

## RESOLUTION NO. 2019-35

RESOLUTION OF THE SCHOOL BOARD OF VOLUSIA COUNTY, FLORIDA, APPROVING THE LEASE OF CERTAIN LAND OWNED BY THE BOARD TO THE VOLUSIA SCHOOL BOARD LEASING CORPORATION, IN CONNECTION WITH THE LEASE-PURCHASE FINANCING BY THE BOARD OF CERTAIN EDUCATIONAL FACILITIES; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE SCHEDULE NO. 2019 RELATING TO THE LEASE-PURCHASE OF CERTAIN EDUCATIONAL FACILITIES AND EQUIPMENT; AUTHORIZING THE EXECUTION AND DELIVERY OF A SERIES 2019 SUPPLEMENTAL TRUST AGREEMENT WITH THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS TRUSTEE, PURSUANT TO WHICH THE TRUSTEE WILL EXECUTE, AUTHENTICATE AND DELIVER NOT TO EXCEED \$100,000,000 AGGREGATE PRINCIPAL AMOUNT OF CERTIFICATES OF PARTICIPATION (SCHOOL BOARD OF VOLUSIA COUNTY, FLORIDA MASTER LEASE PROGRAM, SERIES 2019) EVIDENCING AN UNDIVIDED PROPORTIONATE INTEREST OF THE OWNERS THEREOF IN BASIC RENT PAYMENTS TO BE MADE UNDER A MASTER LEASE PURCHASE AGREEMENT BY THE SCHOOL BOARD OF VOLUSIA COUNTY, FLORIDA; AUTHORIZING A NEGOTIATED SALE OF SUCH SERIES 2019 CERTIFICATES UPON MEETING CERTAIN CONDITIONS SPECIFIED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF A CERTIFICATE PURCHASE CONTRACT RELATING TO SUCH SERIES 2019 CERTIFICATES; AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFERING STATEMENT AND THE EXECUTION AND DELIVERY OF A FINAL OFFERING STATEMENT WITH RESPECT TO SUCH SERIES 2019 CERTIFICATES; DELEGATING TO THE CHAIRMAN OR VICE CHAIRMAN AND SUPERINTENDENT THE AUTHORITY TO APPROVE THE FINAL TERMS AND DETAILS OF THE SERIES 2019 CERTIFICATES ONLY UPON SATISFACTION OF THE CONDITIONS SET FORTH HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF A DISCLOSURE DISSEMINATION AGENT AGREEMENT; AUTHORIZING PROCUREMENT OF MUNICIPAL BOND INSURANCE FOR THE SERIES 2019 CERTIFICATES; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE SCHOOL BOARD OF VOLUSIA COUNTY, FLORIDA, ACTING AS THE GOVERNING BODY OF THE SCHOOL DISTRICT OF VOLUSIA COUNTY, FLORIDA:

**SECTION 1. DEFINITIONS.** The following capitalized terms shall have the following meanings herein, unless the text otherwise expressly requires. Words importing a

singular number shall include the plural number in each case and vice versa, and words importing persons shall include firms and corporations.

**"Act"** means Chapter 617, Florida Statutes, and Chapters 1001, *et seq.*, Florida Statutes, and other applicable provisions of law.

**"Assignment of Ground Lease"** means the Assignment of Ground Lease, between the Corporation and the Trustee and relating to the Ground Lease.

**"Assignment of Lease Agreement"** means the Assignment of Lease Agreement, dated as of August 1, 1991, between the Association and the Trustee, as amended and supplemented, particularly as amended by the Twelfth Amendment to Assignment of Lease Agreement.

**"Association"** means the Florida School Boards Association, Inc., a Florida not-for-profit corporation organized and existing under the laws of the State, and any successor thereto.

**"Association Assignment Agreement"** means the Assignment Agreement by and among the Corporation, the Association and the Board dated March 15, 1994, and filed in the Official Records of Volusia County, Florida in Book No. 3937 at page 0686.

**"Board"** means The School Board of Volusia County, Florida, acting as the governing body of the District.

**"Certificate Purchase Contract"** means the Certificate Purchase Contract, to be dated the date of sale of the Series 2019 Certificates, between the Underwriters, the Corporation and the Board.

**"Chairman"** means the Chairman of the Board and, in the Chairman's absence or unavailability, the Vice-Chairman or such other person as may be duly authorized to act on the Chairman's behalf.

**"Chief Financial Officer"** means the Chief Financial Officer of the District or her duly appointed designee.

**"Corporation"** means the Volusia School Board Leasing Corporation, a not-for-profit corporation duly organized and existing under the laws of the State of Florida, and any successor thereto.

