

**Gravenstein Union School District
Board of Trustees
Special Board Meeting Agenda**

5:00 p.m.

Gravenstein Elementary School – Room 13

Thursday, August 2, 2012

**If you need an accommodation for the Board Meeting contact Superintendent Linda LaMarre at (707) 823-7008
Agenda documents are available for inspection at the Gravenstein District Office 3840 Twig Avenue, Sebastopol**

- I. CALL TO ORDER Time _____ Motion _____ Second _____ Vote _____
- II. Presentation - Caldwell-Flores Winters, Inc. (10 minutes)
- III. Presentation - Greg Isom-Urban Futures, Inc. (10 minutes)
- IV. Consideration of Consulting Services Agreement for Bond Financial Adviser
Motion _____ Second _____ Vote _____
- V. Consideration of Proposal for Bond and Disclosure Counsel Services
Motion _____ Second _____ Vote _____
- VI. Resolution 120802-1 - Bond Resolution for November 6, 2012 General Election
Motion _____ Second _____ Vote _____
- VII. Resolution 120802-2 To Establish Gravenstein Elementary Charter School Account Fund 03
Motion _____ Second _____ Vote _____
- VIII. Resolution 120802-3 To Establish Hillcrest Middle Charter School Account Fund 04
Motion _____ Second _____ Vote _____
- IX. Classified Salary Schedule (*eliminate obsolete step categories and combine Instructional Assistant and Daycare Aide Range/Step Categories*)
Motion _____ Second _____ Vote _____
- X. Board/Superintendent Goals
Motion _____ Second _____ Vote _____

PUBLIC COMMENT ON ITEMS IN CLOSED SESSION

- XI. ADJOURN TO CLOSED SESSION
Time _____ Motion _____ Second _____ Vote _____

A. Personnel – Hiring

Susan Fountain – P/T Classified Probationary Instructional Assistant - 6 hrs. 15 min. daily
Ryan Terchuren – P/T Certificated Probationary 0.29FTE Single Subject PE Teacher and
P/T Probationary Classified 4 hour daily Instructional Assistant
Amanda Davis – Long-term Substitute teacher for 5th grade classroom - beginning August 20
Jerri Leighton – Classified Probationary Daycare Director – Change from 7.95 to 6.0 daily hours
Motion _____ Second _____ Vote _____

- XII. RECONVENE TO OPEN SESSION
Time _____ Motion _____ Second _____ Vote _____

A. Announce Action Taken in Closed Session

- XIII. ADJOURNMENT
Time _____ Motion _____ Second _____ Vote _____

Gravenstein Union School District

Request for Proposal
Financial Advisory Services



Submitted by:
Caldwell Flores Winters, Inc.
July 25, 2012

Transmittal Letter

Gravenstein Union School District
Attn: Jim Horn, PE, LEED AP
Board President
3840 Twig Avenue,
Sebastopol, CA 95472

Dear Mr. Horn:

On behalf of Caldwell Flores Winters, Inc. ("CFW"), we are pleased to submit our proposal to the Gravenstein Union School District. CFW is unique in that we are a multidisciplinary firm with expertise in facilities planning and financial advisory services. We believe our expertise will provide you with strong service and success. As requested, our complete qualifications are enclosed. Some of our attributes include:

- **Leader in California K-14 Bond Transactions.** CFW is the leading financial advisor for school and community college districts, having issued over 550 general obligation (G.O.) bonds for Districts around the state. In the last 5 years alone, CFW has completed over 240 transactions. We have consistently been ranked as the leading financial advisory firm in the State.
- **Proven Success with K-12 Districts** - CFW has successfully assisted the bond programs of more K-12 districts than any other Financial Advisory firm. In 2011 we opened our 1000th school. During the 2010 election cycle over \$700 million in bond proceeds were raised by CFW for our clients in 14 counties throughout California.
- **Innovator in Structuring Transactions to Meet Client Goals** - CFW has had unparalleled success structuring transactions to meet specific tax rate, yield, and repayment goals. Our superior knowledge of the market, and the opportunities it presents will exceed your expectations once Gravenstein Union has succeeded in its bond election and bonds are being sold.
- **Consistent in Securing Strong Client Ratings** - In spite of the current economic difficulties, CFW has used its expertise and proprietary databases to buck the industry trend and has secured rating upgrades for many of our clients over the past few years. These upgrades have resulted in lower costs of borrowing for taxpayers, and more funds for facility improvements in a favorable construction cost market. CFW will continue to adapt and provide our Districts with the tools they need to succeed in the emerging new economy.

