



RESOLUTION NO. _____

OF THE BOARD OF SUPERVISORS OF THE COUNTY OF EL DORADO

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF EL DORADO, STATE OF CALIFORNIA, AUTHORIZING THE LAKE TAHOE COMMUNITY COLLEGE DISTRICT TO ISSUE BONDS WITHOUT FURTHER ACTION OF THE BOARD OF SUPERVISORS OR OFFICERS OF THE COUNTY

WHEREAS, Sections 15140 and following of the Education Code of the State of California (the “Education Code”), provide that a community college district may issue and sell bonds on its own behalf at a private sale; and

WHEREAS, Section 15140(b) of the Education Code provides that the Board of Supervisors of a county may authorize a community college district over which the County Superintendent of Schools has jurisdiction to issue and sell bonds on its own behalf without further action of the Board of Supervisors or officers of the county; and

WHEREAS, the Governing Board of the Lake Tahoe Community College District (the “District”), a community college district under the jurisdiction of the Superintendent of Schools of the County of El Dorado, adopted on June 23, 2015, a resolution (the “District Resolution” that is attached as Exhibit A and incorporated herein) providing for the issuance of its “Lake Tahoe Community College District 2015 General Obligation Bonds, Election of 2014, Series A” in one or more series (the “Bonds”) by negotiated sale pursuant to Sections 15140 and 15146 of the Education Code; and

WHEREAS, by said District Resolution, the District has requested that this Board of Supervisors (the “Board”) of the County of El Dorado (the “County”) authorize the District on its own behalf to issue the Bonds and sell the Bonds at a negotiated sale, all pursuant to Sections 53506 and following of the Government Code and Section 15140(b) of the Education Code and subject to the terms set forth in the District Resolution.

NOW THEREFORE, BE IT RESOLVED determined and ordered by the Board of Supervisors of the County of El Dorado, State of California, as follows:

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

Section 2. Authorization of District Issuance and Sale. The Board hereby authorizes the issuance and private negotiated sale of the Bonds by the District on its own behalf, pursuant to the terms set forth in the District Resolution and as authorized by and in full compliance with all applicable laws, including but not limited to Sections 15140 and 15146 of the Education Code, as permitted by Section 53508.7 of the Government Code, as determined by the District's bond counsel. This authorization shall only apply to the Bonds authorized to be issued by said District Resolution.

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

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

Section 5. County of El Dorado Responsibilities. The County shall levy and collect taxes, pay principal and interest on the Bonds when due, and hold the bond proceeds and tax funds for the Bonds that have been duly issued and sold by the District as otherwise required by law.

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

Section 7. Indemnification of County. The County acknowledges and relies upon the fact that the District has represented that it shall indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees ("Indemnified Parties"), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject because of action or inaction related to the adoption of this resolution, or related to the proceedings for sale, award, issuance and delivery of the Bonds in accordance herewith and with the District Resolution and that the District shall also reimburse any such Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions.

Section 8. Limited Responsibility for Official Statement. Neither the Board nor any officer of the County has prepared or reviewed the official statement of the District describing

the Bonds (the "Official Statement"), and this Board and the various officers of the County take no responsibility for the contents or distribution thereof; provided, however, that solely with respect to a section contained or to be contained therein describing the County's investment policy, current portfolio holdings, and valuation procedures, as they may relate to funds of the District held by the Treasurer-Tax Collector, the Treasurer-Tax Collector is hereby authorized and directed to prepare and review such information for inclusion in the District's Official Statement and in a preliminary Official Statement, and to certify in writing prior to or upon the issuance of the Bonds that the information contained in such section does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they are made, not misleading.

Section 10. Appointment of Paying Agent. The Superintendent/President, Vice President, Administrative Services or such other officer of the District designated for the purpose (each an "Authorized District Representative"), in consultation with the Treasurer-Tax Collector, is hereby authorized to select a paying agent for the transaction and to enter into one or more Paying Agent Agreements therewith.

Section 11. Effective Date: This resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the Board of Supervisors of the County of El Dorado at a regular meeting of said Board, held the _____ day of July, 2015, by the following vote of said Board:

Attest:
James Mitrisin
Clerk of the Board of Supervisors

Ayes:

Noes:

Absent:

By: _____
Deputy Clerk

Brian Veerkamp, Chairman, Board of Supervisors

I CERTIFY THAT: THE FOREGOING INSTRUMENT IS A CORRECT COPY OF THE ORIGINAL ON FILE IN THIS OFFICE.

