

PLACENTIA-YORBA LINDA UNIFIED SCHOOL DISTRICT
1301 E. Orangethorpe Avenue
Placentia, CA

Minutes
Special Board Meeting
Board of Education

8:20 a.m., Monday, June 6, 2011
District Educational Center
1301 E. Orangethorpe Avenue
Placentia, CA 92870

A Special Board Meeting of the Board of Education of the Placentia-Yorba Linda Unified School District was called to order by Mr. Eric Padget, President, in accordance with Government Code Sections 54950 et. seq., and Education Code Sections 35140 et seq. at 8:20 a.m., Monday, June 6, 2011, at the District Educational Center, 1301 E. Orangethorpe Avenue, Placentia.

PLEDGE OF ALLEGIANCE

ROLL CALL

Members Present: Eric Padget, President
Karin Freeman, Vice President
Carol Downey, Clerk
Judi Carmona, Trustee
Dr. Dennis Smith, Secretary
Late Arrivals: Mrs. Carrie Buck, Trustee (9:45 a.m.)

SUBJECT OF THE CALL

1. Consent Calendar Items
2. 2008-2011 Superintendent's Mid-Cycle Monitoring Report

RECOGNITION/PRESENTATIONS

None

PUBLIC COMMENT

None

SUPERINTENDENT'S REPORT

None

ADJOURNMENT

Time: 3:13 p.m.

Mr. Eric Padget, President, adjourned the June 6, 2011 Special Meeting of the Board of Education at 3:13 p.m.

Action: Carried
Ayes: 5
Noes: 0

Motion: Mrs. Karin Freeman
Second: Mrs. Carrie Buck

NEXT SCHEDULED MEETING

June 21, 2011

RESOLUTION NO. 68**RESOLUTION OF THE BOARD OF EDUCATION OF THE PLACENTIA-YORBA LINDA UNIFIED SCHOOL DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE AND SUBLEASE AND OTHER ACTS RELATING TO THE CONSTRUCTION OF THE EL CAMINO HIGH SCHOOL MODERNIZATION PROJECT - PHASE I**

WHEREAS, the Placentia-Yorba Linda Unified School District ("District") desires to construct improvements on a portion of the El Camino High School campus as a lease-leaseback project whereby the District will lease the Site which the District owns to Paul C Miller Construction Company, Inc. ("PCM") who will construct the Project thereon and lease the Project and underlying Site back to the District;

WHEREAS, Education Code Section 17406 authorizes the governing board of a school district, without advertising for bids, to let to any person, firm or corporation any real property belonging to the district if the instrument by which such property is let requires the lessee to construct on the demised premises, a building or buildings for use of the school district during the term thereof, and provides that title to the building shall vest in the school at the expiration of that term;

WHEREAS, it is in the best interest of the District to cause the construction of the Project through lease and sublease of the Site pursuant to Education Code Section 17406;

WHEREAS, in order to complete the Project, it is necessary that the District enter into the Site Lease, in which the Site will be leased to PCM, and a Sublease which provides for the sublease of the Site and the lease of the Project by PCM to the District, and that certain other action be taken and authorized;

WHEREAS, the Sublease includes construction provisions with which PCM shall comply with respect to construction of the Project ("Construction Services Agreement");

WHEREAS, pursuant to Section 17402 of the Education Code, the plans and specifications for the Project must be prepared and adopted prior to entering into Site Lease and the Sublease agreement for the Project ("Plans and Specifications");

WHEREAS, the District has determined it is in the best interest of the District to separate the Project into two phases ("Project Phase I" and "Project Phase II");

WHEREAS, the Board will be presented with a board resolution for approval, a guaranteed maximum price amount and final Division of the State Architect ("DSA")-approved Plans and Specifications for the Project Phase II at a later date, as applicable;

WHEREAS, in order to ensure that moneys sufficient to pay all costs will be available for the Project Phase I, the District desires to appropriate funds for the Project Phase I from its current fiscal year as provided by the Sublease;

WHEREAS, the Board has been presented with the Plans and Specifications for Phase I of the Project and has examined and approves of such documents, subject to minor revisions, if any, and subject to the delegation of authority provided by the Board as set forth below;

WHEREAS, the Board has been presented with the form of each document referred to herein relating to the transaction contemplated hereby and the Board has examined and approved each

document and desires to authorize and direct the execution of such documents and the consummation of such transaction, subject to the delegation of authority provided by the Board as set forth below;

WHEREAS, all acts, conditions, and things required by the 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 transaction authorized hereby, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner, and upon the terms herein provided.

NOW, THEREFORE, THE BOARD OF EDUCATION OF THE PLACENTIA- YORBA LINDA UNIFIED SCHOOL DISTRICT DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. Recitals. All of the recitals herein contained are true and correct.

