

BOARD OF TRUSTEES  
PERALTA COMMUNITY COLLEGE DISTRICT  
COUNTY OF ALAMEDA, STATE OF CALIFORNIA

RESOLUTION NO. 15/16-43

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$85,000,000 OF GENERAL OBLIGATION REFUNDING BONDS OF THE PERALTA COMMUNITY COLLEGE DISTRICT BY NEGOTIATED SALE; PRESCRIBING THE TERMS OF SAID REFUNDING 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 REFUNDING BONDS, AND A CONTINUING DISCLOSURE CERTIFICATE; AND AUTHORIZING THE EXECUTION OF NECESSARY CERTIFICATES AND DOCUMENTS RELATING TO SAID REFUNDING BONDS AND THE TAKING OF CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, this Board of Trustees (the “Board”) of the Peralta Community College District (herein called the “District”) of the County of Alameda, California (the “County”), has heretofore issued or caused to be issued its Peralta Community College District 2007 General Obligation Bonds, Election of 2006, Series B, pursuant to a resolution adopted by the Board of Trustees of the District on September 18, 2007 and its Peralta Community College District 2009 General Obligation Bonds, 2006 Election, Series C, pursuant to a resolution adopted by the Board on July 21, 2009 (collectively, the “Outstanding Bonds”), as follows;

<u>Bond Issuance</u>	<u>Issuance Date</u>	<u>Original Principal Amount</u>
Election of 2006, Series B	November 27, 2007	\$100,000,000
2006 Election, Series C	September 15, 2009	\$100,000,000

WHEREAS, said Outstanding Bonds were issued in order to finance the acquisition, construction and rehabilitation of school facilities of the District;

WHEREAS, this Board has determined, and does hereby declare, that it is necessary and desirable and that the prudent management of the fiscal affairs of the District requires that all or a portion of the Outstanding Bonds now be refunded (such bonds to be refunded being referred to herein as the “Prior Bonds”);

WHEREAS, certain of the Prior Bonds may not be redeemed within 90 days following the date of issuance of the Refunding Bonds (defined herein) authorized herein, such that the issuance of Refunding Bonds would constitute an “advance refunding” under federal tax law;

WHEREAS, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the “Government Code”) and other applicable law, the District is authorized to issue refunding bonds (the “Refunding Bonds”) to refund all or a portion of the District’s Outstanding Bonds;

WHEREAS, this Board deems it necessary and desirable to authorize the sale of the Refunding Bonds by a negotiated sale to Citigroup Global Markets Inc., RBC Capital Markets, LLC, Siebert Brandford Shank & Co., LLC and Backstrom McCarley Berry & Co., LLC, as underwriters (the “Underwriters”);

WHEREAS, in accordance with Section 53553 of the Government Code, estimates of the costs associated with the issuance of said bonds are attached hereto as Schedule A;

WHEREAS, the Superintendent of Schools of the County of Alameda has jurisdiction over the District;

WHEREAS, U.S. Bank National Association will act as Paying Agent (herein called the “Paying Agent”) with respect to the Refunding Bonds, and as Escrow Agent (herein called the “Escrow Agent”) with respect to the Prior Bonds;

WHEREAS, the District proposes to execute and deliver an Escrow Agreement to the Escrow Agent directing the creation of an escrow fund for deposit of proceeds of sale of the Refunding Bonds for the purpose of paying and redeeming the Prior Bonds;

WHEREAS, there have been submitted and are on file with the Secretary of this Board proposed forms of a Bond Purchase Agreement, a Paying Agent Agreement, an Escrow Agreement, a Continuing Disclosure Certificate and a preliminary form of an Official Statement, all with respect to the Refunding Bonds proposed to be issued and sold, and the Vice Chancellor, Finance and Administration has examined or caused to be examined each document and has approved the forms thereof, and has recommended that this Board approve and direct the completion, where appropriate, and the execution of the documents and the consummation of such financing;

WHEREAS, this Board desires that the Treasurer-Tax Collector of the County of Alameda should collect a tax on all taxable property within the District sufficient to provide for payment of the Refunding Bonds, and intends by the adoption of this Resolution to notify the Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the County of Alameda, that they should take such actions as shall be necessary to provide for the levy and collection of such a tax and payment of the Refunding Bonds and such portion, if any, of the Outstanding Bonds as shall remain outstanding following the issuance of the Refunding Bonds;

