



Union High School District

**SAN DIEGUITO PUBLIC  
FACILITIES AUTHORITY  
SPECIAL MEETING**

**Board of Trustees**  
Joyce Dalessandro  
Beth Hergesheimer  
Amy Herman  
Maureen "Mo" Muir  
John Salazar

**Interim Superintendent**  
Larry Perondi

**THURSDAY, SEPTEMBER 13, 2018**  
**IMMEDIATELY FOLLOWING SDSFFA MEETING**

**DISTRICT OFFICE BOARD ROOM 101**  
**710 ENCINITAS BLVD., ENCINITAS, CA 92024**

*Welcome to the meeting of the San Dieguito Public Facilities Authority of the San Dieguito Union High School District Board of Trustees.*

### **PUBLIC COMMENTS**

If you wish to speak regarding an item on the agenda, please complete a speaker slip located at the sign-in desk and present it to the Secretary to the Board prior to the start of the meeting. When the Board President invites you to the podium, please state your name, address, and organization before making your presentation. Complaints or charges against an employee are not permitted in an open meeting of the Board of Trustees.

In the interest of time and order, presentations from the public are limited to three (3) minutes per person, per topic. The total time for agenda items shall not exceed twenty (20) minutes. An individual speaker's allotted time may not be increased by a donation of time from others in attendance.

In accordance with the Brown Act, public comments are limited to item(s) on the published agenda. The Board may 1) acknowledge receipt of the information, 2) refer to staff for further study, or 3) refer the matter to the next agenda.

### **PUBLIC INSPECTION OF DOCUMENTS**

In compliance with Government Code 54957.5, agenda-related documents that have been distributed to the Board less than 72 hours prior to the Board Meeting will be available for review on the district website, [www.sduhsd.net](http://www.sduhsd.net) and/or at the district office. Please contact the [Office of the Superintendent](#) for more information.

### **CLOSED SESSION**

The Board may meet in Closed Session to consider qualified matters of litigation, employee negotiations, student discipline, employee grievances, personnel qualifications, or real estate negotiations which are timely.

### **CELL PHONES / ELECTRONIC DEVICES**

As a courtesy to all meeting attendees, please set cellular phones and electronic devices to silent mode and engage in conversations outside the meeting room.

In compliance with the Americans with Disabilities Act, if you need special assistance, disability-related modifications, or accommodations, including auxiliary aids or services, in order to participate in the public meetings of the District's Governing Board, please contact the [Office of the Superintendent](#). Notification 72 hours prior to the meeting will enable the District to make reasonable arrangements to ensure accommodation and accessibility to this meeting. Upon request, the District shall also make available this agenda and all other public records associated with the meeting in appropriate alternative formats for persons with a disability.

**BOARD OF TRUSTEES  
SAN DIEGUITO PUBLIC FACILITIES AUTHORITY  
SPECIAL MEETING**

**AGENDA**

**THURSDAY, SEPTEMBER 13, 2018**

**IMMEDIATELY FOLLOWING SDSFFA MEETING**

**DISTRICT OFFICE BOARD ROOM 101**

**710 ENCINITAS BLVD., ENCINITAS, CA. 92024**

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A meeting of the San Dieguito Public Facilities Authority of the San Dieguito Union High School District has been scheduled for Thursday, September 13, 2018, at the location noted above.

1. CALL TO ORDER

2. PUBLIC COMMENTS (ITEMS 3 & 4)

In accordance with the Brown Act, public comments are limited to item(s) listed on the agenda. (*See Board Agenda Cover Sheet*)

3. APPROVAL OF MINUTES / DECEMBER 14, 2017 SDPFA MEETING

Motion by \_\_\_\_\_, second by \_\_\_\_\_, to approve the Minutes of the December 14, 2017, SDPFA meeting, as shown in the attached supplement.

**INFORMATION ITEMS**

4. ADOPTION OF RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN DIEGUITO PUBLIC FACILITIES AUTHORITY AUTHORIZING THE REDEMPTION OF OUTSTANDING BONDED INDEBTEDNESS, THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO, AND RELATED ACTIONS NECESSARY TO IMPLEMENT THE PROPOSED REDEMPTION

Motion by \_\_\_\_\_, second by \_\_\_\_\_, to adopt the resolution authorizing the redemption of outstanding bonded indebtedness, the execution and delivery of documents related thereto, and related actions necessary to implement the proposed redemption.

