

STRADLING YOCCA CARLSON & RAUTH

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
44 MONTGOMERY STREET, SUITE 4200
SAN FRANCISCO, CA 94104
TELEPHONE 415.283.2240
FACSIMILE 415.283.2255

JEANNE DAVIS
DIRECT DIAL: 415.445.7406
JDAVIS@STRADLINGLAW.COM

CALIFORNIA
NEWPORT BEACH
SACRAMENTO
SAN DIEGO
SAN FRANCISCO
SANTA BARBARA
SANTA MONICA
COLORADO
DENVER
NEVADA
RENO
WASHINGTON
SEATTLE

October 11, 2022

County of Santa Barbara
Chief Deputy Clerk of the Board
Attn: Jacquelyne Alexander
105 E. Anapamu Street, Room 407
Santa Barbara, CA 93101

*Re: Santa Barbara Unified School District
Election of 2016 General Obligation Bonds, Series C; and
Santa Barbara Unified School District
Election of 2016 General Obligation Bonds, Series C
(School Facilities Improvement District No. 1)*

Dear Ms. Alexander:


In connection with the above-captioned financings, we have enclosed two certificates to be executed on behalf of Santa Barbara County prior to the scheduled pre-closing date of Tuesday, October 18, 2022.

Please take the following steps in order to facilitate the signing of the documents:

1. Please have all signature pages originally executed where indicated **in blue ink**.
2. Once executed, please scan and e-mail (jdavis@stradlinglaw.com) a single copy of the signature pages.
3. Return all original executed signature pages to me in the enclosed prepaid Federal Express envelope so that I may receive them **no later than Tuesday, October 18, 2022**.

If you should have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,


Jeanne Davis
Paralegal

Enclosures

(A2)


\$18,000,000
SANTA BARBARA UNIFIED SCHOOL DISTRICT
(Santa Barbara County, California)
Election of 2016 General Obligation Bonds, Series C
(School Facilities Improvement District No. 1)

CERTIFICATE OF RESOLUTION NO. 22-195 OF THE COUNTY

I, Jacquelyne Alexander, Chief Deputy Clerk of the Board of Supervisors of Santa Barbara County, (the "County") hereby certify that the attached Resolution No. 22-195 (the "Resolution"), adopted September 13, 2022, entitled "Resolution Authorizing Santa Barbara Unified School District to Issue and Sell Bonds Directly, in Accordance with Education Code Section 15140(b)," and minutes are a full, true and correct copy of the resolution and minutes made and entered by the Board of Supervisors of the County on September 13, 2022, as the same appear of record and on file in my office and that, as of the date hereof, such Resolution was duly adopted and has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 2022.

SANTA BARBARA COUNTY

By: 
Jacquelyne Alexander
Chief Deputy Clerk of the Board

COUNTY RESOLUTION NO. 22-195

RESOLUTION AUTHORIZING SANTA BARBARA UNIFIED SCHOOL DISTRICT TO ISSUE AND SELL BONDS DIRECTLY, IN ACCORDANCE WITH EDUCATION CODE SECTION 15140(b)

WHEREAS, California Education Code Section 15140(b) authorizes a county board of supervisors to adopt a resolution providing that, in specified circumstances, the governing board of any school district or community college district over which the county superintendent of schools has jurisdiction may issue and sell bonds on its own behalf and without further action by the board of supervisors or other officers of the county; and

WHEREAS, this Santa Barbara County Board of Supervisors desires to make such procedures available to the governing board of Santa Barbara Unified School District within the County of Santa Barbara ("County") over which the Santa Barbara County Superintendent of Schools has jurisdiction, subject to limitations contained in Education Code Section 15140 and set forth below;

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Supervisors of the County of Santa Barbara, as follows:

1. (a) Subject to the provisions of subparagraph (b) below, the governing board of Santa Barbara Unified School District (the "District") over which the Santa Barbara County Superintendent of Schools has jurisdiction, may issue and sell Santa Barbara Unified School District Election of 2016 General Obligation Bonds, Series C (School Facilities Improvement District No. 1) on its own behalf pursuant to Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code without further action of the Board of Supervisors or other officers of the County of Santa Barbara or of any other county in which a portion of the school district is located, in an amount not-to-exceed \$18,000,000 and in accordance with all of the provisions and limitations of Measure J approved on November 8, 2016 with the requisite fifty-five percent vote of qualified voters.

(b) The District shall 1) include the County Treasurer-Tax Collector and the County Auditor-Controller on any and all "Parties of Interest Lists" and in any and all distributions of information and proceedings concerning the bonds or refunding bonds payable from ad valorem taxes; 2) transmit a copy of the following documents to the County Auditor-Controller and the County Treasurer-Tax Collector in sufficient time to permit them to establish tax rates and necessary funds or accounts for the bonds: the District resolution authorizing the issuance and sale of the bonds; preliminary and final debt service schedules for the bonds reflecting the principal amounts and interest rates of the bonds, the final debt schedule as determined in the sale of the bonds; and where applicable, the debt service schedule for any bonds to be refunded; and 3) deposit the proceeds of sale of the bonds pursuant to Section 15140 *et seq.* of the Education Code.

