RESOLUTION OF THE BOARD OF SUPERVISORS OF ORANGE COUNTY, CALIFORNIA ACTING IN ITS CAPACITY AS THE LEGISLATIVE BODY OF COMMUNITY FACILITIES DISTRICT NO. 2002-1 OF THE COUNTY OF ORANGE (LADERA RANCH), AUTHORIZING THE ISSUANCE OF ITS SERIES 2023 SPECIAL TAX REFUNDING BONDS IN ONE OR MORE SERIES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED TWENTY-FIVE MILLION DOLLARS ($25,000,000) AND APPROVING CERTAIN DOCUMENTS AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

March 28, 2023

WHEREAS, the Board of Supervisors of the County of Orange, located in Orange County, California (hereinafter sometimes referred to as the “legislative body of the District”), has heretofore undertaken proceedings to form and declared the necessity to issue bonds on behalf of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) (the “District”) pursuant to the terms and provisions of the Mello‑Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2, Title 5 of the Government Code of the State of California (the “Act”); and

WHEREAS, the District has previously issued its $57,585,000 Series 2014 Special Tax Refunding Bonds (the “Prior Bonds”) to refund its Series A of 2003 Special Tax Bonds pursuant to the terms of Resolution No. 13-122 and the Supplement to Resolution No. 13-122; and

WHEREAS, the District now desires to refund a portion of the Prior Bonds through the issuance of bonds in an aggregate principal amount not to exceed $25,000,000 designated as the “Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) Series 2023 Special Tax Refunding Bonds” (the “Bonds”); and

WHEREAS, in order to effect the refunding of a portion of the Prior Bonds, the legislative body of the District desires to enter into a Local Obligation Bond Purchase Agreement (the “Local Obligations Purchase Agreement”), with the South Orange County Public Financing Authority (the “Authority”) and Community Facilities District No. 2003-1 of the County of Orange (Ladera Ranch) (“CFD No. 2003-1”), in substantially the form presented herewith, pursuant to which the District and the Authority will agree to exchange a portion of the Prior Bonds for the Bonds; and

WHEREAS, the legislative body of the District has determined in accordance with Section 53360.4 of the Act that a negotiated sale of the Bonds to the Authority in accordance with the terms of the Local Obligations Purchase Agreement approved as to form by this legislative body herein will result in a lower overall cost to the District than a public sale; and

WHEREAS, the legislative body of the District has determined that it is prudent in the management of its fiscal affairs to issue the Bonds; and

WHEREAS, the Authority, for the purpose of acquiring the Bonds and certain bonds of CFD No. 2003-1, will issue and sell its Special Tax Revenue Refunding Bonds (Ladera Ranch) 2023 Series A (Senior Lien Bonds) (the “Authority Bonds”) in accordance with the terms of a bond purchase agreement for the Authority Bonds; and

WHEREAS, the legislative body of the District has obtained from Fieldman, Rolapp & Associates, Inc. as the District’s Municipal Advisor, the good faith estimates required by Government Code Section 5852.1(a)(1), which the Municipal Advisor has prepared in consultation with the underwriter for the Authority Bonds, and such estimates are disclosed and set forth in Exhibit A attached hereto; and

WHEREAS, for this refunding there has been filed with the Clerk of the legislative body of the District the forms of the following documents to be executed or delivered by the District with respect to the issuance of the Bonds, which documents the legislative body of the District desires to approve for execution as described herein:

(1) The Supplemental Resolution No. 1 to Supplement to Resolution No. 13-122 attached hereto as Exhibit B (the “Supplemental Resolution”)

(2) The Local Obligations Purchase Agreement;

NOW, THEREFORE, the Board of Supervisors of the County of Orange acting as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

SECTION 1. Each of the above recitals is true and correct.

SECTION 2. The legislative body of the District authorizes the issuance of the Bonds pursuant to the Act for the benefit of the District for the purpose of refunding a portion of the Prior Bonds.

