RESOLUTION NO. 2021-43

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SAN BERNARDINO AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF BONDS PURSUANT TO THE PROVISIONS OF THE IMPROVEMENT BOND ACT OF 1915 FOR COUNTY OF SAN BERNARDINO ASSESSMENT DISTRICT NO. 2018-1 (SNOWDROP ROAD) AND APPROVING CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

On Tuesday, April 6, 2021, on motion of Supervisor Rutherford, duly seconded by Supervisor Baca and carried, the following resolution is adopted by the Board of Supervisors of San Bernardino County, State of California.

WHEREAS, this Board of Supervisors has has taken proceedings under the Municipal Improvement Act of 1913, Division 12 of the California Streets and Highways Code (the "Code"), for the formation of the County of San Bernardino Assessment District No. 2018-1 (Snowdrop Road) (the "Assessment District") and has confirmed an assessment, which assessment and a related diagram were recorded in the office of the Director of Department of Public Works, Special Districts of the County, acting as the Superintendent of Streets, and with the County Recorder of the County of San Bernardino; and

WHEREAS, a notice of assessment, as prescribed in Section 3114 of the Code, has been recorded with the County Recorder of the County of San Bernardino (the "County"), whereupon the assessment attached as a lien upon the property assessed within the Assessment District as provided in Section 3115 of the Code; and

WHEREAS, the proceedings provide that bonds will be issued pursuant to the Improvement Bond Act of 1915, Division 10 of the Code (the "Act") to represent and be secured by the unpaid assessments on the parcels within the Assessment District other than the parcels with Assessment Numbers 29 and 44; and

WHEREAS, in accordance with the provisions of Streets and Highways Code Section 8625 this Board of Supervisors has been presented with certain information as set forth herein regarding the parcels with Assessment Numbers 29 and 44 as set forth herein which have resulted in a determination by this Board of Supervisors that bonds cannot be sold upon the security of the unpaid assessments on parcels with Assessment Numbers 29 and 44 due to a cause not applicable to the remaining parcels within the Assessment District with unpaid assessments (the "Remaining Parcels"); and

WHEREAS, this Board of Supervisors desires to authorize the issuance of a first series of bonds in an amount not to exceed the amount of unpaid assessments on the Remaining Parcels which will secure the repayment of the bonds to be issued as described in this resolution for the purpose of financing the construction and acquisition of the improvements for which the assessments were confirmed (the "Improvements"); and

WHEREAS, there has been presented to this Board of Supervisors the form of a Bond Indenture (the "Bond Indenture") between the County of San Bernardino and U.S. Bank National

Association, as Trustee (the "Trustee") pursuant to which the first series of bonds (the "Series 2021A Bonds") will be issued and additional series of bonds may be issued from time to time as provided therein; and

WHEREAS, this Board of Supervisors wishes to approve the form of the Bond Indenture and the sale of the Series 2021A Bonds to Western Alliance Business Trust, a wholly owned affiliate of Western Alliance Bank, an Arizona corporation, or an affiliate thereof (the "Purchaser"), on the terms set forth in the commitment letter (the "Commitment Letter") presented to this Board of Supervisors and to authorize the officers of the County to take all actions required for the issuance of the Series 2021A Bonds;

WHEREAS, in accordance with Government Code Section 5852.1, there has been presented to this Board of Supervisors and disclosed to the public certain good faith estimates provided to the County by its municipal advisor with respect to the Series 2021A Bonds, as set forth in Exhibit A hereto, and the requirements of Section 5852.1 have been satisfied; and

NOW, THEREFORE, the Board of Supervisors of the County of San Bernardino **DOES HEREBY FIND, DETERMINE, RESOLVE, AND ORDER** as follows:

Section 1. The above recitals are all true and correct.

Section 2. The Board hereby finds and determines that there are causes unique to Assessment Numbers 29 and 44 that prevent the sale of bonds secured by assessments on those parcels in that the owners of those parcels have been delinquent in the payment of property taxes for more than a year, Assessment Number 29 in the amount of $20,106.30 is for a parcel whose assessed value is $294 resulting in a value-to-lien of 0.02, which is the lowest in the Assessment District and Assessment Number 44 is in the amount of $571,880.71 and the owner of the parcel is in bankruptcy proceedings. In addition, the Purchaser has provided in the Commitment Letter that omitting Assessment Numbers 29 and 44 is a condition to its purchase of the Series 2021A Bonds. Therefore in accordance with Streets and Highways Code Section 8625 the Board determines that the sale of the Series 2021A Bonds secured by the unpaid assessments on the Remaining Parcels shall not be delayed and shall be issued in advance of any bonds secured by Assessment Numbers 29 and 44.

