to him the execution thereof, or by an affidavit of a witness of such execution, duly sworn to before such notary public or other officer.

Except as otherwise herein expressly provided, the ownership of registered Series A Bonds and the amount, maturity, number and date of holding the same shall be proved by the Registration Books.

Any request, declaration or other instrument or writing of the Owner of any Series A Bond shall bind all future Owners of such Series A Bond in respect of anything done or suffered to be done by the District or the Paying Agent in good faith and in accordance therewith.

SECTION 9.04. *Waiver of Personal Liability.* No Board member, officer, agent or employee of the District shall be individually or personally liable for the payment of the principal of or interest on the Series A Bonds; but nothing herein contained shall relieve any such Board member, officer, agent or employee from the performance of any official duty provided by law.

SECTION 9.05. *Limited Duties of County; Indemnification.* The County (including its officers, agents and employees) shall undertake only those duties of the County under this Resolution which are specifically set forth in this Resolution and in applicable provisions of the Bond Law and the Education Code, and even during the continuance of an event of default with respect to the Series A Bonds, no implied covenants or obligations shall be read into this Resolution against the County (including its officers, agents and employees).

The District further agrees to indemnify, defend and save the County (including its officers, agents and employees) harmless against any and all liabilities, costs, expenses, damages and claims which it may incur in the exercise and performance of its powers and duties hereunder which are not due to its negligence or bad faith.

SECTION 9.06. *Destruction of Canceled Series A Bonds.* Whenever in this Resolution provision is made for the surrender to the District of any Series A Bonds which have been paid or canceled under the provisions of this Resolution, a certificate of destruction duly executed by the Paying Agent shall be deemed to be the equivalent of the surrender of such canceled Series A Bonds and the District shall be entitled to rely upon any statement of fact contained in any certificate with respect to the destruction of any such Series A Bonds therein referred to.

SECTION 9.07. *Partial Invalidity.* If any section, paragraph, sentence, clause or phrase of this Resolution shall for any reason be held illegal or unenforceable, such holding shall not affect the validity of the remaining portions of this Resolution. The District hereby declares that it would have adopted this Resolution and each and every other section, paragraph, sentence, clause or phrase hereof and authorized the issue of the Series A Bonds pursuant thereto irrespective of the fact that any one or more sections, paragraphs, sentences, clauses, or phrases of this Resolution may be held illegal, invalid or unenforceable. If, by reason of the judgment of any court, the District is rendered unable to perform its duties hereunder, all such duties and all of the rights and powers of the District hereunder shall be assumed by and vest in the chief financial officer of the District in trust for the benefit of the Series A Bond Owners.

SECTION 9.08. *Effective Date of Resolution.* This Resolution shall take effect from and after the date of its passage and adoption.

* * * * *

PASSED AND ADOPTED on April 8, 2020, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

By: _____
Secretary of the Board
Geyserville Unified School District
Sonoma County, California

APPENDIX A

FORM OF SERIES A BOND

REGISTERED BOND NO. _____

\$_____

GEYSERVILLE UNIFIED SCHOOL DISTRICT

(Sonoma County, California)

GENERAL OBLIGATION BOND

ELECTION OF 2020, SERIES A

(Bank Qualified)

**INTEREST RATE
PER ANNUM:**

MATURITY DATE:

DATED DATE:

CUSIP:

REGISTERED OWNER:

PRINCIPAL AMOUNT: * _____ DOLLARS*****

The Geyserville Unified School District (the "District"), located in the County of Sonoma (the "County"), for value received, hereby promises to pay to the Registered Owner named above, or registered assigns, the principal amount on the Maturity Date, each as stated above, and interest thereon, calculated on a 30/360 day basis, until the principal amount is paid or provided for, at the Interest Rate stated above, such interest to be paid on February 1 and August 1 of each year, commencing ___ 1, 20__ (the "Interest Payment Dates"). This Bond will bear interest from the Interest Payment Date next preceding the date of authentication hereof, unless (a) it is authenticated as of a business day following the 15th day of the month immediately preceding any Interest Payment Date and on or before such Interest Payment Date, in which event it shall bear interest from such Interest Payment Date, or (b) it is authenticated on or before ___ 15, 20__, in which event it shall bear interest from the Dated Date referred to above. Principal hereof is payable at the corporate trust office of the paying agent for the Bonds (the "Paying Agent"), initially being the County of Sonoma, through its agent, The Bank of New York Mellon Trust Company, N.A. Interest hereon (including the final interest payment upon maturity) is payable by check or draft of the Paying Agent mailed by first-class mail to the Owner at the Owner's address as it appears on the registration books maintained by the Paying Agent as of the close of business on the 15th day of the month next preceding such Interest Payment Date (the "Record Date"), or at such other address as the Owner may have filed with the Paying Agent for that purpose.