2. The County, its officers, agents and employees shall have no responsibility for the proceedings for sale and issuance of the bonds of the District; nor for establishing a tax rate for any new issue of school bonds or reducing a tax rate for any outstanding issue of bonds that may have been refunded in any year in which the information required by Paragraph 1(b) of this Resolution is delivered to the County Auditor-Controller and the County Treasurer-Tax Collector later than as specified by those County officers.

3. The County will levy and collect taxes, pay monies sufficient to pay principal of and interest, accreted value and redemption premium, if any, on the bonds to the paying agent and bond registrar, and hold the Bond proceeds and tax funds pursuant to Chapter 1 of Part 10, Division 1, Title 1 (commencing with Section 15100) of the Education Code for the bonds issued and sold.

4. County officials and staff are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to enable the District to proceed with the issuance of the bonds, and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

5. The Clerk of this Board is hereby directed to deliver a copy of this Resolution to the District.

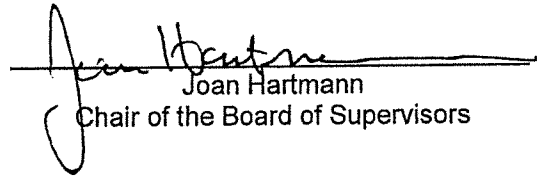
PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Barbara, the 13th day of September, 2022.

AYES: Supervisors Williams, Hart, Hartmann, Nelson, and Lavagnino

NOES: None

ABSENT: None

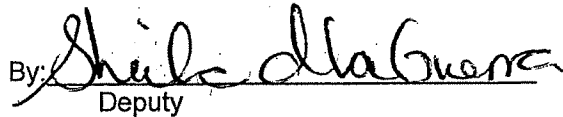
ABSTENTION: None


Joan Hartmann
Chair of the Board of Supervisors

[SEAL]

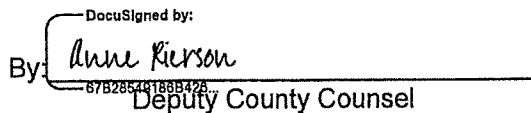
ATTEST:

Mona Miyasato,
Clerk of the Board of Supervisors

By: 
Deputy

APPROVED AS TO FORM:

Rachel Van Mullem
County Counsel

DocuSigned by:
By: 
67B28540186B426
Deputy County Counsel

APPROVED AS TO ACCOUNTING
FORM:

Betsy M. Schaffer, CPA
Auditor-Controller

DocuSigned by:
By: 
AP06D5B01D0AFB
Deputy Auditor-Controller

(A2)

\$18,000,000
SANTA BARBARA UNIFIED SCHOOL DISTRICT
(Santa Barbara County, California)
Election of 2016 General Obligation Bonds, Series C
(School Facilities Improvement District No. 1)

CERTIFICATE OF RESOLUTION NO. 22-195 OF THE COUNTY

I, Jacquelyne Alexander, Chief Deputy Clerk of the Board of Supervisors of Santa Barbara County, (the "County") hereby certify that the attached Resolution No. 22-195 (the "Resolution"), adopted September 13, 2022, entitled "Resolution Authorizing Santa Barbara Unified School District to Issue and Sell Bonds Directly, in Accordance with Education Code Section 15140(b)," and minutes are a full, true and correct copy of the resolution and minutes made and entered by the Board of Supervisors of the County on September 13, 2022, as the same appear of record and on file in my office and that, as of the date hereof, such Resolution was duly adopted and has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 2022.

SANTA BARBARA COUNTY

By: Shelby La Guerra
Jacquelyne Alexander
Chief Deputy Clerk of the Board

(A2)

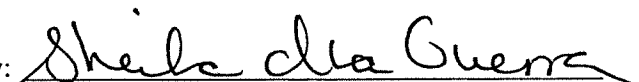
\$35,000,000
SANTA BARBARA UNIFIED SCHOOL DISTRICT
(Santa Barbara County, California)
Election of 2016 General Obligation Bonds, Series C

CERTIFICATE OF RESOLUTION NO. 22-194 OF THE COUNTY

I, Jacquelyne Alexander, Chief Deputy Clerk of the Board of Supervisors of Santa Barbara County, (the "County") hereby certify that the attached Resolution No. 22-194 (the "Resolution"), adopted September 13, 2022, entitled "Resolution Authorizing Santa Barbara Unified School District to Issue and Sell Bonds Directly, in Accordance with Education Code Section 15140(b)," and minutes are a full, true and correct copy of the resolution and minutes made and entered by the Board of Supervisors of the County on September 13, 2022, as the same appear of record and on file in my office and that, as of the date hereof, such Resolution was duly adopted and has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 2022.