Section 2. Site Lease and Sublease for Project Phase I. The form of agreement entitled "Site Lease" and the form of agreement entitled "Sublease" (with Construction Services Agreement attached thereto as Exhibit "D"), each presented to this meeting and each to be entered into by and between the District and PCM which together provide generally for (i) the lease by the District of the Site to PCM, (ii) the sublease of the Site and the lease of the Project Phase I by PCM to the District, and (iii) the payment of certain lease payments by the District under the Sublease in an amount equal to the aggregate construction costs for the Project Phase I as set forth in the Construction Services Agreement ("Lease Payments") are hereby approved subject to any revisions which are acceptable to both District's Superintendent ("Superintendent") and District's legal counsel. The Superintendent or their designee is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver to PCM such agreements, once finalized, pursuant to the delegation of authority provided for hereby.

Section 3. Approval of Process. The Governing Board hereby approves of the lease-leaseback process and [shall, at a later date, be presented with a final guaranteed maximum price amount for Phase I of the Project, prior to commencement of Phase I of the Project] OR [approves of the Guaranteed Maximum Price amount of FIVE HUNDRED TWENTY FOUR THOUSAND FOUR HUNDRED FORTY FIVE DOLLARS (\$524,445) plus a District Contingency amount of FIFTY TWO THOUSAND FOUR HUNDRED FORTY FOUR DOLLARS (\$52,444.00), for a total amount of FIVE HUNDRED SEVENTY SIX THOUSAND EIGHT HUNDRED EIGHTY NINE DOLLARS (\$576,889.00), for the construction of Phase I of the Project pursuant to the terms of the Construction Services Agreement].

Section 4. Approval of Plans and Specifications. The Governing Board hereby approves of the Plans and Specifications for the Project Phase I.

Section 5. Validation Action. The Board hereby authorizes District counsel to file and litigate an appropriate validation action, as required, in the appropriate court with respect to the construction of the Project Phase I and Project Phase II and the matters approved by this Resolution.

Section 6. Other Acts; Delegation. The District's Governing Board hereby approves a delegation of authority and appoints the District Superintendent, or the designee of the District Superintendent, who is/are hereby authorized and directed, to execute and deliver the Site Lease and Sublease as provided by Section 2 above, execute and deliver documents and/or negotiate documents with PCM, and as required execute court pleadings or documents necessary to effectuate the prompt litigation of the validation action, and to do any and all things necessary, in consultation with the staff, that they may deem necessary or advisable in order to effectuate the purpose and intent of this

Resolution, all subject to ratification of the Board of Education, if necessary. Said delegation shall be valid during the construction of the Project Phase I, or until otherwise rescinded by the Governing Board.

Section 7. Effective Date. This Resolution shall take effect upon adoption.

PASSED AND ADOPTED this 6th day of June, 2011 by the following vote:

AYES: Eric Padget, Karin Freeman, Carol Downey, Judi Carmona

NOES: None

ABSENT FOR VOTE: Carrie Buck

ABSTAINED: None

I, Eric Padget, President of the Placentia-Yorba Linda Unified School District Governing Board, do hereby certify that the foregoing is a full, true, and correct copy of the resolution passed and adopted by said Board at a regularly scheduled and conducted meeting held on said date, which resolution is on file in office of said Board.

Eric Padget
President of the Board of Education
Placentia-Yorba Linda Unified School District

I, Carol Downey, Clerk of the Board of Education of the Placentia-Yorba Linda Unified School District, do hereby certify that the foregoing Resolution was introduced and adopted by the Board of Education of the Placentia-Yorba Linda Unified School District at a regular session meeting thereof held on the 6th day of June 2011, by the following forgoing vote.

Carol Downey
Clerk of the Board of Education
Placentia-Yorba Linda Unified School District

RESOLUTION NO. 69

RESOLUTION OF THE BOARD OF EDUCATION OF THE PLACENTIA-YORBA LINDA UNIFIED SCHOOL DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE AND SUBLEASE AND OTHER ACTS RELATING TO THE CONSTRUCTION OF THE VALENCIA HIGH SCHOOL QUAD MODERNIZATION PROJECT - PHASE I

WHEREAS, the Placentia-Yorba Linda Unified School District ("District") desires to construct improvements on a portion of the Valencia High School campus as a lease-leaseback project whereby the District will lease the Site which the District owns to Paul C Miller Construction Company, Inc. ("PCM") who will construct the Project thereon and lease the Project and underlying Site back to the District;

WHEREAS, Education Code Section 17406 authorizes the governing board of a school district, without advertising for bids, to let to any person, firm or corporation any real property belonging to the district if the instrument by which such property is let requires the lessee to construct on the demised premises, a building or buildings for use of the school district during the term thereof, and provides that title to the building shall vest in the school at the expiration of that term;

WHEREAS, it is in the best interest of the District to cause the construction of the Project through lease and sublease of the Site pursuant to Education Code Section 17406;

WHEREAS, in order to complete the Project, it is necessary that the District enter into the Site Lease, in which the Site will be leased to PCM, and a Sublease which provides for the sublease of the Site and the lease of the Project by PCM to the District, and that certain other action be taken and authorized;

WHEREAS, the Sublease includes construction provisions with which PCM shall comply with respect to construction of the Project ("Construction Services Agreement");