This Bond is one of a duly authorized issue of Bonds of the District designated as "Geyserville Unified School District (Sonoma County, California) General Obligation Bonds, Election of 2020, Series A" (the "Bonds"), in an aggregate principal amount of \$_____, all of like tenor and date (except for such variation, if any, as may be required to designate varying numbers, maturities, interest rates or redemption and other provisions) and all issued under the

provisions of Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law"), and under a Resolution of the Board of Trustees of the District adopted on April 8, 2020 (the "Resolution"), authorizing the issuance of the Bonds. The issuance of the Bonds has been authorized by the requisite 55% vote of the electors of the District cast at a special bond election held on March 3, 2020, upon the question of issuing bonds in the amount of \$22,000,000.

The Bonds are general obligations of the District. The Board has the power to direct the County to levy *ad valorem* taxes upon all property within the District that is subject to taxation by the District, without limitation of rate or amount, for the payment of the Bonds and the interest and redemption premium (if any) thereon. The Bonds, including the interest thereon, are payable solely from taxes levied under Sections 15250 and 15252 of the California Education Code. The Bonds are secured by a statutory lien on all revenues received pursuant to the levy and collection of the voter-approved tax for the Bonds.

The Bonds are being issued subject to the terms and conditions of the Resolution. All capitalized terms herein and not otherwise defined have the meaning given them in the Resolution, and if not therein defined, in the Bond Purchase Agreement with respect to the Bonds. Reference is hereby made to the Resolution and the Bond Purchase Agreement (copies of which are on file at the office of the Paying Agent) and the Bond Law for a description of the terms on which the Bonds are issued and the rights thereunder of the owners of the Bonds and the rights, duties and immunities of the Paying Agent and the rights and obligations of the District thereunder, to all of the provisions of which Resolution the Owner of this Bond, by acceptance hereof, assents and agrees.

The principal of and interest on this Bond does not constitute a debt of the County, the State of California, or any of its political subdivisions other than the District, or any of the officers, agents and employees thereof, and neither the County, the State of California, any of its political subdivisions, nor any of the officers, agents and employees thereof shall be liable hereon. In no event shall the principal of and interest on this Bond be payable out of any funds or properties of the District other than *ad valorem* taxes levied upon all taxable property in the District.

The Bonds of this issue are issuable only as fully registered Bonds in the denominations of \$5,000 or any integral multiple thereof. This Bond is exchangeable and transferable for Bonds of other authorized denominations at the principal corporate trust office of the Paying Agent, by the Registered Owner or by a person legally empowered to do so, upon presentation and surrender hereof to the Paying Agent, together with a request for exchange or an assignment signed by the Registered Owner or by a person legally empowered to do so, in a form satisfactory to the Paying Agent, all subject to the terms, limitations and conditions provided in the Bond Resolution. Any tax or governmental charges shall be paid by the transferor. The District and the Paying Agent may deem and treat the Registered Owner as the absolute owner of this Bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

The Bonds maturing on or before August 1, 20__ are not subject to redemption prior to their respective stated maturities. The Bonds maturing on or after August 1, 20__ are subject to redemption prior to maturity as a whole, or in part among maturities on such basis as shall be designated by the District and by lot within a maturity, at the option of the District, from any available source of funds, on August 1, 20__ and on any date thereafter, at a redemption price

equal to 100% of the principal amount of Bonds to be redeemed, together with interest thereon to the date fixed for redemption, without premium.

[If applicable:] The Bonds maturing on August 1, 20__ (the "Term Bonds") are also subject to mandatory sinking fund redemption on or before August 1 in the years, and in the amounts, as set forth in the following table, at a redemption price equal to 100% of the principal amount thereof to be redeemed (without premium), together with interest accrued thereon to the date fixed for redemption; *provided, however*, that if some but not all of the Term Bonds have been redeemed under the preceding paragraph, the aggregate principal amount of Term Bonds to be redeemed under this paragraph shall be reduced on a pro rata basis in integral multiples of \$5,000, or on such other basis as designated pursuant to written notice filed by the District with the Paying Agent.

