

RIALTO UNIFIED SCHOOL DISTRICT
Regular Meeting of the School Facilities Corporation
Dr. John R. Kazalunas Education Center
182 East Walnut Avenue
Rialto, California

DINA WALKER
President

EDGAR MONTES
Clerk

NANCY G. O'KELLEY
Member



CUAUHTÉMOC AVILA
Superintendent

JOSEPH W. MARTINEZ
Vice President

JOSEPH AYALA
Member

KEON COLLINS
Student Board Member

October 25, 2017

(Immediately following the regular meeting of the Board of Education.)

Any individual who requires disability-related accommodations or modifications, including auxiliary aids and services, in order to participate in the Board meeting should contact the Superintendent or designee in writing.

AGENDA

A. OPENING
Call to Order

OPEN SESSION

1. Comments on Open Session Agenda Item. Any person wishing to speak on any item on the Open Session Agenda will be granted three minutes.

B. GENERAL CONSENT ITEM

Moved _____ Seconded _____

1. Adopt Resolution No. 17-18-25, authorizing the execution and delivery of documents relating to the financing of lighting, mechanical, utility, water and other energy conservation measures to buildings and the acquisition, equipping, and installation of upgrades and related improvements, and authorizing and directing certain actions in connection therewith.

(Ref. SFC 1.1-3)

Vote by Board Members: Ayes: _____ Noes: _____ Abstain: _____

Moved _____ **Seconded** _____

2. Approve the minutes of the regular Rialto Unified School District School Facilities Corporation meeting held September 27, 2017. (Ref. SFC 2.1-2)

Vote by Board Members: Ayes: _____ Noes: _____ Abstain: _____

C. ADJOURNMENT

Moved _____ **Seconded** _____

Vote by Board Members: Ayes: _____ Noes: _____ Abstain: _____

Time _____

**RESOLUTION OF
RIALTO UNIFIED SCHOOL DISTRICT SCHOOL FACILITIES CORPORATION**

RESOLUTION NO. 17-18-25

October 25, 2017

**RESOLUTION OF THE RIALTO UNIFIED SCHOOL DISTRICT SCHOOL
FACILITIES CORPORATION AUTHORIZING THE EXECUTION AND
DELIVERY OF DOCUMENTS RELATING TO THE FINANCING OF
LIGHTING, MECHANICAL, UTILITY, WATER AND OTHER ENERGY
CONSERVATION MEASURES TO BUILDINGS AND THE ACQUISITION,
EQUIPPING, AND INSTALLATION OF UPGRADES AND RELATED
IMPROVEMENTS, AND AUTHORIZING AND DIRECTING CERTAIN
ACTIONS IN CONNECTION THEREWITH**

WHEREAS, the Rialto Unified School District School Facilities Corporation (the "Authority") is a joint powers agency organized and existing under Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "JPA Act") with the authority to assist in the financing of the construction, reconstruction, modernization and equipping of certain capital improvements on behalf of the Rialto Unified School District (the "District"); and

WHEREAS, the District desires to finance various capital improvements the acquisition, construction, rehabilitation and installation of certain lighting, mechanical, utility, water and other energy conservation measures on and to certain of the District's public buildings and other facilities and the acquisition, equipping and installation of interior and exterior lighting, high efficiency transformers, HVAC and energy management systems, and water conservation measures at thirty (30) school and support facility sites in the District's school system and upgrades and related improvements (the "Project"); and

WHEREAS, the Project will provide public benefits by reducing District utility costs and improving air quality in the region; and

WHEREAS, the District wishes to implement the financing program for the Project with the assistance of the Authority through a lease/leaseback transaction as described below; and

WHEREAS, in order to facilitate the financing of the Project, the Authority will enter into: (a) a Site and Facility Lease (the "Site Lease") with the District, pursuant to which the District will lease to the Authority the real property and improvements comprising the District's Nancy R. Korczyk Elementary School located at 4580 Mango Avenue, Fontana, CA 92336, subject to adjustment as described in Section 2 below (the "Leased Real Property"); (b) a Lease Agreement with the District (the "Lease Agreement"), pursuant to which the Authority will lease the Leased Real Property back to the District; and (c) an Assignment Agreement with Banc of America Public Capital Corp (the "Assignment Agreement"); and

WHEREAS, pursuant to the Lease Agreement, the District will pay Lease Payments (as such term is defined in the Lease) to the Assignee (as such term is defined in the Lease Agreement); and

WHEREAS, there is now on file with the Secretary of the Authority copies of the Site Lease, the Lease Agreement and the Assignment Agreement; and

WHEREAS, the District has held a public hearing on the date hereof pursuant to Government Code Section 6586.5 following publication of notice not less than five days prior to the hearing, concerning the financing of the Project and has determined that the financing of the Project with the assistance of the Authority will result in significant public benefits; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, the Board of Directors of the Authority does hereby resolve as follows:

SECTION 1. Findings. This Board of Directors hereby specifically finds and declares that each of the statements, findings and determinations of the Authority in the recitals set forth above and in the preambles of the documents approved herein are true and correct.