WHEREAS, pursuant to Section 17402 of the Education Code, the plans and specifications for the Project must be prepared and adopted prior to entering into Site Lease and the Sublease agreement for the Project ("Plans and Specifications");

WHEREAS, the District has determined it is in the best interest of the District to separate the Project into two phases ("Project Phase I" and "Project Phase II");

WHEREAS, the Board will be presented with a board resolution for approval, a guaranteed maximum price amount and final Division of the State Architect ("DSA")-approved Plans and Specifications for the Project Phase II at a later date, as applicable;

WHEREAS, in order to ensure that moneys sufficient to pay all costs will be available for the Project Phase I, the District desires to appropriate funds for the Project Phase I from its current fiscal year as provided by the Sublease;

WHEREAS, the Board has been presented with the Plans and Specifications for Phase I of the Project and has examined and approves of such documents, subject to minor revisions, if any, and subject to the delegation of authority provided by the Board as set forth below;

WHEREAS, the Board has been presented with the form of each document referred to herein relating to the transaction contemplated hereby and the Board has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such transaction, subject to the delegation of authority provided by the Board as set forth below;

WHEREAS, all acts, conditions, and things required by the 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 transaction authorized hereby, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner, and upon the terms herein provided.

NOW, THEREFORE, THE BOARD OF EDUCATION OF THE PLACENTIA- YORBA LINDA UNIFIED SCHOOL DISTRICT DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. Recitals. All of the recitals herein contained are true and correct.

Section 2. Site Lease and Sublease for Project Phase I. The form of agreement entitled "Site Lease" and the form of agreement entitled "Sublease" (with Construction Services Agreement attached thereto as Exhibit "D"), each presented to this meeting and each to be entered into by and between the District and PCM which together provide generally for (i) the lease by the District of the Site to PCM, (ii) the sublease of the Site and the lease of the Project Phase I by PCM to the District, and (iii) the payment of certain lease payments by the District under the Sublease in an amount equal to the aggregate construction costs for the Project Phase I as set forth in the Construction Services Agreement ("Lease Payments") are hereby approved subject to any revisions which are acceptable to both District's Superintendent ("Superintendent") and District's legal counsel. The Superintendent or their designee is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver to PCM such agreements, once finalized, pursuant to the delegation of authority provided for hereby.

Section 3. Approval of Process. The Governing Board hereby approves of the lease-leaseback process and [shall, at a later date, be presented with a final guaranteed maximum price amount for Phase I of the Project, prior to commencement of Phase I of the Project] OR [approves of the Guaranteed Maximum Price amount of NINETY FOUR THOUSAND ONE HUNDRED TWENTY EIGHT DOLLARS (\$94,128) plus a District Contingency amount of TWENTY THOUSAND DOLLARS (\$20,000.00), for a total amount of ONE HUNDRED FOURTEEN THOUSAND ONE HUNDRED TWENTY EIGHT DOLLARS (\$114,128.00), for the construction of Phase I of the Project pursuant to the terms of the Construction Services Agreement].

Section 4. Approval of Plans and Specifications. The Governing Board hereby approves of the Plans and Specifications for the Project Phase I.

Section 5. Validation Action. The Board hereby authorizes District counsel to file and litigate an appropriate validation action, as required, in the appropriate court with respect to the construction of the Project Phase I and Project Phase II and the matters approved by this Resolution.

Section 6. Other Acts; Delegation. The District's Governing Board hereby approves a delegation of authority and appoints the District Superintendent, or the designee of the District Superintendent, who is/are hereby authorized and directed, to execute and deliver the Site Lease and Sublease as provided by Section 2 above, execute and deliver documents and/or negotiate documents with PCM, and as required execute court pleadings or documents necessary to effectuate the prompt litigation of the validation action, and to do any and all things necessary, in consultation with the staff,

that they may deem necessary or advisable in order to effectuate the purpose and intent of this Resolution, all subject to ratification of the Board of Education, if necessary. Said delegation shall be valid during the construction of the Project Phase I, or until otherwise rescinded by the Governing Board.

Section 7. Effective Date. This Resolution shall take effect upon adoption.

PASSED AND ADOPTED this 6th day of June, 2011 by the following vote:

AYES: Eric Padget, Karin Freeman, Carol Downey, Judi Carmona

NOES: None

ABSENT FOR VOTE: Carrie Buck

ABSTAINED: None

I, Eric Padget, President of the Placentia-Yorba Linda Unified School District Governing Board, do hereby certify that the foregoing is a full, true, and correct copy of the resolution passed and adopted by said Board at a regularly scheduled and conducted meeting held on said date, which resolution is on file in office of said Board.

Eric Padget
President of the Board of Education
Placentia-Yorba Linda Unified School District

I, Carol Downey, Clerk of the Board of Education of the Placentia-Yorba Linda Unified School District, do hereby certify that the foregoing Resolution was introduced and adopted by the Board of Education of the Placentia-Yorba Linda Unified School District at a regular session meeting thereof held on the 6th day of June 2011, by the following forgoing vote.

Carol Downey
Clerk of the Board of Education
Placentia-Yorba Linda Unified School District