- Roll Call

5. ADJOURNMENT

Board of Trustees  
 Joyce Dalessandro  
 Beth Hergesheimer  
 Amy Herman  
 Maureen "Mo" Muir  
 John Salazar

Interim Superintendent  
 Larry Perondi



## MINUTES

Union High School District

**BOARD OF TRUSTEES  
 SAN DIEGUITO PUBLIC FACILITIES AUTHORITY  
 SPECIAL MEETING**

**THURSDAY, DECEMBER 14, 2017  
 6:54 PM**

**DISTRICT OFFICE BOARD ROOM 101  
 710 ENCINITAS BLVD., ENCINITAS, CA 92024**

A Special Meeting of the San Dieguito Public Facilities Authority of San Dieguito Union High School District was held on Thursday, December 14, 2017, at the location noted above. The meeting convened at 6:54 pm **following Board action on Item #7i, Appointment of Board Secretary and Re-adoption of Board Policies** of the Regular Board Meeting Agenda.

Attendance / Board of Trustees & Student Board Representatives

Joyce Dalessandro	Jack Hargis, Canyon Crest Academy
Beth Hergesheimer	<i>Scott Geier, La Costa Canyon High School (Absent)</i>
Amy Herman	Cole Gonzales, San Dieguito High School Academy
Maureen "Mo" Muir	Sarah Trigg, Sunset High School
John Salazar	Isaac Gelman, Torrey Pines High School

Attendance / District Administration

Eric Dill, Superintendent / SDPFA Treasurer  
 Michael Grove, Ed.D., Associate Superintendent, Educational Services  
 Cindy Frazee, Associate Superintendent, Human Resources  
 Mark Miller, Associate Superintendent, Administrative Services  
 Tina Douglas, Associate Superintendent, Business Services  
 Joann Schultz, Executive Assistant to the Superintendent / Recording Secretary

**PRELIMINARY ITEMS**

1. CALL TO ORDER

The meeting was called to order by Chairperson Hergesheimer at 6:54 PM.

2. PUBLIC COMMENTS

No public comments were presented.

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Canyon Crest Academy • Carmel Valley MS • Diegueño MS • Earl Warren MS • La Costa Canyon HS  
 Oak Crest MS • Pacific Trails MS • San Dieguito HS Academy • Sunset HS • Torrey Pines HS

### 3. APPROVAL OF MINUTES / DECEMBER 8, 2016 SPECIAL MEETING

Motion by Ms. Dalessandro, seconded by Mr. Salazar, to approve the Minutes of the December 8, 2016, SDPFA Special meeting, as presented. ADVISORY VOTE Ayes: Gelman, Gonzales, Hargis, Trigg; Noes: None; Abstain: None; Absent: Geier. BOARD Ayes: Dalessandro, Hergesheimer, Herman, Muir, Salazar; Noes: None; Abstain: None.

*Motion unanimously carried.*

### 4. ELECTION OF OFFICERS, 2018

#### A. Nomination for Chairperson

Motion by Mr. Salazar, seconded by Ms. Dalessandro, that the President of the San Dieguito Union High School District Board of Trustees be elected Chairperson of the SDPFA. ADVISORY VOTE Ayes: Gelman, Gonzales, Hargis, Trigg; Noes: None; Abstain: None; Absent: Geier. BOARD Ayes: Dalessandro, Hergesheimer, Herman, Muir, Salazar; Noes: None; Abstain: None.

*Motion unanimously carried.*

#### B. Nomination for Vice-Chairperson

Motion by Mr. Salazar, seconded by Ms. Muir, that the Vice-President of the San Dieguito Union High School District Board of Trustees be elected Vice-Chairperson of the SDPFA. ADVISORY VOTE Ayes: Gelman, Gonzales, Hargis, Trigg; Noes: None; Abstain: None; Absent: Geier. BOARD Ayes: Dalessandro, Hergesheimer, Herman, Muir, Salazar; Noes: None; Abstain: None.