**"Disclosure Agreement"** means the Disclosure Dissemination Agent Agreement, to be dated the date of sale of the Series 2019 Certificates, between the Board and Digital Assurance Certification, L.L.C., as dissemination agent.

**"District"** means the School District of Volusia County, Florida, a public body corporate and politic.

**"Financial Advisor"** means PFM Financial Advisors LLC.



**"Ground Lease"** means the Ground Lease Agreement, between the Board and the Corporation, relating to the Series 2019 Project.

**"Lease Agreement"** means the Master Lease-Purchase Agreement, dated as of August 1, 1991, between the Association and the Board.

**"Lease Assignments"** means, collectively, (i) the Assignment of Lease Agreement, and (ii) the Assignment of Ground Lease.

**"Lease Schedule No. 2019"** means the Lease Schedule No. 2019, to be dated as of the first day of the month in which the Series 2019 Certificates are issued, between the Corporation and the Board.

**"Secretary"** means the Superintendent of the District, who is the ex-officio Secretary of the Board and, in the Secretary's absence or unavailability, any Deputy or interim Superintendent or such other person as may be duly authorized to act on the Secretary's behalf.

**"Series 2019 Certificates"** means the Certificates of Participation (School Board of Volusia County, Florida Master Lease Program, Series 2019) Evidencing an Undivided Proportionate Interest of the Owners thereof in Basic Rent Payments to be made under a Master Lease-Purchase Agreement by the School Board of Volusia County, Florida, authorized to be executed, authenticated and delivered by the Trustee under the Trust Agreement and the Series 2019 Supplemental Trust Agreement.

**"Series 2019 Project"** means the property and improvements described as the "Series 2019 Project" in the Lease Schedule No. 2019, as the same may be amended or modified from time to time, initially expected to include Deltona Middle School, Osceola Elementary School, and George Mark Elementary School.

**"Series 2019 Supplemental Trust Agreement"** means the Series 2019 Supplemental Trust Agreement relating to the Series 2019 Certificates, to be dated as of the first day of the month in which the Series 2019 Certificates are issued, among the Corporation, the Board and the Trustee.

**"Special Counsel"** means Bryant Miller Olive P.A., Orlando, Florida.

**"Superintendent"** means the Superintendent of Schools of the District, ex-officio Secretary to the Board, and in his or her absence or unavailability, any Deputy or interim Superintendent of the District and such other persons who may be duly authorized to act on the Superintendent's behalf.

**"Trust Agreement"** means the Master Trust Agreement, dated as of August 1, 1991, among the Association, the Board and the Trustee.

**"Trustee"** means The Bank of New York Mellon Trust Company, N.A.

"**Twelfth Amendment to Assignment of Lease Agreement**" means the Twelfth Amendment to Assignment of Lease Agreement, to be dated as of the first day of the month in which the Series 2019 Certificates are issued, from the Corporation to the Trustee.

"**Underwriters**" means, collectively, BofA Securities, Inc., and Raymond James & Associates, Inc., and any other underwriters which are parties to the Certificate Purchase Contract.

**SECTION 2. FINDINGS.** It is hereby found and determined that:

A. The Board is authorized and empowered by the Act to enter into transactions such as that contemplated by this resolution, the Lease Agreement, the Lease Schedule No. 2019, the Trust Agreement, the Series 2019 Supplemental Trust Agreement, the Ground Lease, the Lease Assignments and the Disclosure Dissemination Agent Agreement.

B. The Board caused all of the rights, title and interests of the Association under the Lease Agreement, the Assignment of Lease Agreement, the Ground Lease and the Lease Assignments to be assigned to the Corporation pursuant to the terms of the Association Assignment Agreement.

C. The Board herein authorizes the Series 2019 Project and the Ground Lease and Lease Schedule No. 2019 whereby the Board expects to lease the Series 2019 Project and agrees to make Basic Rent Payments sufficient to pay the principal of and interest on the Series 2019 Certificates.

D. The Series 2019 Certificates will be issued and executed pursuant to the Trust Agreement and the Series 2019 Supplemental Trust Agreement.

E. Due to the potential volatility of the market for tax-exempt obligations such as the Series 2019 Certificates and the complexity of the transactions relating to the issuance of the Series 2019 Certificates, and the Board's desire for complete flexibility regarding the timing and structure of the financing, it is in the best interest of the Board that the Series 2019 Certificates be sold by a negotiated sale in accordance with the terms hereof and the related financing documents.

F. The Board has been advised by the Financial Advisor as to the market appropriateness of the purchase proposal of the Underwriters, in light of current market levels and conditions, and as to the acceptance of the Certificate Purchase Contract pursuant to a negotiated sale, as provided herein and in the related financing documents.