DATE: _____
ATTEST: JAMES MITRISIN, Clerk of the Board of Supervisors
Of the County of El Dorado, State of California

By _____
Deputy Clerk

EXHIBIT A

BOARD OF TRUSTEES
OF THE
LAKE TAHOE COMMUNITY COLLEGE DISTRICT
COUNTY OF EL DORADO, STATE OF CALIFORNIA

Resolution Number 20

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$19,500,000 OF GENERAL OBLIGATION BONDS OF THE LAKE TAHOE COMMUNITY COLLEGE DISTRICT BY NEGOTIATED SALE; PRESCRIBING THE TERMS OF SAID BONDS, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE CONTRACT, A PAYING AGENT AGREEMENT, AN OFFICIAL STATEMENT RELATING TO SAID BONDS, AND A CONTINUING DISCLOSURE CERTIFICATE; AND AUTHORIZING THE EXECUTION OF NECESSARY CERTIFICATES AND DOCUMENTS RELATING TO SAID BONDS AND THE TAKING OF CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, this Board of Trustees of Lake Tahoe Community College District (the "District"), located in the County of El Dorado, California (the "County"), duly called an election, and an election was regularly held, in the District on November 4, 2014, for a bond measure known locally as Measure F, at which election a proposition summarized as follows was submitted to the electors of the District:

"To upgrade college facilities that prepare local students for jobs and university transfer by modernizing academic and job-training classrooms, science labs, and facilities, expanding access to university courses, creating a Public Safety Training Center, modernizing technology, improving safety and energy efficiency, and improving facilities, sites and equipment, shall Lake Tahoe Community College District issue \$55,000,000 in bonds, at legal rates, with independent oversight, annual audits, no money for administrators' salaries, and all funds dedicated to Lake Tahoe Community College?"

and

WHEREAS, as required by the laws under which such election was conducted, at least 55% of the votes cast on said proposition were in favor of issuing said bonds, and the proposition was declared approved; and

WHEREAS, none of said bonds have heretofore been issued and sold; and

WHEREAS, a community college district is authorized by Sections 53506 and following of the Government Code of the State (the "Government Code") to issue and sell its bonds at public or private sale; and

WHEREAS, this Board of Trustees of the District (the "Board of Trustees") deems it necessary and desirable to authorize the sale of said bonds by a negotiated (or private) sale to

Morgan Stanley & Co. LLC (the "Underwriter") pursuant to one or more Bond Purchase Contracts (each, a "Bond Purchase Contract"), and pursuant to Section 15146 of the Education Code, has found and determined the following reasons therefor: (1) provide more flexibility in the timing of the sale of the Bonds, (2) provide more flexibility in the debt structure; (3) allow the District to work with participants familiar with the District; and (4) increase the opportunity to pre-market the Bonds for sale to local residents and other investors; and

WHEREAS, Section 53508.7 of the Government Code provides that a private sale is limited to bonds sold pursuant to Sections 15140 or 15146 of the Education Code; and

WHEREAS, in accordance with Education Code Section 15146, estimates of the costs associated with the issuance of said bonds are attached hereto as Exhibit A; and

WHEREAS, Section 15140(b) of the Education Code provides that the board of supervisors of a county may authorize the Board of Trustees of a community college district over which the county superintendent of schools has jurisdiction to issue and sell its own bonds without the further action of the board of supervisors or officers of the county if said community college district has not received a qualified or negative certification in its most recent interim report; and

WHEREAS, the Superintendent of Schools of the County of El Dorado (the "County") has jurisdiction over the District; and

WHEREAS, in accordance with Section 15140(b), the District now wishes to request the County to adopt a resolution permitting the District to sell bonds on its own behalf; and

WHEREAS, Orrick, Herrington & Sutcliffe LLP serves as bond counsel and disclosure counsel to the District ("Bond Counsel") and will serve in such capacities in connection with the bonds authorized hereby; and

WHEREAS, KNN Public Finance, a Division of Zions Public Finance, Inc., serves as financial advisor (the "Financial Advisor") to the District and will serve in such capacity in connection with the bonds authorized hereby; and

WHEREAS, there have been submitted and are on file with the Secretary of the Board of Trustees proposed forms of a Bond Purchase Contract; the Preliminary Official Statement describing said bonds; a form of Continuing Disclosure Certificate; and a Paying Agent Agreement, providing for the terms of issuance and repayment of the bonds; and