SECTION 3. The issuance of the Bonds in an aggregate principal amount not to exceed $25,000,000 is hereby authorized with the exact principal amount to be determined by the official signing the Local Obligations Purchase Agreement in accordance with Section 6 below. The legislative body of the District hereby determines that it is prudent in the management of its fiscal affairs to issue the Bonds. The Bonds shall mature on the dates and pay interest at the rates set forth in the Local Obligations Purchase Agreement to be executed on behalf of the District in accordance with Section 6 hereof. The Bonds shall be governed by the terms and conditions of the Supplement to Resolution No. 13-122 and the Supplemental Resolution. The Supplemental Resolution shall be prepared by Bond Counsel to the District and executed by any one of the Chair of the legislative body of the District, the County Executive Officer or his written designee, the Chief Financial Officer, the Budget and Finance Director or the Finance Team Lead of the County (each an “Authorized Officer”), in the form attached hereto as Exhibit B, with such additions thereto and changes therein as the Authorized Officer or Authorized Officers executing the same deem necessary to accomplish the issuance of the Bonds as contemplated by this Resolution, including to enhance the security for the Bonds or obtain a rating on the Bonds, to cure any ambiguity or defect therein, to insert the offering price(s), interest rate(s), selling compensation, principal amount per maturity, redemption dates and prices and such other related terms and provisions as limited by Section 6 hereof, or to conform any provisions therein to the Local Obligations Purchase Agreement and the Official Statement for the Authority Bonds. Approval of such changes shall be conclusively evidenced by the execution and delivery of the Supplemental Resolution by one or more Authorized Officers. Capitalized terms used in this Resolution which are not defined herein have the meanings ascribed to them in the Supplemental Resolution. The Supplement to Resolution No. 13-122 and the Supplemental Resolution shall constitute a contract between the District and the Owners of the Bonds.

In satisfaction of the requirements contained in Section 53363.2 of the Act, the legislative body of the District hereby determines that: (1) it is anticipated that the purchase of the Bonds will occur on or about May 18, 2023, (2) the Bonds shall bear the date, be in the denominations, have the maturity dates (which do not exceed the latest maturity date of the Prior Bonds being refunded), and be payable at the place and be in the form specified in the Supplement to Resolution No. 13-122 and the Supplemental Resolution, (3) the Bonds will bear interest at the minimum rate of 0.10% per annum, and (4) the designated cost of issuing the Bonds, as defined by Section 53363.8 of the Act, shall include all of the costs specified in Section 53363.8(a), (b)(2) and (c).

In satisfaction of the requirements contained in Section 53364.2 of the Act, the legislative body of the District hereby determines that any savings achieved through the issuance of the Bonds shall be used to reduce special taxes of the District, and such reductions shall be made in accordance with the rate and method of apportionment of special taxes for the District.

SECTION 4. The Bonds shall be executed on behalf of the District by the manual or facsimile signature of the Chair of the Board of Supervisors acting in its capacity as the legislative body of the District, and the seal of the District, or a facsimile thereof, may be impressed or imprinted thereon, and the Bonds shall be attested with the manual or facsimile signature of the Clerk of the Board of Supervisors acting in its capacity as the legislative body of the District. The County Treasurer, or her written designee, is hereby appointed to act as Paying Agent for the Bonds.

SECTION 5. The covenants set forth in the Supplement to Resolution No. 13-122 and the Supplemental Resolution to be executed in accordance with Section 3 above are hereby approved with respect to the Bonds, shall be deemed to be covenants of the Board of Supervisors in its capacity as the legislative body of the District and shall be complied with by the District and its officers.

SECTION 6. The form of the Local Obligations Purchase Agreement presented at this meeting is hereby approved; and each of the Authorized Officers, acting alone, is hereby authorized and directed, for and in the name of the District, to execute and the Clerk, or her written designee, is authorized to attest to the Local Obligations Purchase Agreement substantially in the form approved, with such additions thereto and changes therein as the Authorized Officer or Authorized Officers executing the same deem necessary to accomplish the issuance of the Bonds as contemplated by this Resolution, including changes relating to dates and numbers as are necessary to conform the Local Obligations Purchase Agreement to the dates, amounts and interest rates applicable to the Bonds as of the sale date. Approval of such additions and changes shall be conclusively evidenced by the execution and delivery of the Local Obligations Purchase Agreement; provided, however, that the Local Obligations Purchase Agreement shall be signed only if the interest rate on the Bonds is such that the principal of the Bonds plus the total interest cost to maturity on the Bonds is less than the principal of the Prior Bonds being refunded plus the total interest cost to maturity on the Prior Bonds being refunded.

SECTION 7. In accordance with the requirements of Section 53345.8 of the Act, the legislative body of the District hereby determines that the value of the real property in the District subject to the special tax to pay debt service on the Bonds is at least three times the principal amount of the Bonds, the Prior Bonds to remain outstanding after the issuance of the Bonds, and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act or a special assessment levied on property within the District.

SECTION 8. The County Executive Officer or his written designee, is authorized to provide for all services necessary to effect the issuance of the Bonds. Such services shall include, but not be limited to, obtaining legal services, paying agent services and any other services deemed appropriate as set forth in a certificate of the County Executive Officer, or his written designee. Each of the Authorized Officers is authorized to pay for the cost of such services, together with other costs of issuance with Bond proceeds.