G. The Series 2019 Certificates shall be secured solely as provided in the Trust Agreement, the Series 2019 Supplemental Trust Agreement, the Lease Agreement, the Lease Schedule No. 2019, the Ground Lease and the Lease Assignments, it being understood that neither the Lease Agreement, the Series 2019 Certificates nor the interest thereon shall be or constitute a general obligation or pledge of the faith and credit of the Corporation, the District,



the Board, Volusia County, Florida or the State of Florida, or any political subdivision thereof or a lien upon any property of or located within the boundaries of the District.

H. If deemed to be in the best interest of the Board based on the advice of the Financial Advisor, all or a portion of the payments represented the Series 2019 Certificates may be insured by a municipal bond insurance policy to be issued by a municipal bond insurance company approved by the Superintendent or the Superintendent's designees.

**SECTION 3. AUTHORITY FOR THIS RESOLUTION.** This Resolution is adopted pursuant to the provisions of the Act and other applicable provisions of law.

**SECTION 4. APPROVAL OF SERIES 2019 PROJECT AND LEASE SCHEDULE NO. 2019.** The Board hereby approves the Series 2019 Project and authorizes and directs the Chairman to execute the Lease Schedule No. 2019, and the Secretary to attest the same under the seal of the Board, and to deliver the Lease Schedule No. 2019 to the Corporation for its execution. The Lease Schedule No. 2019 shall be in substantially the form attached hereto as Exhibit A, with such changes, amendments, modifications, deletions and additions as may be approved by the Chairman. Execution by the Chairman of the Lease Schedule No. 2019 shall be deemed to be conclusive evidence of approval of such changes. Counsel to the Board and Special Counsel are hereby authorized and directed to negotiate and complete the Lease Schedule No. 2019 in order to accomplish the goals and intent of the Board expressed herein.

**SECTION 5. APPROVAL OF SERIES 2019 SUPPLEMENTAL TRUST AGREEMENT.** The Board hereby authorizes and directs the Chairman of the Board to execute the Series 2019 Supplemental Trust Agreement, and the Secretary to attest the same under the seal of the Board, and to deliver the Series 2019 Supplemental Trust Agreement to the Corporation and the Trustee for their execution. The Series 2019 Supplemental Trust Agreement shall be in substantially the form attached hereto as Exhibit B, with such changes, amendments, modifications, deletions and additions as may be approved by the Chairman. Execution by the Chairman of the Series 2019 Supplemental Trust Agreement shall be deemed to be conclusive evidence of approval of such changes. Counsel to the Board and Special Counsel are hereby authorized and directed to negotiate and complete the Series 2019 Supplemental Trust Agreement in order to accomplish the goals and intent of the Board expressed herein.

**SECTION 6. NEGOTIATED SALE OF SERIES 2019 CERTIFICATES AUTHORIZED AND DESCRIPTION OF THE SERIES 2019 CERTIFICATES.**

(a) Subject to the requirements which must be satisfied in accordance with the provisions of Section 6(b), the Board hereby authorizes the issuance of a Series of Certificates, to be known as the "Certificates of Participation (School Board of Volusia County, Florida Master Lease Program Series 2019)," for the principal purpose of financing a portion of the cost of lease-purchasing the Series 2019 Project and paying costs associated with the issuance of the Series 2019 Certificates. The Series 2019 Certificates shall be issued only in accordance with the

provisions of the Trust Agreement and the Series 2019 Supplemental Trust Agreement and all the provisions hereof and thereof shall be applicable thereto.

(b) Subject to full satisfaction of the conditions set forth in this Section 6(b), the Board hereby authorizes a negotiated sale of the Series 2019 Certificates to the Underwriters in accordance with the terms of the Certificate Purchase Contract to be dated the date of sale and to be substantially in the form attached hereto as Exhibit C, with such changes, amendments, modifications, deletions and additions thereto as shall be approved by the Chairman and the Superintendent in accordance with the provisions of this Section 6(b), the execution thereof being deemed conclusive evidence of the approval of such changes and the full and complete satisfaction of the conditions set forth in this Section 6(b). The Certificate Purchase Contract shall not be executed by the Chairman and the Superintendent until such time as all of the following conditions have been satisfied:

1. Receipt by the Chairman and the Superintendent of a written offer to purchase the Series 2019 Certificates by the Underwriters substantially in the form of the Certificate Purchase Contract, said offer to provide for, among other things, (i) the issuance of not exceeding \$100,000,000 initial aggregate principal amount of Series 2019 Certificates, (ii) an underwriting discount (including management fee and all expenses) not in excess of 0.3% of the par amount of the Series 2019 Certificates, (iii) the maturities of the Series 2019 Certificates with the final maturity no later than August 1, 2025, and (iv) a true interest cost of not more than 2.50%.