WHEREAS, the District desires that the County Auditor-Controller annually establish tax rates on taxable property within the District for repayment of said bonds, pursuant to Sections 29100-29103 of the Government Code of the State of California (the "Government Code"), and that the County Board of Supervisors annually approve the levy of such tax, and that the Treasurer-Tax Collector of the County (the "County Treasurer") annually collect such tax and apply the proceeds thereof to the payment of principal of and interest on the bonds when due, all pursuant to Sections 15250 and 15251 of the Education Code;

NOW, THEREFORE, THE BOARD OF TRUSTEES OF THE LAKE TAHOE COMMUNITY COLLEGE DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER, AS FOLLOWS:

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

Section 2. Authority for Issuance. The bonds described herein are hereby authorized to be issued pursuant to Section 15140 and following of the Education Code, and other applicable provisions of law, and shall be issued in an aggregate principal amount not to exceed \$19,500,000.

Section 3. Designation of Bonds. The bonds shall be sold in one or more series, to be provisionally designated the "Lake Tahoe Community College District 2015 General Obligation Bonds, Election of 2014, Series A" (herein called the "Bonds"), with such additional designations as may be necessary to distinguish between Bonds of different payment mechanisms or features, as authorized hereby.

Section 4. Method of Sale of Bonds. (a) Authority to Sell Bonds by Negotiated Sale: The Bonds or any portion thereof shall be sold by negotiated sale to the Underwriter. The Board of Supervisors of the County has been requested to authorize the District to sell its Bonds at a negotiated sale pursuant to Education Code Sections 15140(b) and 15146 without further action by the Board of Supervisors or officers of the County. No bonds shall be sold by the District until such authorization is granted.

(b) Negotiated Sale of Bonds; Bond Purchase Contract: The Superintendent/President, Vice President of Administrative Services or such other officer of the District designated for the purpose (each an "Authorized District Representative"), is hereby authorized, upon consultation with the Financial Advisor, to sell the Bonds to the Underwriter on terms consistent with this Resolution. The Bond Purchase Contract, in substantially the form on file with the Secretary of the Board of Trustees, is hereby approved, and the Authorized District Representative is hereby authorized and directed to execute and deliver one or more Bond Purchase Contracts to the Underwriter, subject to such changes or revisions therein as may be acceptable to the Authorized District Representative, and the District's approval of all such changes shall be conclusively evidenced by the execution and delivery of the Bond Purchase Contract. The Bond Purchase Contract shall provide: (i) that the aggregate purchase price of the Bonds sold thereunder shall be no less than the principal amount of such Bonds; (ii) that the Underwriter's discount shall not exceed 0.5% of the aggregate principal amount of the Bonds sold; and (iii) that the Bonds sold thereunder shall otherwise conform to the limitations specified in this Resolution, including specifically those terms prescribed by Section 5 hereof.

Section 5. Terms of the Bonds and Interest Payment. The Bonds shall be issued in the form of current interest Bonds as provided in this section.

(a) Maturity: No Bond shall mature prior to August 1, 2015, nor later than August 1, 2045.

(b) Maximum Rate of Interest: The Bonds shall bear interest or accrue in value at a nominal annual rate not to exceed the statutory limit of 8.0% per year, and shall yield no more than such limit per year to maturity.

(c) The maximum true interest cost for the Bonds shall not be in excess of 6.0% or the legal maximum, whichever is lower.

(d) The Bonds shall bear interest computed on the basis of a 360-day year of twelve 30-day months payable on such initial and periodic interest payment dates as shall be set forth in the Bond Purchase Contract or other sale document, until maturity or prior redemption.

(e) Recital of Terms of Bonds: The Bond Purchase Contract shall recite the terms of the Bonds sold under such document in accordance with this section as determined in the sale thereof, and such terms shall be memorialized in the Paying Agent Agreement described in Section 7 hereof.

Section 6. Tax Treatment of Bonds. All or any portion of the Bonds may be issued as exempt from federal income tax, as the Authorized District Representative shall determine upon consultation with the Financial Advisor, and according to the terms and conditions Bond Counsel to the District shall advise are appropriate to and necessary for the issuance of tax-exempt bonds.