SECTION 9. Each of the Authorized Officers is hereby appointed by the legislative body of the District as officers duly authorized to act on behalf of the District in accordance with the provisions of this Resolution. The Chair and Clerk of the legislative body of the District and the other officers and staff of the County and the District responsible for the fiscal affairs of the District are hereby authorized and directed to take any actions and execute and deliver any and all documents as are necessary to accomplish the issuance, sale and delivery of the Bonds in accordance with the provisions of this Resolution and the fulfillment of the purposes of the Bonds as described in the Supplement to Resolution No. 13-122 and the Supplemental Resolution, including providing certificates as to the accuracy of any information which is included in the Official Statement for the Authority Bonds. In the event that the Chair of the legislative body of the District is unavailable to sign any document authorized for execution herein, any other member of the legislative body of the District or the County Executive Officer or his written designee, may sign such document. Any document authorized herein to be signed by the Clerk of the legislative body of the District may be signed by a duly appointed deputy clerk.

SECTION 10. This Resolution shall take effect immediately upon its adoption.

**EXHIBIT A**

**GOOD FAITH ESTIMATES PURSUANT TO
GOVERNMENT CODE SECTION 5852.1**

The good faith estimates set forth herein are provided with respect to the Bonds in accordance with Section 5852.1 of the California Government Code. Such good faith estimates have been provided to the District by Fieldman, Rolapp & Associates, Inc., the District’s municipal advisor (the “Municipal Advisor”), which the Municipal Advisor has prepared in consultation with the underwriter for the Authority Bonds.

*Principal Amount*. The Municipal Advisor has informed the District that, based on the District’s financing plan and current market conditions, its good faith estimate of the aggregate principal amount of the Bonds to be issued and sold is **$22,520,000.00** (the “Estimated Principal Amount”).

*True Interest Cost*. The Municipal Advisor has informed the District that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the true interest cost of the 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 Bonds, is **3.08%**.

*Finance Charge*. The Municipal Advisor has informed the District that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the finance charge for the Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Bonds), is **$198,530**.

*Amount of Proceeds to be Received*. The Municipal Advisor has informed the District that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the amount of proceeds expected to be received by the District for sale of the Bonds, less the finance charge of the Bonds, as estimated above, and any reserves or capitalized interest paid or funded with proceeds of the Bonds, is **$23,201,279**.

*Total Payment Amount*. The Municipal Advisor has informed the District that, assuming that the Estimated Principal Amount of the Bonds is sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the total payment amount, which means the sum total of all payments the District will make to pay debt service on the Bonds, plus the finance charge for the Bonds, as described above, not paid with the proceeds of the Bonds, calculated to the final maturity of the Bonds, is **$29,267,167**, which excludes any reserves or capitalized interest funded or paid with proceeds of the Bonds (which may offset such total payment amount).

The foregoing estimates constitute good faith estimates only and are based on market conditions prevailing at the time of preparation of such estimates. The actual principal amount of the Bonds issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds issued and sold being different from the Estimated Principal Amount, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the District’s financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds issued and sold will be determined by the District based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates borne by the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the District.

**EXHIBIT B**

**SUPPLEMENTAL RESOLUTION NO. 1 TO SUPPLEMENT TO RESOLUTION NO. 13-122**

**GOVERNING TERMS OF THE**

**SERIES 2023 SPECIAL TAX REFUNDING BONDS OF**

**COMMUNITY FACILITIES DISTRICT NO. 2002-1**

**OF THE COUNTY OF ORANGE**

**(LADERA RANCH)**

ARTICLE I

DEFINITIONS

Section 1.1. Definitions 2

ARTICLE II

GENERAL AUTHORIZATION AND BOND TERMS

Section 2.1. Amount, Issuance, Purpose and Nature of 2023 Bonds 2

Section 2.2. Description of 2023 Bonds; Interest Rates 2

Section 2.3. Form of 2023 Bonds 3

ARTICLE III

EXCHANGE OF BONDS

Section 3.1. Exchange of Bonds 3

ARTICLE IV

REDEMPTION OF 2023 BONDS

Section 4.1. Redemption of 2023 Bonds 4

ARTICLE V

AMENDMENTS TO SUPPLEMENT TO RESOLUTION NO. 13-122

Section 5.1. Amendment to Section 1.1 of the Supplement to Resolution No. 13-122 4

Section 5.2. Amendment to Section 10.8 of the Supplement to Resolution No. 13-122 5