2. Receipt by the Chairman and Superintendent from the Underwriters of a disclosure statement and truth-in-bonding information complying with Section 218.385, Florida Statutes, and substantially in the form of which is attached to the Certificate Purchase Contract.

3. The issuance of the Series 2019 Certificates shall not exceed any debt limitation prescribed by law, and such Series 2019 Certificates, when issued, will be within the limits of all constitutional or statutory debt limitations.

**SECTION 7. PRELIMINARY OFFERING STATEMENT.** The use and distribution of the form of Preliminary Offering Statement, substantially in the form attached hereto as Exhibit D, by the Underwriters for the purpose of offering the Series 2019 Certificates for sale is hereby authorized and ratified. The Superintendent is hereby authorized to deem the Preliminary Offering Statement "final" within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the "Rule"), except for such permitted omissions as defined under the Rule, with such changes, amendments, modifications, deletions and additions thereto as the Superintendent may approve prior to the distribution thereof. Execution by the Superintendent of a certificate deeming "final" the Preliminary Offering Statement shall be deemed to be conclusive evidence of approval of such changes.



**SECTION 8. OFFERING STATEMENT.** The form, terms and provisions of the Offering Statement relating to the Series 2019 Certificates, shall be substantially as set forth in the Preliminary Offering Statement. The Chairman and the Secretary are each hereby authorized and directed to execute and deliver the Offering Statement in the name and on behalf of the Board, and thereupon to cause the Offering Statement to be delivered to the Underwriters within seven business days of the date of the Certificate Purchase Contract with such changes, amendments, modifications, deletions and additions as may be approved by the Chairman. The Offering Statement, including any such changes, amendments, modifications, deletions and additions as approved by the Chairman, and the information contained therein are hereby authorized to be used in connection with the sale of the Series 2019 Certificates to the public. Execution by the Chairman of the Offering Statement shall be deemed to be conclusive evidence of approval of such changes.

**SECTION 9. APPROVAL OF DISCLOSURE AGREEMENT.** The Board hereby authorizes and directs the Chairman to execute the Disclosure Agreement. The Disclosure Agreement shall be in substantially the form attached hereto as Exhibit E, with such changes, amendments, modifications, deletions and additions as may be approved by the Chairman. Execution by the Chairman of the Disclosure Agreement shall be deemed to be conclusive evidence of approval of such changes.

**SECTION 10. AUTHORIZATION OF CERTIFICATE INSURANCE.** The Chairman and Superintendent are hereby authorized to approve a commitment for a municipal bond insurance policy guaranteeing the schedule payment of the principal and interest of all or a portion of the Series 2019 Certificates, after consulting with the Financial Advisor to determine net interest cost savings to the Board and determining that obtaining such policy complies with federal tax regulations. The Chairman and Superintendent are hereby authorized to execute and deliver such commitments, agreements, certificates, instruments, opinions and additional documents as may be required as a condition to the delivery of a municipal bond insurance policy and to reflect the terms thereof in the Series 2019 Supplemental Trust Agreement and the Lease Schedule No. 2019. A statement of insurance is authorized to be printed on the Series 2019 Certificates.

**SECTION 11. GENERAL AUTHORITY.** The members of the Board, the Secretary, the Chief Financial Officer, and the officers, attorneys and other agents or employees of the District are hereby authorized to do all acts and things required of them by this resolution or the Certificate Purchase Contract, or desirable or consistent with the requirements of this Resolution (including, without limitation, to change the series designation or the dated date of any and all documents), the Lease Agreement, the Lease Schedule No. 2019, the Trust Agreement, the Series 2019 Supplemental Trust Agreement, the Ground Lease, the Disclosure Agreement, the Offering Statement or the Certificate Purchase Contract for the full punctual and complete performance of all the terms, covenants and agreements contained herein or therein, and each member, employee, attorney and officer of the District and the Superintendent is hereby authorized and directed to execute and deliver any and all papers and instruments and to be and cause to be done any and all acts and things necessary or proper for carrying out

the transactions contemplated hereunder. Special Counsel and the Financial Advisor are authorized to do all acts and things required by them to accomplish the transactions authorized hereby.

**SECTION 12. SEVERABILITY AND INVALID PROVISIONS.** If any one or more of the covenants, agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements or provisions and shall in no way affect the validity of any of the other provisions hereof.

**SECTION 13. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its adoption.

ADOPTED at a regular meeting this 24th day of September, 2019.

THE SCHOOL BOARD OF VOLUSIA  
COUNTY, FLORIDA, ACTING AS THE  
GOVERNING BODY OF THE SCHOOL  
DISTRICT OF VOLUSIA COUNTY,  
FLORIDA

By:   
Chairman

ATTEST:

  
Superintendent/Secretary