SANTA BARBARA COUNTY

By: 
Jacquelyne Alexander
Chief Deputy Clerk of the Board

COUNTY RESOLUTION NO. 22-194

RESOLUTION AUTHORIZING SANTA BARBARA UNIFIED SCHOOL DISTRICT TO ISSUE AND SELL BONDS DIRECTLY, IN ACCORDANCE WITH EDUCATION CODE SECTION 15140(b)

WHEREAS, California Education Code Section 15140(b) authorizes a county board of supervisors to adopt a resolution providing that, in specified circumstances, the governing board of any school district or community college district over which the county superintendent of schools has jurisdiction may issue and sell bonds on its own behalf and without further action by the board of supervisors or other officers of the county; and

WHEREAS, this Santa Barbara County Board of Supervisors desires to make such procedures available to the governing board of Santa Barbara Unified School District within the County of Santa Barbara ("County") over which the Santa Barbara County Superintendent of Schools has jurisdiction, subject to limitations contained in Education Code Section 15140 and set forth below;

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Supervisors of the County of Santa Barbara, as follows:

1. (a) Subject to the provisions of subparagraph (b) below, the governing board of Santa Barbara Unified School District (the "District") over which the Santa Barbara County Superintendent of Schools has jurisdiction, may issue and sell Santa Barbara Unified School District Election of 2016 General Obligation Bonds, Series C on its own behalf pursuant to Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code without further action of the Board of Supervisors or other officers of the County of Santa Barbara or of any other county in which a portion of the school district is located, in an amount not-to-exceed \$35,000,000 and in accordance with all of the provisions and limitations of Measure I approved on November 8, 2016 with the requisite fifty-five percent vote of qualified voters.

(b) The District shall 1) include the County Treasurer-Tax Collector and the County Auditor-Controller on any and all "Parties of Interest Lists" and in any and all distributions of information and proceedings concerning the bonds or refunding bonds payable from ad valorem taxes; 2) transmit a copy of the following documents to the County Auditor-Controller and the County Treasurer-Tax Collector in sufficient time to permit them to establish tax rates and necessary funds or accounts for the bonds: the District resolution authorizing the issuance and sale of the bonds; preliminary and final debt service schedules for the bonds reflecting the principal amounts and interest rates of the bonds, the final debt schedule as determined in the sale of the bonds; and where applicable, the debt service schedule for any bonds to be refunded; and 3) deposit the proceeds of sale of the bonds pursuant to Section 15140 *et seq.* of the Education Code.

2. The County, its officers, agents and employees shall have no responsibility for the proceedings for sale and issuance of the bonds of the District; nor for establishing a tax rate for any new issue of school bonds or reducing a tax rate for any outstanding issue of bonds that may have been refunded in any year in which the information required by Paragraph 1(b) of this Resolution is delivered to the County Auditor-Controller and the County Treasurer-Tax Collector later than as specified by those County officers.

3. The County will levy and collect taxes, pay monies sufficient to pay principal of and interest, accreted value and redemption premium, if any, on the bonds to the paying agent and bond registrar, and hold the Bond proceeds and tax funds pursuant to Chapter 1 of Part 10, Division 1, Title 1 (commencing with Section 15100) of the Education Code for the bonds issued and sold.

4. County officials and staff are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to enable the District to proceed with the issuance of the bonds, and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

5. The Clerk of this Board is hereby directed to deliver a copy of this Resolution to the District.

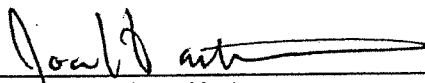
PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Barbara, the 13th day of September, 2022.

AYES: Supervisors Williams, Hart, Hartmann, Nelson, and Lavagnino

NOES: None

ABSENT: None

ABSTENTION: None



Joan Hartmann
Chair of the Board of Supervisors

[SEAL]

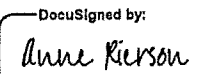
ATTEST:

Mona Miyasato,
Clerk of the Board of Supervisors

By: 
Deputy

APPROVED AS TO FORM:

Rachel Van Mullem
County Counsel

DocuSigned by:

By: _____
Deputy County Counsel

APPROVED AS TO ACCOUNTING FORM:

Betsy M. Schaffer, CPA
Auditor-Controller

DocuSigned by:

By: _____
Deputy Auditor-Controller

(A2)


\$35,000,000
SANTA BARBARA UNIFIED SCHOOL DISTRICT
(Santa Barbara County, California)
Election of 2016 General Obligation Bonds, Series C

CERTIFICATE OF RESOLUTION NO. 22-194 OF THE COUNTY

I, Jacquelyne Alexander, Chief Deputy Clerk of the Board of Supervisors of Santa Barbara County, (the "County") hereby certify that the attached Resolution No. 22-194 (the "Resolution"), adopted September 13, 2022, entitled "Resolution Authorizing Santa Barbara Unified School District to Issue and Sell Bonds Directly, in Accordance with Education Code Section 15140(b)," and minutes are a full, true and correct copy of the resolution and minutes made and entered by the Board of Supervisors of the County on September 13, 2022, as the same appear of record and on file in my office and that, as of the date hereof, such Resolution was duly adopted and has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of October, 2022.

SANTA BARBARA COUNTY

By: 
Jacquelyne Alexander
Chief Deputy Clerk of the Board