ARTICLE VI

MISCELLANEOUS

Section 6.1. Provisions Constitute Contract 5

Section 6.2. Severability 5

Signatures S-1

Attachment 1 Form of 2023 Bonds 1‑1

**SUPPLEMENTAL RESOLUTION NO. 1 TO SUPPLEMENT TO RESOLUTION NO. 13-122**

THIS SUPPLEMENTAL RESOLUTION NO. 1 TO SUPPLEMENT TO RESOLUTION NO. 13-122 executed this \_\_ day of \_\_\_\_\_\_, 2023 (the “Supplemental Resolution) governs the terms of the Series 2023 Special Tax Refunding Bonds of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch), which are being issued as Parity Bonds in accordance with the Supplement to Resolution No. 13-122 executed on January 29, 2014 by the District (the “Supplement to Resolution No. 13-122”). Capitalized terms used and not defined herein shall have the meanings set forth in the Supplement to Resolution No. 13-122.

***R E C I T A L S*** :

WHEREAS, the Board of Supervisors of the County of Orange, located in Orange County, California (hereinafter sometimes referred to as the “legislative body of the District”), has heretofore undertaken proceedings and declared the necessity to issue bonds on behalf of the Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) (the “District”) pursuant to the terms and provisions of the Mello‑Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2, Title 5, of the Government Code of the State of California (the “Act”); and

WHEREAS, the District has previously issued its $57,585,000 Series 2014 Special Tax Refunding Bonds (defined in the Supplement to Resolution No. 13-122 as the “Bonds”) pursuant to the terms of the Supplement to Resolution No. 13-122 for the purpose of refunding its Series A of 2004 Special Tax Bonds; and

WHEREAS, Section 9.2 of the Supplement to Resolution No. 13-122 provides that the District may issue Parity Bonds for the purpose of refunding any outstanding Bonds pursuant to a Supplemental Resolution (as such terms are defined in the Supplement to Resolution No. 13-122); and

WHEREAS, Section 6.1(c) and (e) of the Supplement to Resolution No. 13-122 provides that the District may adopt a resolution supplementing and/or amending the Supplement to Resolution No. 13-122 without the consent of Bondowners for the purpose of providing for the issuance of Parity Bonds or in any other respect which is not materially adverse to the Bondowners; and

WHEREAS, the District now desires to refund the Bonds, other than the Term Bonds, and intends to accomplish such refunding through the issuance of a series of Parity Bonds designated as the “Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) Series 2023 Special Tax Refunding Bonds” (the “2023 Bonds”) in the aggregate principal amount of $\_\_\_\_\_\_\_\_; and

WHEREAS, all requirements of the Act and the Supplement to Resolution No. 13-122 for the issuance of the 2023 Bonds have been satisfied; and

WHEREAS, following the issuance of the 2023 Bonds and the refunding of the portion of the Bonds described above, the Term Bonds will remain outstanding in accordance with the terms of the Supplement to Resolution No. 13-122; and

NOW, THEREFORE, in order to establish the terms and conditions upon and subject to which the 2023 Bonds are to be issued, and in consideration of the premises and of the mutual covenants contained herein and of the purchase and acceptance of the 2023 Bonds by the Owners thereof, and for other valuable consideration, the receipt of which is hereby acknowledged, the District does hereby covenant and agree, for the benefit of the Owners of the 2023 Bonds, as follows:

**ARTICLE I

DEFINITIONS**

Section 1.1. Definitions. The following definitions are added to or, if set forth in Section 1.1 of the Supplement to Resolution No. 13-122, are revised to mean the following with respect to the 2023 Bonds:

“Interest Payment Date” means each February 15 and August 15, commencing August 15, 2023; provided, however, that, if any such day is not a Business Day, interest up to the Interest Payment Date will be paid on the Business Day next preceding such date.

“2023 Bonds” is as defined in the fifth Whereas clause hereof.

**ARTICLE II

GENERAL AUTHORIZATION AND BOND TERMS**

Section 2.1. Amount, Issuance, Purpose and Nature of 2023 Bonds. Under and pursuant to the Act and the Resolution, the 2023 Bonds in the aggregate principal amount of $\_\_\_\_\_\_\_, shall be issued as Parity Bonds for the purpose of refunding the outstanding Bonds, other than the Term Bonds. As provided in Section 2.3 of the Supplement to Resolution No. 13-122, the 2023 Bonds, the outstanding Bonds and any additional Parity Bonds which may hereafter be issued shall be equally payable from the Net Special Taxes and other amounts in the Special Tax Fund (exclusive of the Administrative Expense Account), which are pledged for such purpose, without priority for number, date of the 2023 Bonds, the outstanding Bonds or any Parity Bonds which may hereafter be issued, date of sale, date of execution, or date of delivery.