WHEREAS, in order to issue the Refunding Bonds, the Board will require the services of a financial advisor and of bond counsel and disclosure counsel;

WHEREAS, this Board intends hereby to appoint the firm of KNN Public Finance as financial advisor (the "Financial Advisor") and the firm of Orrick, Herrington & Sutcliffe LLP as bond counsel ("Bond Counsel") and disclosure counsel ("Disclosure Counsel") in connection with the issuance and sale of the Refunding Bonds;

NOW, THEREFORE, THE BOARD OF TRUSTEES OF PERALTA 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. Authorization of Refunding Bonds and of Redemption of Prior Bonds; Application of Proceeds of Sale. The Board hereby authorizes the sale and issuance of one or more series of refunding bonds of the District and the designation of said bonds as the "Peralta Community College District 2016 General Obligation Refunding Bonds, Series A" (herein called the "Refunding Bonds") with such additional designations as may be necessary in an aggregate principal amount not to exceed \$85,000,000, which amount shall be finally determined by the President of the Board, the Chancellor, the Vice Chancellor, Finance and Administration, or such other officer of the District designated by the President of the Board, the Chancellor or the Vice Chancellor, Finance and Administration for the purpose (each, an "Authorized District Representative"), in accordance with the provisions herein and with the general laws of the State of California.

Proceeds from the sale of the Refunding Bonds are hereby authorized to be applied only as permitted by Article 9 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code, including to acquire escrow securities or otherwise to pay or provide for payment of the principal of the Prior Bonds upon redemption thereof; to pay all expenses incident to the calling, retiring or paying of the Prior Bonds and to the issuance of the Refunding Bonds, including: charges of the Paying Agent in connection with the issuance and payment of the Refunding Bonds; charges of the Escrow Agent in connection with the redemption of the Prior Bonds; interest upon the Prior Bonds from the dated date of the Refunding Bonds to the maturity or earlier redemption date of the Prior Bonds; any premium payable upon the redemption of the Prior Bonds; and the costs of any bond insurance or other credit enhancement with respect to the Refunding Bonds. The Board hereby further determines that all interest or other gain derived from the investment of proceeds of the Refunding Bonds may be applied to pay such costs of issuance of the Refunding Bonds.

Section 3. Terms of Refunding Bonds. The maximum nominal annual interest rate on the Refunding Bonds shall be the statutory limit, payable as described in the Paying Agent Agreement referred to in Section 4 hereof. The Refunding Bonds shall mature on a date or dates, in such of the years, beginning no earlier than August 1, 2016 or other such date as shall be specified in the Bond Purchase Agreement and concluding no later than the final maturity of the Prior Bonds, as shall be specified in the Bond Purchase Agreement. No Refunding Bonds

shall have principal maturing on more than one principal maturity date; however it shall not be necessary that a portion of the aggregate principal amount mature in each year.

The Refunding Bonds shall be issued as current interest bonds.

The aggregate principal amount of the Refunding Bonds, the date thereof, the maturity dates, principal amounts and annual rates of interest of each maturity thereof, the initial and semiannual interest payment dates thereof, and the terms of optional and mandatory sinking fund redemption thereof, shall be as specified in the Bond Purchase Agreement.

Section 4. Paying Agent Agreement. The “Paying Agent Agreement,” tentatively dated as of June 1, 2016, by and between the District and U.S. Bank National Association, San Francisco, California, as Paying Agent, in substantially the form on file with the Secretary of the Board, is hereby approved and authorized. Each Authorized District Representative is hereby authorized and directed to execute and deliver one or more instruments in substantially said form, completed with terms as shall be agreed to by an Authorized District Representative in accordance with this Resolution and the Bond Purchase Agreement, as executed, and with such other changes therein as any Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. All other terms of the Refunding Bonds required by Sections 53553 and 53554 of the Government Code and not otherwise specified herein shall be as specified in the Paying Agent Agreement.