Section 3. The Bond Indenture is approved in substantially the form presented to this Board of Supervisors; and each of , the County Executive Officer, the County Chief Financial Officer, Assistant Executive Officer, Department Executive Officer, and the Director of Department of Public Works -Special Districts of the County and their written designees (individually an "Authorized Officer" and, collectively, the "Authorized Officers"), acting alone, is authorized and directed to execute, and the Clerk of the Board of Supervisors, or her written designee, is authorized to attest, the Bond Indenture substantially in the form approved with such additions thereto and changes therein as the Authorized Officer executing the Bond Indenture deems necessary to effectuate the sale of the Series 2021A Bonds to the Purchaser in accordance with the Commitment Letter, or as required by County Counsel and the County's Bond Counsel for the issuance of the Series 2021A Bonds, Stradling Yocca Carlson & Rauth, a Professional Corporation (the "Bond Counsel"). Approval of such changes shall be conclusively evidenced by the execution and delivery of the Bond Indenture by any one of the Authorized Officers.

Section 4. The Commitment Letter is hereby approved in the form presented and each of the Authorized Officers acting alone, is authorized and directed to execute the Commitment Letter

and the Series 2021A Bonds shall be issued in accordance with the terms set forth therein as incorporated into the Bond Indenture. The Series 2021A Bonds shall be issued pursuant to the provisions of the Act in an aggregate principal amount not to exceed the amount of the unpaid assessments on the Remaining Parcels levied for the construction of the Improvements (the "Improvements Assessments") (not to exceed $5,629,026), with a final maturity not later than September 2, 2043 and interest rates not to exceed twelve percent (12%) per annum. The Series 2021A Bonds shall be issued upon the security of the unpaid Improvements Assessments as set forth in the Bond Indenture. Subject to the foregoing limitations, the Series 2021A Bonds shall be dated, be in such aggregate principal amount, bear interest at such rate or rates, and mature on such date or dates and in such amount or amounts as are set forth in the Bond Indenture upon the execution and delivery thereof in accordance with Section 2 above. The Series 2021A Bonds shall be issued substantially in the form set forth in the Act, except as such form may vary from the terms and conditions set forth in the Bond Indenture. The principal amount of the Series 2021A Bonds to be sold will be as determined by the Director of Department of Public Works, Special Districts of the County, or his designee.

Neither the faith and credit nor the taxing power of the County, the State of California or any political subdivision thereof is pledged to the payment of the Series 2021A Bonds. The County is not obligated to advance available funds from the County treasury to the Redemption Fund in the event of a delinquency in the payment of an assessment installment or installments levied with respect to the Improvements Assessment. The Series 2021A Bonds are not general obligations of the County; they are limited obligations payable solely from the funds specified in the Act and the Bond Indenture.

Section 5. All moneys in the Improvement Fund established under the Bond Indenture shall be applied exclusively to the payment of the costs of the acquisition and construction of the Improvements described in the Assessment Engineer's Report prepared in connection with the formation of the Assessment District, as approved by this Board of Supervisors and as now or hereafter amended or changed by appropriate change and modification proceedings, and all expenses incidental thereto. Any surplus remaining in the Improvement Fund after payment of all costs and all legal charges, claims and expenses shall be applied in accordance with Section 10427 of the Code as determined by further action of this Board of Supervisors.

Section 6. The provisions of Part 11.1 (commencing with Section 8760) of the Act, providing an alternative procedure for the division of land and the Series 2021A Bonds, shall apply.

Section 7. The Series 2021A Bonds shall be registered in the name of the Purchaser and the Trustee is hereby authorized and directed to authenticate the Series 2021A Bonds and to deliver them to the Purchaser upon payment of the purchase price thereof.

Section 8. The Authorized Officers and other officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the sale and delivery of the Series 2021A Bonds, and otherwise to effectuate the purposes of this Resolution and such actions previously taken by such officers are hereby ratified and confirmed.