Section 2.2. Description of 2023 Bonds; Interest Rates. The 2023 Bonds shall be issued in fully registered form in denominations of $5,000 or any integral multiple thereof. The 2023 Bonds shall be numbered as desired by the Paying Agent.

The 2023 Bonds shall be designated “COMMUNITY FACILITIES DISTRICT NO. 2002-1 OF THE COUNTY OF ORANGE (LADERA RANCH), SERIES 2023 SPECIAL TAX REFUNDING BONDS.” The 2023 Bonds shall be dated as of their Delivery Date, be issued in the aggregate principal amount of $\_\_\_\_\_\_\_ and shall mature and be payable on August 15 in the years and in the aggregate principal amounts and shall be subject to and shall bear interest at the rates set forth in the table below payable on August 15, 2023 and each Interest Payment Date thereafter:

|  |  |  |
| --- | --- | --- |
| ***Maturity Date (August 15)*** | ***Principal Amount*** | ***Interest Rate*** |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |

Section 2.3. Form of 2023 Bonds. The definitive 2023 Bonds may be printed from steel engraved or lithographic plates or may be typewritten. The 2023 Bonds and the certificate of authentication shall be substantially in the form attached hereto as Attachment “1,” which form is hereby approved and adopted as the form of such 2023 Bonds and of the certificate of authentication. The 2023 Bonds shall be executed and authenticated in accordance with Section 2.7 of the Supplement to Resolution No. 13-122.

Only the 2023 Bonds as shall bear thereon such certificate of authentication in the form set forth in Attachment “1” hereto shall be entitled to any right or benefit under the Resolution, and no 2023 Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Paying Agent.

Section 2.4. Place and Form of Payment. The 2023 Bonds shall be paid at the place and in the manner set forth in Section 2.5 of the Supplement to Resolution No. 13-122.

**ARTICLE III

EXCHANGE OF BONDS**

Section 3.1. Exchange of Bonds. On the Delivery Date for the 2023 Bonds, the District shall cause the 2023 Bonds to be registered in the name of the Authority Trustee and shall deliver the Bonds to the Authority Trustee in exchange for the Bonds, other than the Term Bonds, which shall be extinguished and discharged upon such exchange.

**ARTICLE IV

REDEMPTION OF 2023 BONDS**

Section 4.1. Redemption of 2023 Bonds.

(a) Optional Redemption. Subject to the limitations set forth below, the 2023 Bonds maturing on or after August 15, 20\_\_ may be redeemed, at the option of the District from any source of funds, in whole, or in part in the order of maturity selected by the District, and by lot within a maturity, on any date on or after August 15, 20\_\_ at the following redemption prices, or at such lesser redemption prices as are consented to by the Authority, so long as all 2023 Bonds are owned by the Authority, expressed as a percentage of the principal amount to be redeemed, together with accrued interest to the date of redemption:

|  |  |
| --- | --- |
| ***Redemption Dates*** | ***Redemption Prices*** |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 103% |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 102 |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 101 |
| August 15, 20\_\_ and any date thereafter | 100 |

So long as the 2023 Bonds are owned by the Authority, the District may optionally redeem the 2023 Bonds only if it shall have delivered to the Authority a certificate of an Independent Financial Consultant to the effect that, following such optional redemption of the 2023 Bonds, the Revenues (as defined in the Authority Indenture), assuming timely payment on all Local Obligations (as defined in the Authority Indenture), will be adequate to make timely payment on the principal and interest on the Authority Bonds and the Authority shall have consented, in writing, to such optional redemption by the District. In the event the District elects to redeem 2023 Bonds as provided above, and, if applicable, has received the written consent of the Authority, the District shall give written notice to the Paying Agent of its election to so redeem, the redemption date and the principal amount of the 2023 Bonds to be redeemed. The notice to the Paying Agent shall be given at least 60 but no more than 90 days prior to the redemption date, or such shorter period as shall be acceptable to the Paying Agent.

**ARTICLE V

AMENDMENTS TO SUPPLEMENT TO RESOLUTION NO. 13-122**

Section 5.1. Amendment to Section 1.1 of the Supplement to Resolution No. 13-122. The definition of “Authorized Representative of the County” in Section 1.1 of the Supplement to Resolution No. 13-122 is hereby amended and restated in its entirety to read as follows:

“Authorized Representative of the County” means the Chair of the legislative body of the District, the County Executive Officer of the County, the Chief Financial Officer of the County, the Finance Team Lead of the County, the Budget & Finance Director of the County, or any other person or persons designated by the Chair of the legislative body of the District, the County Executive Officer of the County, the Chief Financial Officer of the County, the Finance Team Lead of the County, or the Budget & Finance Director of the County by a written certificate signed by one of such officers of the County and containing the specimen signature of each such person.”