*Motion unanimously carried.*

#### C. Nomination & Appointment of Treasurer

Motion by Mr. Salazar, seconded by Ms. Dalessandro, that the Associate Superintendent of Business Services be appointed Treasurer of the SDPFA. ADVISORY VOTE Ayes: Gelman, Gonzales, Hargis, Trigg; Noes: None; Abstain: None; Absent: Geier. BOARD Ayes: Dalessandro, Hergesheimer, Herman, Muir, Salazar; Noes: None; Abstain: None.

*Motion unanimously carried.*

#### D. Nomination for Secretary

Motion by Mr. Salazar, seconded by Ms. Herman, that the Clerk of the San Dieguito Union High School District Board of Trustees be elected Secretary of the SDPFA. ADVISORY VOTE Ayes: Gelman, Gonzales, Hargis, Trigg; Noes: None; Abstain: None; Absent: Geier. BOARD Ayes: Dalessandro, Hergesheimer, Herman, Muir, Salazar; Noes: None; Abstain: None.

*Motion unanimously carried.*

## **INFORMATION ITEMS**

### 5. SAN DIEGUITO PUBLIC FACILITIES AUTHORITY UPDATE

This item was presented as information only.

6. ADJOURNMENT

The meeting was adjourned 6:58 p.m.

\_\_\_\_\_  
Joyce Dalessandro, Board Clerk

Date: \_\_\_\_\_

\_\_\_\_\_  
Larry Perondi, Interim Superintendent

Date: \_\_\_\_\_

# San Dieguito Public Facilities Authority

## INFORMATION REGARDING BOARD AGENDA ITEM

**TO:** BOARD OF DIRECTORS

**DATE OF REPORT:** August 29, 2018

**BOARD MEETING DATE:** September 13, 2018

**PREPARED BY:** John Addleman, Exec. Director, Planning Services

**SUBMITTED BY:** Tina Douglas, Treasurer

**SUBJECT:** **ADOPTION OF RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN DIEGUITO PUBLIC FACILITIES AUTHORITY AUTHORIZING THE REDEMPTION OF OUTSTANDING BONDED INDEBTEDNESS, THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO, AND RELATED ACTIONS NECESSARY TO IMPLEMENT THE PROPOSED REDEMPTION**

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### EXECUTIVE SUMMARY

As noted within the September 15, 2016 San Dieguito Union High School District (School District) board package for the approval of the 2016 Subordinate Special Tax Bonds, and as presented at the School District's September 14, 2017 Facilities Board Workshop, the School District intends to refund the remaining Revenue Refunding Bonds, Series 2006 (remarketed in 2008) on a parity basis with the 2016 Subordinate Special Tax Bonds.

It is requested, that this Board authorize and approve the proposed Refunding Program to redeem of the prior Revenue Refunding Bonds, Series 2006, and to discharge the related Indenture, as well as authorize the Associate Superintendent, Business Services of the School District, or any designee, to give notice of the proposed redemption, and to take any other action necessary to implement the Refunding Program.

### RECOMMENDATION:

It is recommended that the Board Adopt the Resolution Authorizing the Redemption of Outstanding Bonded Indebtedness, the Execution and Delivery of Documents Related Thereto, and Related Actions Necessary to Implement the Proposed Redemption.

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE SAN DIEGUITO PUBLIC FACILITIES AUTHORITY AUTHORIZING THE REDEMPTION OF OUTSTANDING BONDED INDEBTEDNESS, THE EXECUTION AND DELIVERY OF DOCUMENTS RELATED THERETO, AND RELATED ACTIONS NECESSARY TO IMPLEMENT THE PROPOSED REDEMPTION**

**WHEREAS**, the San Dieguito Public Facilities Authority is a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the "Prior JPA"); and

**WHEREAS**, the Board of Trustees (the "Board of Trustees") of the San Dieguito Union High School District (the "School District") has heretofore established nine community facilities districts (collectively, the "CFDs") pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, consisting of Sections 53311, et seq., of the California Government Code (the "Act") (collectively, the "CFDs") in order to finance and reimburse the construction of various public facilities benefitting the CFDs; and