Sinking Fund Redemption Date <u>(August 1)</u>	Principal Amount To Be <u>Redeemed</u>
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The Paying Agent shall give notice of the redemption of the Bonds at the expense of the District. Such notice shall specify: (a) that the Bonds or a designated portion thereof are to be redeemed, (b) the numbers and CUSIP numbers of the Bonds to be redeemed, (c) the date of notice and the date of redemption, (d) the place or places where the redemption will be made, and (e) descriptive information regarding the Bonds including the dated date, interest rate and stated maturity date. Such notice shall further state that on the specified date there shall become due and payable upon each Bond to be redeemed, the portion of the principal amount of such Bond to be redeemed, together with interest accrued to said date, and that from and after such date interest with respect thereto shall cease to accrue and be payable. Such notice may be conditional and subject to rescission as described in the Resolution.

Notice of redemption shall be by registered or otherwise secured mail or delivery service, postage prepaid, to the registered owner of the Bonds, to a municipal registered securities depository and to a national information service that disseminates securities redemption notices and, by first class mail, postage prepaid, to the District and the respective Owners of any Bonds designated for redemption at their addresses appearing on the Bond registration books, in every case at least 30 days, but not more than 60 days, prior to the redemption date; provided that neither failure to receive such notice nor any defect in any notice so mailed shall affect the sufficiency of the proceedings for the redemption of such Bonds.

Neither the District nor the Paying Agent will be required: (a) to issue or transfer any Bond during a period beginning with the opening of business on the 15th calendar day next preceding either any Interest Payment Date or any date of selection of any Bond to be redeemed and ending with the close of business on the Interest Payment Date or a day on which the applicable notice of redemption is given, or (b) to transfer any Bond which has been selected or called for redemption in whole or in part.

The District has designated the Bonds as "qualified tax-exempt obligations" within the meaning of section 265(b)(3) of the Internal Revenue Code of 1986 (the "Tax Code"), and, in the case of certain financial institutions (within the meaning of section 265(b)(5) of the Tax Code), a

deduction is allowed for 80 percent of that portion of such financial institutions' interest expense allocable to interest payable on the Bonds.

Reference is made to the Bond Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the Bonds of this series, the rights, duties and obligations of the District, the Paying Agent and the Registered Owners, and the terms and conditions upon which the Bonds are issued and secured. The owner of this Bond assents, by acceptance hereof, to all of the provisions of the Bond Resolution.

It is certified, recited and declared that all acts and conditions required by the Constitution and laws of the State of California to exist, to be performed 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 in regular and due form as required by law; that payment in full for the Bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the Bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due, and for levying and collecting such taxes the full faith and credit of the District are hereby pledged.

This Bond shall be not be valid or obligatory for any purpose and is not entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication below has been manually signed by the Paying Agent.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Paying Agent for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest in this Bond.

IN WITNESS WHEREOF, the Geyserville Unified School District has caused this Bond to be executed by the facsimile signature of its President and attested by the facsimile signature of the Clerk of its Board of Trustees, all as of the date stated above.

GEYSERVILLE UNIFIED SCHOOL DISTRICT

By _____
President

Attest:

By: _____
Clerk of the Board

FORM OF CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution.

Authentication Date: _____

**COUNTY OF SONOMA, THROUGH ITS AGENT, THE
BANK OF NEW YORK MELLON TRUST COMPANY,
N.A. as Paying Agent**

By: _____
Authorized Signatory

FORM OF ASSIGNMENT

For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Bond and do(es) hereby irrevocably constitute and appoint _____
_____, attorney, to transfer the same on the registration books of the Bond Registrar, with full
power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Note: Signature(s) must be guaranteed by a an
eligible guarantor institution.

Note: The signature(s) on this Assignment must
correspond with the name(s) as written on the face
of the within Bond in every particular without
alteration or enlargement or any change whatsoever.

APPENDIX B

REQUIRED DISCLOSURES PURSUANT TO GOVERNMENT CODE SECTION 5852.1

(SB 450 effective January 1, 2018)*

1. True Interest Cost of the Series A Bonds (Estimated): 3.531%
2. Finance charge of the Series A Bonds, being the sum of all fees and charges paid to third parties, in the amount of approximately \$230,000, which includes costs of issuance of \$150,000, together with estimated underwriter's compensation and bond insurance premium, if obtained.
3. Proceeds of the Series A Bonds expected to be received by the District for deposit to the Building Fund, net of proceeds for Costs of Issuance in (2) above to paid, capitalized interest and reserves (if any) from the principal amount of the Series A Bonds (Estimated): \$7,850,000.
4. Total Payment Amount for the Series A Bonds, being the sum of all debt service to be paid on the Series A Bonds to final maturity (Estimated): \$14,217,600 (1.78:1)

**All amounts and percentages are estimates, and are made in good faith by the District based on information available as of the date of adoption of this Resolution. Estimates include certain assumptions regarding tax-exempt rates available in the bond market at the time of pricing the Series A Bonds.*