Section 5.2. Amendment to Section 10.8 of the Supplement to Resolution No. 13-122. Section 10.8 of the Supplement to Resolution No. 13-122 is hereby amended and restated in its entirety to read as follows:

“Notices. Any notices required to be given to the District with respect to the Bonds or this Resolution shall be mailed, first class, postage prepaid, or personally delivered to the County Executive Officer of the County of Orange, 400 West Civic Center Drive, Santa Ana, California 92701, and all notices to the Treasurer shall be mailed, first class, postage prepaid, or personally delivered to the Treasurer Tax Collector’s Office, County of Orange, 601 North Ross Street, Santa Ana, California 92701, and all notices shall be mailed to the Paying Agent.”

**ARTICLE VI

MISCELLANEOUS**

Section 6.1. Provisions Constitute Contract. The provisions of the Resolution shall constitute a contract between the District and the 2023 Bondowners and the provisions of the Resolution shall be construed in accordance with the laws of the State of California.

After the issuance and delivery of the 2023 Bonds the Resolution shall be irrepealable but shall be subject to modifications to the extent and in the manner provided in the Resolution, but to no greater extent and in no other manner.

Section 6.2. Severability. If any covenant, agreement or provision, or any portion thereof, contained in this Supplemental Resolution, or the application thereof to any person or circumstance, is held to be unconstitutional, invalid or unenforceable, the remainder of this Supplemental Resolution and the application of any such covenant, agreement or provision, or portion thereof, to other persons or circumstances, shall be deemed severable and shall not be affected thereby, and this Supplemental Resolution and the 2023 Bonds shall remain valid and the 2023 Bondowners shall retain all valid rights and benefits accorded to them under the laws of the State of California.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]*

SIGNED AND APPROVED this \_\_ day of \_\_\_\_\_\_\_, 2023 by the Chair of the Board of Supervisors of the County of Orange, acting in its capacity as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch).

COMMUNITY FACILITIES DISTRICT NO. 2002-1 OF THE COUNTY OF ORANGE (LADERA RANCH)

By:

Chair of the Board of Supervisors of the County of Orange, acting in its capacity as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch)

SIGNED AND CERTIFIED THAT

A COPY OF THIS DOCUMENT

HAS BEEN DELIVERED TO THE CHAIR OF THE BOARD OF

SUPERVISORS:

Clerk of the Board of Supervisors of the County

of Orange, acting in its capacity as the legislative

body of Community Facilities District No. 2002-1

of the County of Orange (Ladera Ranch)

ATTACHMENT “1”

FORM OF 2023 BOND

No. \_\_\_\_\_ $\_\_\_\_\_\_\_\_\_

UNITED STATES OF AMERICA

STATE OF CALIFORNIA

COMMUNITY FACILITIES DISTRICT NO. 2002-1

OF THE COUNTY OF ORANGE

(LADERA RANCH)

SERIES 2023 SPECIAL TAX REFUNDING BOND

|  |  |  |
| --- | --- | --- |
| INTEREST RATE: | MATURITY DATE: | DATED DATE: |
| \_\_\_\_\_\_\_% | \_\_\_\_\_\_\_ | \_\_\_\_\_\_\_ |

REGISTERED OWNER: U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, AS TRUSTEE FOR SOUTH ORANGE COUNTY PUBLIC FINANCING AUTHORITY

PRINCIPAL AMOUNT: DOLLARS

COMMUNITY FACILITIES DISTRICT NO. 2002-1 OF THE COUNTY OF ORANGE (LADERA RANCH) (the “District”) situated in the County of Orange, State of California (the “County”), FOR VALUE RECEIVED, hereby promises to pay, solely from certain amounts held under the Resolution (as hereinafter defined), to the Registered Owner named above, or registered assigns, on the Maturity Date set forth above, unless redeemed prior thereto as hereinafter provided, the Principal Amount set forth above, and to pay interest on such Principal Amount from the Interest Payment Date (as hereinafter defined) next preceding the date of authentication hereof, unless (i) the date of authentication is an Interest Payment Date in which event interest shall be payable from such date of authentication, (ii) the date of authentication is after a Record Date (as hereinafter defined) but prior to the immediately succeeding Interest Payment Date, in which event interest shall be payable from the Interest Payment Date immediately succeeding the date of authentication, or (iii) the date of authentication is prior to the close of business on the first Record Date in which event interest shall be payable from the Dated Date set forth above. Notwithstanding the foregoing, if at the time of authentication of this Bond interest is in default, interest on this Bond shall be payable from the last Interest Payment Date to which the interest has been paid or made available for payment or, if no interest has been paid or made available for payment, interest on this Bond shall be payable from the Dated Date set forth above. Interest will be paid semiannually on February 15 and August 15 (each, an “Interest Payment Date”), commencing August 15, 2023, at the Interest Rate set forth above, until the Principal Amount hereof is paid or made available for payment.