Section 5. Escrow Agreement. The “Escrow Agreement,” tentatively dated as of June 1, 2016, by and between the District and U.S. Bank National Association, San Francisco, California, as Escrow Agent, in substantially the form on file with the Secretary of the Board, is hereby approved and authorized. An Authorized District Representative is hereby authorized and directed to execute and deliver one or more instruments in substantially said form, completed with terms as shall be agreed to by an Authorized District Representative in accordance with this Resolution, and with such other changes therein as an Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. Official Statement. The Official Statement relating to the Refunding Bonds, in substantially the preliminary form on file with the Secretary of the Board (the “Official Statement”), is hereby approved as the Official Statement of the District with respect to the Refunding Bonds, with such changes, additions and corrections as an Authorized District Representative may hereafter approve, and the Underwriters are hereby authorized to distribute copies of one or more of such Official Statements in preliminary form to persons who may be interested in purchasing the Refunding Bonds. An Authorized District Representative is hereby authorized to deliver one or more Official Statements. An Authorized District Representative is hereby authorized to certify on behalf of the District that the preliminary form of each of the Official Statements was deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the “Rule”) (except for the omission of certain final pricing, rating and related information as permitted by said Rule). Each Authorized District Representative is hereby authorized and directed to sign said Official Statement in its final form, including the final pricing information, and to furnish to the initial purchaser of the Refunding Bonds copies of such Official Statement, and the Underwriters are hereby authorized

and directed to deliver copies of such Official Statement in final form to subsequent purchasers of the Refunding Bonds.

Section 7. Bond Purchase Agreement; Sale of Refunding Bonds. The Bond Purchase Agreement is hereby approved and adopted as the contract for purchase and sale of the Refunding Bonds in substantially the form on file with the Secretary of the Board, and an Authorized District Representative is hereby authorized and directed to execute and deliver one or more instruments in substantially said form, completed with terms as an Authorized District Representative shall have agreed to in accordance with this Resolution, and with such other changes therein as an Authorized District Representative may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided that (i) the total net interest cost to maturity on the Refunding Bonds plus the aggregate principal amount of the Refunding Bonds shall be less than the total net interest cost to maturity on the Prior Bonds plus the aggregate principal amount of the Prior Bonds; (ii) the present value of the debt service savings with respect to the Prior Bonds shall be at least 3.0% of the aggregate principal amount of the Prior Bonds to be refunded; (iii) the Underwriters' discount shall not exceed 1.0% of the aggregate principal amount of the Refunding Bonds; and (iv) the Refunding Bonds shall otherwise conform to the limitations specified herein and imposed by the general laws of the State.

Section 8. Request for Necessary County Actions. (a) The Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the County, are hereby requested to take and authorize such actions as may be necessary pursuant to law to provide for the levy and collection of a property tax on all taxable property of the District sufficient to provide for payment of all principal of, redemption premium, if any, and interest on the Refunding Bonds as the same shall become due and payable, and to apply moneys in the District's Interest and Sinking Fund as necessary to the payment of the Refunding Bonds, pursuant to the Paying Agent Agreement, and to the payment of any Prior Bonds which are to remain outstanding, pursuant to the respective paying agent agreement and District resolution under which such bonds were issued.

(b) The Secretary of the Board is hereby authorized and directed to deliver certified copies of this Resolution, and to deliver upon the sale of the Refunding Bonds the debt service schedule for the Refunding Bonds and for the Prior Bonds to the Auditor-Controller of the County and the Treasurer-Tax Collector of the County in sufficient time to permit the County to establish tax rates and necessary funds or accounts for the Refunding Bonds.

(c) The Board of Supervisors, the Auditor-Controller, the Treasurer-Tax Collector, and other officials of the County, are hereby requested to take and authorize such actions as may be necessary, upon, but only upon, the issuance of the Refunding Bonds, to discontinue the levy of property taxes on all taxable property of the District for the payment of the Prior Bonds, pursuant to Section 53561 of the California Government Code.

Section 9. Pledge of Tax Revenues. The District hereby pledges all revenues from the property taxes collected from the levy by the Board of Supervisors for the payment of outstanding bonds of the District heretofore or hereafter issued pursuant to voter-approved measures of the District, including the Refunding Bonds (for the purpose of this pledge,

hereinafter collectively referred to as the “Bonds”) and amounts on deposit in the Interest and Sinking Fund of the District to the payment of the principal or redemption price of and interest on the Bonds. This pledge shall be valid and binding from the date hereof for the benefit of the owners of the Bonds and successors thereto. The property taxes and amounts held in the Interest and Sinking Fund of the District 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 of the District to secure the payment of the 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.

The pledge is an agreement between the District and the bondholders to provide security for the Refunding Bonds in addition to any statutory lien that may exist, and the Refunding Bonds and each of the other Bonds secured by the pledge are or were issued to finance or refinance one or more of the projects specified in the applicable voter-approved measure.