Section 9. Any action authorized or directed in this Resolution to be taken or performed by an Authorized Officer may be taken or performed by the written designee thereof with the same force and effect as if taken or performed by such Authorized Officer.

Section 10. If any section, subsection, sentence, clause or phrase of this Resolution shall be for any reason held by a court of competent jurisdiction to be unconstitutional, invalid or unenforceable, such holding shall not affect the validity of the remaining portions hereof. This Board of Supervisors hereby declares that it would have passed this Resolution and each section, subsection, sentence, clause or phrase hereof irrespective of the fact that any one or more sections, subsections, sentences, clauses or phrases be declared to be unconstitutional, invalid or unenforceable, and such holding shall not affect the validity of the remaining portions hereof.

Section 11. This Resolution shall be liberally construed to the end that its purpose may be effected. No error, irregularity or informality and no neglect or omission herein or in any proceeding had pursuant hereto which does not directly affect the jurisdiction of the Board of Supervisors shall void or invalidate this Resolution or such proceeding or any part thereof, or any act or determination made pursuant thereto.

Section 12. This Resolution shall take effect immediately upon its adoption.

PASSED and ADOPTED this 6th day of April, 2021, by the following vote, to wit:.

AYES:	SUPERVISORS: Col. Paul Cook (Ret.), Janice Rutherford, Dawn Rowe, Curt Hagman, Joe Baca, Jr.
NOES:	SUPERVISORS: None
ABSTAINED:	SUPERVISORS: None
ABSENT:	SUPERVISORS: None

STATE OF CALIFORNIA)
)
COUNTY OF SAN BERNARDINO)

I, LYNNA MONELL, Clerk of the Board of Supervisors of the County of San Bernardino, do hereby certify that the foregoing to be a full, true and correct copy of the record of the action taken by the Board of Supervisors, by vote of the members present, as the same appears in the Official Minutes of said Board at its meeting of April 6, 2021. Item #60 JLL

LYNNA MONELL
Clerk of the Board of Supervisors

By _____
Deputy

BOARD OF SUPERVISORS COUNTY OF SAN BERNARDINO SAN BERNARDINO COUNTY, CA

EXHIBIT A

GOOD FAITH ESTIMATES

The good faith estimates set forth herein are provided with respect to the Series 2021A Bonds in accordance with California Government Code Section 5852.1. Such good faith estimates have been provided to the County by the municipal advisor, Fieldman Rolapp & Associates (the "Municipal Advisor").

Principal Amount. The Municipal Advisor has informed the County that, based on the County's financing plan and current market conditions, its good faith estimate of the aggregate principal amount of the Series 2021A Bonds to be sold is $5,629,026 (the "Estimated Principal Amount"), and including net premium of $ 0.00, totaling $5,629,026.

True Interest Cost of the Series 2021A Bonds. The Municipal Advisor has informed the County that, assuming that the Estimated Principal Amount of the Series 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of these estimates, its good faith estimate of the true interest cost of the Series 2021A Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Series 2021A Bonds, is 4.86%.

Finance Charge of the Series 2021A Bonds. The Municipal Advisor has informed the County that, assuming that the Estimated Principal Amount of the Series 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of these estimates, its good faith estimate of the finance charge for the Series 2021A Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Series 2021A Bonds), is $355,344.

Amount of Proceeds to be Received. The Municipal Advisor has informed the County that, assuming that the Estimated Principal Amount of the Series 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of these estimates, its good faith estimate of the amount of proceeds expected to be received by the County for sale of the Series 2021A Bonds, less the finance charge of the Series 2021A Bonds, as estimated above, and any reserves or capitalized interest paid or funded with proceeds of the Series 2021A Bonds, is $5,406,257.

Total Payment Amount. The Municipal Advisor has informed the County that, assuming that the Estimated Principal Amount of the Series 2021A Bonds is sold, and based on market interest rates prevailing at the time of preparation of these estimates, its good faith estimate of the total payment amount, which means the sum total of all payments the County will make to pay debt service on the Series 2021A Bonds, plus the finance charge for the Series 2021A Bonds, as described above, not paid with the proceeds of the Series 2021A Bonds, calculated to the final maturity of the Series 2021A Bonds, is $8,807,103.