The principal of and premium, if any, on this Bond are payable to the Registered Owner hereof in lawful money of the United States of America upon presentation and surrender of this Bond at the office of the Treasurer-Tax Collector of the County of Orange (the “Paying Agent”) in Santa Ana, California. Interest on this Bond shall be paid by check of the Paying Agent mailed, by first class mail, postage prepaid, or in certain circumstances described in the Resolution by wire transfer, to the Registered Owner hereof as of the close of business on the first day of the month in which the Interest Payment Date occurs (the “Record Date”) at such Registered Owner’s address as it appears on the registration books maintained by the Paying Agent.

This Bond is one of a duly authorized issue of “Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch), Series 2023 Special Tax Refunding Bonds” (the “2023 Bonds”) issued in the aggregate principal amount of $\_\_\_\_\_\_\_\_ pursuant to the Mello‑Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2, Title 5, of the California Government Code (the “Act”) for the purpose of discharging certain outstanding special tax bonds of the District. The issuance of the 2023 Bonds and the terms and conditions thereof are provided for by Resolution No. 23-\_\_ adopted by the Board of Supervisors of the County of Orange, acting in its capacity as the legislative body of the District (the “Legislative Body”) on \_\_\_\_\_\_\_, 2023, the Supplement to Resolution No. 13-122 executed by the Legislative Body on January 29, 2014 and the Supplemental Resolution No. 1 to Supplement to Resolution No. 13-122 adopted by the Legislative Body on \_\_\_\_\_\_, 2023 (collectively, the “Resolution”), and this reference incorporates the Resolution herein, and by acceptance hereof the Registered Owner of this Bond assents to said terms and conditions. The Resolution is adopted under and this Bond is issued under, and both are to be construed in accordance with, the laws of the State of California. All capitalized terms not defined herein shall have the meaning set forth in the Resolution.

Pursuant to the Act and the Resolution, the principal of, premium, if any, and interest on this Bond are payable solely from the portion of the annual special taxes pledged under the Resolution and authorized under the Act to be levied and collected within the District (the “Special Taxes”) and certain other amounts pledged to the repayment of the 2023 Bonds as set forth in the Resolution. The District may issue additional bonds secured by the Special Taxes on a parity with the Bonds in accordance with the Resolution. Any amounts for the payment hereof shall be limited to the portion of the Special Taxes pledged and collected or foreclosure proceeds received following a default in payment of the Special Taxes and other amounts deposited to the Special Tax Fund established under the Resolution, except to the extent that other provision for payment has been made by the Legislative Body, as may be permitted by law. The District has covenanted for the benefit of the owners of the 2023 Bonds that under certain circumstances described in the Resolution it will commence and diligently pursue to completion appropriate foreclosure proceedings in the event of delinquencies of Special Tax installments levied for payment of principal of, premium, if any, and interest on the 2023 Bonds.

Subject to the further limitations set forth in the Resolution, the 2023 Bonds maturing on or after August 15, 20\_\_, other than the Term Bonds, may be redeemed, at the option of the District from any source of funds, in whole or in part, in the order of maturity selected by the District and by lot within a maturity, on any date on or after August 15, 20\_\_ at the following redemption prices, or at such lesser redemption prices as are consented to by the Authority so long as all 2023 Bonds are owned by the Authority, expressed as a percentage of the principal amount thereof, together with accrued interest to the date of redemption:

| ***Redemption Dates*** | ***Redemption Prices*** |
| --- | --- |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 103% |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 102 |
| August 15, 20\_\_ through and including August 14, 20\_\_ | 101 |
| August 15, 20\_\_ and any date thereafter | 100 |

Notice of redemption with respect to the 2023 Bonds to be redeemed shall be given to the registered owners thereof not less than 30 nor more than 60 days prior to the redemption date in the manner specified in the Resolution. Neither a failure of the Registered Owner hereof to receive such notice nor any defect therein will affect the validity of the proceedings for redemption. All 2023 Bonds or portions thereof so called for redemption will cease to accrue interest on the specified redemption date; provided that funds for the redemption are on deposit with the Paying Agent on the redemption date. Thereafter, the registered owners of such 2023 Bonds shall have no rights except to receive payment of the redemption price upon the surrender of the 2023 Bonds.