Section 10. Notice of Redemption of Prior Bonds. The Escrow Agent is hereby authorized and directed to give notice of redemption of the Prior Bonds to be redeemed as shall be required by the Escrow Agreement and pursuant to the terms of the documents under which such bonds were issued.

Section 11. Continuing Disclosure. The Continuing Disclosure Certificate in substantially the form on file with the Secretary of the Board is hereby approved and authorized. Each Authorized District Representative is hereby authorized and directed on behalf of the District to execute and deliver one or more instruments in substantially said form, with such changes thereto as deemed necessary in order to permit the original purchaser of the Refunding Bonds to comply with the requirements of the Rule. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Certificate.

Section 12. Appointments. KNN Public Finance is hereby appointed as financial advisor with respect to the Refunding Bonds and Orrick, Herrington & Sutcliffe LLP is hereby appointed as bond counsel and disclosure counsel with respect to the Refunding Bonds.

Section 13. Authorization of Further Actions. (a) Bond Counsel, Disclosure Counsel, and the Financial Advisor are hereby authorized and directed to continue to prepare the necessary legal documents and to take such other actions as may be necessary and desirable in order to accomplish the issuance of the Refunding Bonds and redemption of the Prior Bonds, at the direction of an Authorized District Representative.

(b) The President of the Board, the Chancellor, the Vice Chancellor, Finance and Administration, the General Counsel or Acting General Counsel, as applicable, or such other officer of the District to whom authority is delegated by the President of the Board, the Chancellor, the Vice Chancellor, Finance and Administration, or the General Counsel or Acting General Counsel, as applicable, for the purposes of the Refunding Bonds, are hereby authorized and directed to provide for the purchase of escrow securities, to engage certified public

accountants to verify the sufficiency of funds deposited in escrow, 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 Refunding 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 the Refunding Bonds, agreements necessary to obtain paying agent services with respect to the Refunding Bonds or escrow agent services with respect to the Prior 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 Refunding 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. The actions of each Authorized District Representative heretofore taken to accomplish the purposes of this Resolution and consistent herewith are hereby ratified.

Section 14. Ratification of Actions. All actions heretofore taken by the officers and agents of the District with respect to the sale, execution and delivery of the Refunding Bonds, the acquisition of escrow securities, and the other transactions authorized and contemplated herein, are hereby approved, confirmed and ratified.

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

PASSED AND ADOPTED this 10th day of May, 2016, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

APPROVED:

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President of the Board of Trustees  
of the Peralta Community College District

ATTEST:

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Secretary of the Board of Trustees  
of the Peralta Community College District

SCHEDULE A

ESTIMATES OF COSTS OF ISSUANCE

**\$85,000,000<sup>1</sup>**

PERALTA COMMUNITY COLLEGE DISTRICT  
2016 General Obligation Refunding Bonds, Series A

Costs Related to Bond Issuance

Costs of Issuance	Consultant	Cost
Bond Counsel	Orrick, Herrington & Sutcliffe LLP	\$70,000.00
Disclosure Counsel	Orrick, Herrington & Sutcliffe LLP	28,500.00
Fitch Opinion	Orrick, Herrington & Sutcliffe LLP	25,000.00
Financial Advisor	KNN Public Finance	55,000.00
Financial Advisor Expenses	KNN Public Finance	5,000.00
Verification Agent	Causey Demgen & Moore Inc.	4,500.00
Printing/Posting & Distribution	AVIA Communications	1,250.00
Tax Base Data	California Municipal Statistics, Inc.	2,000.00
Moody's Rating	Moody's Investor Service	65,000.00
Fitch Rating	Fitch Ratings	90,000.00
Paying Agent & Escrow Agent	U.S. Bank National Association	2,500.00
Contingency/Expenses	N/A	10,000.00
Total		\$358,750.00

<sup>1</sup> Preliminary, subject to change.

SECRETARY'S CERTIFICATE

I, the Secretary of the Board of Trustees of the Peralta Community College District, County of Alameda, California, hereby certify as follows:

The attached is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Trustees of said District duly and regularly held at the regular meeting place thereof on May 10, 2016, 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 at said meeting said resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

An agenda of said meeting was posted at least 72 hours before said meeting at 333 East Eighth Street, Oakland, California, a location freely accessible to members of the public, and a brief 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 \_\_\_\_ day of \_\_\_\_\_, 2016.

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Secretary of the Board of Trustees  
of the Peralta Community College District