Section 7. Approval of Paying Agent Agreement. The Paying Agent Agreement relating to the Bonds between the District and the Paying Agent, who shall be selected by the Board of Trustees to act as an agent of the County Treasurer as paying agent, registrar and transfer agent with respect to bonds of the District (the "Paying Agent"), in substantially the form on file with the Secretary of the Board of Trustees, including the form of Bonds included therein, is hereby approved. The Authorized District Representative is hereby authorized to execute and deliver one or more instruments in substantially said form, completed with the terms of the Bonds determined upon the sale thereof, and with such other changes thereto as the Authorized District Representative may require or approve, and the District's approval of the Paying Agent Agreement shall be conclusively evidenced by the execution and delivery thereof.

Section 8. Approval of Official Statement. The Official Statement relating to the Bonds, in substantially the form on file with the Secretary of the Board of Trustees, is hereby approved with such changes, additions and corrections as the Authorized District Representative may hereafter approve. The Authorized District Representative is hereby authorized to certify on behalf of the District that the preliminary form of the Official Statement was deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by said Rule). The Underwriter is hereby authorized to distribute copies of such Official Statement in preliminary form to persons who may be interested in purchasing the Bonds. The Authorized District Representative is hereby authorized and directed to sign said Official Statement in its final form, including the final pricing information, and the Underwriter is hereby authorized and directed to deliver copies of such Official Statement in final form to subsequent purchasers of the Bonds. The Authorized District Representative is authorized to deliver one or more Official Statements, as may be necessary or desirable.

Section 9. Approval of Continuing Disclosure Certificate. The Continuing Disclosure Certificate relating to the Bonds, in substantially the form on file with the Secretary of the Board of Trustees, is hereby approved. The Authorized District Representative, or the designee thereof, is hereby authorized on behalf of the District to execute and deliver one or more Continuing Disclosure Certificates in substantially said form, with such changes thereto as deemed necessary in order to permit the purchaser of the Bonds to comply with the requirements of Securities and Exchange Commission Rule 15c2-12. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Certificate as finally executed and delivered.

Section 10. Request for Tax Levy. The Board of Supervisors and officers of the County are obligated by statute to provide for the levy and collection of property taxes in each year sufficient to pay all principal and interest coming due on the Bonds in such year, and to pay from such taxes all amounts due on the Bonds as provided by law and in the Paying Agent Agreement pursuant to Education Code Section 15252. The District hereby requests the Board of Supervisors to annually levy a tax upon all taxable property in the District sufficient to redeem the Bonds, and to pay the principal thereof, redemption premium, if any, and interest thereon as and when the same become due, and to provide for any mandatory sinking fund payments or set-asides that may be required, and which may provide for a reserve to avoid fluctuating tax levies as permitted by Education Code Section 15250, all as Bond Counsel shall advise. The Authorized District Representative is hereby authorized and directed to request the County to establish a reserve to avoid fluctuating tax levies pursuant to Education Code Section 15250, if the Authorized District Representative determines such a reserve is necessary or desirable in consultation with Bond Counsel and the Financial Advisor. Such request may be set forth by the Authorized District Representative in a certificate of the District or in such other form as the Authorized District Representative may determine, and the Authorized District Representative may deliver such request to the County at such time as the Authorized District Representative may deem appropriate, and such request may indicate the desired tax rate to be levied by the County to establish such reserve.

Section 11. Approval of Actions. The President of this Board of Trustees, the Secretary of the Board of Trustees, the Superintendent/President, the Vice President, Administrative Services, and any other officer of the District to whom authority is delegated by one of the named officers for the purposes of the Bonds, are hereby authorized and directed to execute and deliver any and all certificates and representations, including signature certificates, no-litigation certificates, certificates concerning the contents of Official Statements, representation letters to The Depository Trust Company, tax certificates and any other certificates proposed to be distributed in connection with the sale of the Bonds, and to enter into any agreements, including depository agreements, commitment letters and agreements with bond insurers, agreements providing for payment of costs of issuance of Bonds, and any other agreements, letters, or representations, which any of them deem necessary or desirable to accomplish the transactions authorized herein. If in order to sell the Bonds in separate series, the District is required to prepare and deliver additional official statements, paying agent agreements, bond purchase agreements, official notices of sale, continuing disclosure certificates, or other authorized documents, preparation and delivery of such additional documents substantially in the forms presented herewith and subject to the terms set forth herein is hereby authorized. Actions of the

Authorized District Representative heretofore taken to accomplish the purposes of this Resolution and consistent herewith are hereby ratified.