**WHEREAS**, in order to assist the CFDs in financing and reimbursing the acquisition and construction of various public facilities (the "CFD Projects"), the San Dieguito Public Facilities Authority (the "Prior JPA") previously issued its Revenue Bonds, 1998 Series A (Tax Exempt), Revenue Bonds 1998 Series B (Taxable) and Revenue Bonds, Series 2004, each refunded in whole by \$91,125,000 aggregate principal amount of its Revenue Refunding Bonds, Series 2006 (the "Prior JPA Bonds") pursuant to an Indenture of Trust, dated as of July 1, 2006 (as amended, the "Prior Indenture"), by and between the Prior JPA and U.S. Bank National Association, as trustee (the "Prior Trustee"); and

**WHEREAS**, the CFDs entered into a loan agreement, dated July 1, 2006 (as amended, the "Prior Loan Agreement"), by and between the CFDs and the Prior JPA, whereby the Prior JPA agreed to lend the CFDs certain funds for the CFD Projects; and

**WHEREAS**, two of the CFDs entered into Installment Purchase Agreements, each dated as of July 1, 2006, each by and between the Prior JPA and the applicable CFD, pursuant to which certain facilities were financed; and

**WHEREAS**, the Board of Trustees of the School District, acting as the legislative body of each of the CFDs, has determined to authorize the issuance of additional indebtedness of certain of the CFDs for the purpose of acquiring and constructing various public facilities benefitting such CFDs and prepaying all of the obligations under the Prior Loan Agreement and the Installment Purchase Agreements (collectively, the "Prior CFD Loans"), thereby allowing for the defeasance of the outstanding Prior JPA Bonds; and

**WHEREAS**, being fully advised in the matter of the proposed redemption of the Prior JPA Bonds and the discharge of the Prior Indenture (collectively, the "Refunding Program"), this Board wishes to proceed with implementation of said Refunding Program; and

**WHEREAS**, all acts, conditions and things required by the Constitution and laws of the State of California 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

ITEM 4

have been performed in regular and due time, form and manner as required by law, and the Prior JPA is now duly authorized and empowered, pursuant to each and every requirement of law, to authorize the execution and delivery of certain documents in order to further implement the financing in the manner and upon the terms herein provided; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the San Dieguito Public Facilities Authority as follows:

**Section 1.** This Board hereby authorizes and approves the Refunding Program.

**Section 2.** The Authorized Representatives of the Prior JPA (as defined under the Prior Indenture), the Associate Superintendent, Business Services of the School District, or any designee of any of them (each, an Authorized Officer”), each alone, are hereby authorized to direct the Prior Trustee to give notice of the proposed redemption of the Prior JPA Bonds, and to take any other action necessary under or consistent with the Prior Indenture, the Prior Loan Agreement, or the Installment Purchase Agreements in order to implement and effect the Refunding Program.

**Section 3.** The Authorized Officers are hereby authorized and directed, jointly and severally, to execute and deliver any and all documents, certificates, directions, notices and agreements, including any agency agreement or escrow agreement in connection with the Refunding Program, which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution.

**Section 4.** This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 13th day of September, 2018, by the following vote:

AYES:

NOES:

ABSENT:

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Chair of the Board of Directors  
San Dieguito Public Facilities Authority

ATTEST:

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Secretary of the  
San Dieguito School Facilities  
Financing Authority



**SECRETARY'S CERTIFICATE**

I, Joyce Dalessandro, Secretary/Chair of Board of Directors of the San Dieguito Public Facilities Authority, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said Authority duly and regularly held at the regular meeting place thereof on September 13, 2018, and entered in the minutes thereof, of which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present, and that at said meeting the resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

An agenda of the meeting was posted at least 72 hours before the meeting at 710 Encinitas Boulevard, Encinitas, California, a location freely accessible to members of the public, and a brief description of the resolution appeared on the agenda.

I further certify that I have carefully compared the same with the original minutes of said meeting on file and of record in my office; the foregoing resolution is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that 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.

Dated: September 13, 2018.

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Secretary of the San Dieguito  
Public Facilities Authority