This Bond shall be registered in the name of the Registered Owner hereof, as to both principal and interest, and the District and the Paying Agent may treat the Registered Owner hereof as the absolute owner for all purposes and shall not be affected by any notice to the contrary.

The 2023 Bonds are issuable only in fully registered form in the denomination of $5,000 or any integral multiple thereof and may be exchanged for a like aggregate principal amount of 2023 Bonds of other authorized denominations of the same issue and maturity, all as more fully set forth in the Resolution. This Bond is transferable by the Registered Owner hereof, in person or by his attorney duly authorized in writing, at the office of the Paying Agent in Santa Ana, California, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, upon surrender and cancellation of this Bond. Upon such transfer, a new registered 2023 Bond of authorized denomination or denominations for the same aggregate principal amount of the same issue and maturity will be issued to the transferee in exchange therefor.

The Paying Agent shall not be required to register transfers or make exchanges of (i) any 2023 Bonds for a period of 15 days next preceding any selection of the 2023 Bonds to be redeemed, or (ii) any 2023 Bonds chosen for redemption.

The rights and obligations of the District and of the registered owners of the 2023 Bonds may be amended at any time, and in certain cases without notice to or the consent of the registered owners, to the extent and upon the terms provided in the Resolution.

THE 2023 BONDS DO NOT CONSTITUTE OBLIGATIONS OF THE COUNTY OF ORANGE OR OF COMMUNITY FACILITIES DISTRICT NO. 2002-1 OF THE COUNTY OF ORANGE (LADERA RANCH) FOR WHICH THE COUNTY OF ORANGE OR THE DISTRICT IS OBLIGATED TO LEVY OR PLEDGE, OR HAS LEVIED OR PLEDGED, GENERAL OR SPECIAL TAXES, OTHER THAN THE SPECIAL TAXES REFERENCED HEREIN. THE 2023 BONDS ARE LIMITED OBLIGATIONS OF THE DISTRICT PAYABLE FROM THE PORTION OF THE SPECIAL TAXES AND OTHER AMOUNTS PLEDGED UNDER THE RESOLUTION BUT ARE NOT A DEBT OF THE COUNTY OF ORANGE, THE STATE OF CALIFORNIA OR ANY OF ITS POLITICAL SUBDIVISIONS WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY LIMITATION OR RESTRICTION.

This Bond shall not become valid or obligatory for any purpose until the certificate of authentication and registration hereon endorsed shall have been dated and signed by the Paying Agent.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by law to exist, happen and be performed precedent to and in the issuance of this Bond do exist, have happened and have been performed in due time, form and manner as required by law, and that the amount of this Bond, together with all other indebtedness of the District, does not exceed any debt limit prescribed by the laws or Constitution of the State of California.

IN WITNESS WHEREOF, Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch) has caused this Bond to be dated as of the Dated Date, to be signed on behalf of the District by the Chair of the Board of Supervisors of the County of Orange by his facsimile signature and attested by the facsimile signature of the Clerk of the Board of Supervisors and has caused its seal to be reproduced thereon.

Chair of the Board of Supervisors of the County of Orange, acting as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch)

ATTEST:

Clerk of the Board of Supervisors of the County of Orange, acting as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch)

[FORM OF PAYING AGENT’S CERTIFICATE

OF AUTHENTICATION AND REGISTRATION]

This is one of the 2023 Bonds described in the within-defined Resolution.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ By: ORANGE COUNTY TREASURER-TAX COLLECTOR, as Paying Agent

By:

Shari L. Freidenrich

[FORM OF LEGAL OPINION]

The following is a true copy of the opinion rendered by Stradling Yocca Carlson & Rauth, a Professional Corporation, in connection with the issuance of, and dated as of the date of the original delivery of, the 2023 Bonds. A signed copy is on file in my office.

Clerk of the Board of Supervisors of the County of Orange, acting as the legislative body of Community Facilities District No. 2002-1 of the County of Orange (Ladera Ranch)

[FORM OF ASSIGNMENT]

For value received the undersigned do(es) hereby sell, assign and transfer unto

(typewrite name, address and Social Security or federal tax identification number)

the within-registered Bond and hereby irrevocably constitute(s) and appoint(s)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ attorney, to transfer the same on the Bond Register with full power of substitution in the premises.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature Guaranteed:

By:

Note: The signature(s) on this assignment must correspond with the name(s) as written on the face of the within-registered Bond in every particular, without alteration or enlargement or any change whatsoever.

Note: Signature(s) must be guaranteed by an eligible guarantor institution.