Section 12. Filing with County. The Authorized District Representative is hereby authorized and directed to report to the Auditor-Controller of the County the final terms of sale of the Bonds, and to file with the Auditor-Controller and with the County Treasurer a copy of this Resolution, and the schedule of amortization of the principal of and payment on the Bonds, and this Resolution shall serve as the notice required to be given by Section 15140(c) of the Education Code and as the District's request to the Auditor-Controller of the County and the Board of Supervisors of the County to propose and adopt in each year a tax rate applicable to all taxable property of the District for payment of the Bonds pursuant to law; and to the other officers of the County to levy and collect said taxes for the payment of the Bonds, to pay in a timely manner to the Paying Agent on behalf of the Owners of the Bonds the principal, interest, and premium, if any, due on the Bonds in each year, and to create in the County treasury to the credit of the District a building fund and an interest and sinking fund pursuant to Section 15146 of the Education Code.

Section 13. Request to Establish Fund 21. Pursuant to Education Code Sections 15234, et seq, the County is hereby requested to establish the Bond Interest and Redemption Fund ("Fund 21") for the bonds approved by the District's voters at the November 4, 2014 Measure F election ("Measure F Bonds"). The County is requested to use this fund to record transactions related to the receipt and expenditure of local revenues derived from the property tax levied for the payment of the principal and interest on the outstanding Measure F Bonds of the District. Unless otherwise specified by the District, any money paid into this fund from taxes and other sources and remaining after the payment of all bonds and coupons payable from this fund, or which is in excess of an amount sufficient to pay all unpaid bonds and coupons payable from this fund, shall be transferred to the District's General Fund – Unrestricted upon order of the County Auditor.


Section 14. Indemnification. The District shall indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees ("Indemnified Parties"), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject because of action or inaction related to the adoption of a resolution by the County Board of Supervisors providing for the issuance and sale of the Bonds, or related to the proceedings for sale, award, issuance and delivery of the Bonds in accordance therewith and herewith. The District shall also reimburse any such Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions.

Section 15. Effective Date. This resolution shall take effect from and after its adoption.

PASSED AND ADOPTED this 23rd day of June, 2015, by the following vote:

AYES: 5
NOES: 0
ABSTAIN: 0
ABSENT: 0

APPROVED



President of the Board of Trustees
of the Lake Tahoe Community College District

ATTEST:



Secretary of the Board of Trustees
of the Lake Tahoe Community College District

EXHIBIT A

ESTIMATES OF COSTS OF ISSUANCE

\$19,500,000*

**LAKE TAHOE COMMUNITY COLLEGE DISTRICT
2015 GENERAL OBLIGATION BONDS, ELECTION OF 2014, SERIES A**

Costs Related to Bond Issuance*

<u>Costs of Issuance</u>	<u>Consultant</u>	<u>Total</u>
Bond and Disclosure Counsel Fees and Expenses	Orrick, Herrington & Sutcliffe LLP	\$80,000
Financial Advisor Fees and Expenses	KNN Public Finance, a Division of Zions Public Finance, Inc.	30,500
Paying Agent	Zions Corporate Trust	1,100
Rating	Standard & Poor's	17,500
Rating	Moody's Investors Service	17,500
Demographic Reports	California Municipal Statistics	1,425
Printing	Avia	3,000
Contingency		13,975
<hr/> Total Estimated Costs of Issuance		<hr/> \$165,000

*Preliminary, subject to change.

SECRETARY'S CERTIFICATE

I, Secretary of the Board of Trustees of the Lake Tahoe Community College District, County of El Dorado, California, do hereby certify as follows:

The attached is a full, true and correct copy of a resolution duly adopted at a regular meeting of said Board of said District duly and regularly held at the regular meeting place thereof on June 23, 2015, and entered in the minutes thereof, of which meeting all of the members of said Board of Trustees had due notice and at which a quorum thereof was present, and said resolution was adopted by the following vote:

AYES: 5
NOES: 0
ABSTAIN: 0
ABSENT: 0

An agenda of said meeting was posted at least 72 hours before said meeting at One College Drive, South Lake Tahoe, California, a location freely accessible to members of the public, and a brief general description of said resolution appeared on said agenda. A copy of said agenda is attached hereto.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office. Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this 23rd day of June, 2015.



Secretary of the Board of Trustees
Lake Tahoe Community College District