SECTION 2. Approval of Documents. The Site Lease, the Lease Agreement and the Assignment Agreement (collectively, the "Agreements") presented at this meeting are approved; *provided* that the aggregate principal component of Lease Payments due under the Lease Agreement shall not exceed \$11,500,000, the scheduled interest rate applicable to the Lease Agreement shall not exceed 2.70%, and the maximum term of the Lease Agreement shall not exceed Fifteen (15) years (subject to extension as provided in the Lease Agreement). Each of the Chairman, Vice Chairman, Executive Director (which shall be the President of the Board of Education of the District), Auditor and Treasurer, and Secretary of the Authority, or the Chairman's designee (each an "Authorized Officer"), acting alone, is authorized and directed to execute and deliver the Agreements. The Agreements shall be executed in substantially the forms hereby approved, with such additions, insertions and omissions thereto and changes therein as are recommended or approved by counsel to the Authority and approved by the Authorized Officer executing the Agreements, such approval to be conclusively evidenced by the execution and delivery thereof by such Authorized Officer. The Leased Real Property shall be subject to substitution and release for Project-financed assets or other assets in accordance with the Lease Agreement and the Lease Agreement and Site Lease may provide for the lease/leaseback of all or part of the Project. In the event that it is determined by the District, that there are limitations or restrictions on the ability of the District to lease or sublease any portion of the Leased Real Property as contemplated by the Site Lease and the Lease

Agreement, any Authorized Officer may designate other or additional real property of the District to be leased and subleased pursuant to the Site Lease and the Lease Agreement, with the Authority's acceptance thereof to be conclusively evidenced by the execution and delivery of the Site Lease and Lease Agreement by one or more of the Authorized Officers.

SECTION 3. Other Actions. The Authorized Officers and other officers of the Authority are authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the financing of the Project and the execution of the Agreements and the transactions contemplated thereby and hereby and otherwise effectuate the purposes of this Resolution, and such actions previously taken by such officers are hereby ratified and confirmed.

SECTION 4. Effect. This Resolution shall be effective as of the date of its adoption.

APPROVED, PASSED AND ADOPTED by the Board of Education of the Rialto Unified School District, San Bernardino County, State of California, this 25th day of October, 2017, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Dina Walker, President
Rialto Unified School District School Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.

Cuauhtémoc Avila, Ed.D, Secretary
Rialto Unified School District School Facilities
Corporation

MINUTES
REGULAR MEETING OF THE RIALTO UNIFIED SCHOOL DISTRICT
SCHOOL FACILITIES CORPORATION
DR. JOHN R. KAZALUNAS EDUCATION CENTER
182 EAST WALNUT AVENUE, RIALTO, CA 92376

September 27, 2017

A. CALL TO ORDER AND ROLL CALL

The Regular Meeting of the Rialto Unified School District School Facilities Corporation was called to order at 8:36 p.m. by President Walker at the Dr. John R. Kazalunas Education Center, 182 East Walnut Avenue, Rialto, CA 92376.

Members present: Dina Walker, President; Joseph W. Martinez, Vice President, Edgar Montes, Clerk; Joseph Ayala, Member; and Nancy G. O'Kelley, Member.

Administrators present: Cuauhtémoc Avila, Ed.D., Superintendent; Mohammad Z. Islam, Associate Superintendent, Business Services; Beth Curtiss, Academic Agent, Liberal Arts and Literacy/Intervention; Rhea McIver Gibbs, Lead Personnel Agent, Personnel Services; and Rhonda Kramer, Senior Director, Personnel Services. Kelly Bruce, Lead Innovation Agent, was absent. Also present was Rosie Williams, Executive Secretary, and Jose M. Reyes, Interpreter..

OPEN SESSION

1. Comments on Open Session Agenda Item. Any person wishing to speak on any item on the Open Session Agenda will be granted three minutes.

B. GENERAL CONSENT ITEM

Upon a motion by Member Ayala, seconded by Vice President Martinez, and passed by a unanimous 5-0 vote, the Board approved item 1 by a unanimous 5-0 vote by the Board of the School Facilities Corporation:

1. Authorize an agreement with Banc of America Public Capital Corp to secure financing for \$11.5 million over fifteen (15) years with an annual payment of \$930,144.01 at an interest rate of 2.70%, with payments beginning March 30, 2018, for the project of implementing District-wide heating, ventilation, and air-conditioning (HVAC) equipment, LED lighting, and energy management system upgrades.

(Ref. SFC 2.1)

C. ADJOURNMENT

Upon a motion by Member Ayala, seconded by Vice President Martinez, and approved by a unanimous 5-0 vote by the Board of the School Facilities Corporation, the meeting was adjourned at 8:38 p.m., Wednesday, September 27, 2017.

Clerk, Board of Education

Secretary, Board of Education