CFW recognizes that we are in a service business and that the challenge is to provide the best service on a consistent basis to our clients. That is why a majority of our business is from repeat clients. As such, we are absolutely focused on providing the utmost in service to Gravenstein Union School District, and will commit all of our firm's resources to ensure that your program is successful. Our staff and resources are available to the District as soon as you need us.

Sincerely,



Ernesto R. Flores
President

General Firm Information

Our understanding of the services to be provided to Gravenstein Union School District by CFW is consistent with the services we have provided many of our clients. CFW has the expertise and experience to provide the District with the services necessary for this endeavor. Our firm has a long history working with K-12 School Districts and we are the leading Financial Advisor to K-12 School Districts in California over the last 5 years.

Top California Financial Advisors, Last 5 years	
K-12 General Obligation Bonds	
Caldwell Flores Winters Inc	136
Dale Scott & Company Inc	92
Kelling Northcross & Nobriga Inc	77
Government Financial Strategies	59
Isom Advisors Inc	51

Source: CDIAC

There are three key factors which make CFW uniquely superior to its competitors:

1. Unmatched experience and expertise as the #1 K-12 School Financial Advisor in California;
2. Fully-integrated service approach to financial advisory services; and,
3. Efficient management to minimize workload on District Administration

Unmatched experience and expertise as the #1 K-12 School Financial Advisor in California

CFW's financial advisory expertise developed over the last 26 years qualifies CFW to expertly assist the District in preparing for a successful bond election, and subsequently accomplish the District's financings to meet its capital needs on-time and at the lowest cost to local tax-payers.

Despite the current economic environment, CFW has maintained its leader position as the most active school and community college district financial advisor in California. This has been facilitated in large part by our knowledge of how to successfully prepare for bond elections, our in-depth understanding of the capital markets, our ability to structure efficient financing vehicles, and expertise in navigating the various credit factors that influence interest rates and investor demand.

As the most experienced financial advisory firm and most active market participant, CFW is able to provide Gravenstein Union School District the utmost expert advice on the appropriate factors to be analyzed prior to the bond election, as well as expertly guide the District in the management of the bond program after a successful election. CFW believes that even in the pre-election stages, it is important to provide the District with information relative to the municipal market environment (interest rate levels, investor appetite, etc.), and how they may impact the District's eventual funding goals, availability of revenues, and tax tolerances.

General Firm Information

2) Fully-integrated service approach to financial advisory services

CFW brings all the pieces together. As an integrated, full-service firm, CFW applies a holistic lens to its Financial Advisory work. While many competitors act myopically (i.e. concerned with the immediate project alone), CFW always looks at how each individual bond program relates to the District's overall long-range capital goals and objectives.

Over its 26 year history CFW has represented over 200 K-12 and community college districts.

Some of CFW's accomplishments include:

- Over 200 bond campaigns won— a 90% success rate
- In 2010 CFW's K-12 clients represented approximately 30% of all successful G.O. bond elections undertaken in California
- Over \$200 million in Federal Stimulus authorization received in 2009 alone
- Over \$500 million in Program Management services provided
- CFW has also pioneered facility programs that enhance and maintain general fund sustainability and repayment programs that minimize the economic impact to taxpayers
- CFW is the number one financial advisor for schools and community colleges with over 180 bond transactions completed in the last five years

3) CFW minimizes the workload on District administration

As the District's Financial Advisor, CFW's goal is to minimize work on behalf of district management, and meet critical project objectives in a time and cost-efficient manner. We realize that we are hired by the District to ensure smooth program management without daily headaches and problem solving on the part of busy District administrators. We are committed to simplifying the process, educating all stakeholders of their roles and responsibilities, and meeting all deadlines and expectations.

"CFW integrates the delivery of its services in such a way that it maximizes the benefits to a district in time, dollars and performance. CFW developed a unique financing plan for our successful Measure Y G.O. bond program and has assisted the Rialto Unified School District as financial advisor in its bond sales and the refunding of its bonds. They are also managing the implementation of all our Measure Z projects – on time and per budget. I highly recommend their services to my colleagues."

Dr. Harold L. Cebrun, Sr.
Superintendent
Rialto Unified School District
(909) 820-7700 x.2124

School District G.O. Bond Funding Experience

CFW has a long history and experience working with districts throughout the State and across Northern California, including: Mark West Union, Sonoma Valley Unified, Piner-Olivet Union, Twin Hills Union, and Calistoga Joint Unified.

Over its 26 year history, CFW has:

- Sold over 550 bonds totaling more than \$5.0 billion in proceeds
- Secured over \$1.0 billion in school State Hardship and matching funds
- Garnered over \$260 million in Federal Stimulus authorization

Innovative approaches to bond structuring allowed many of our clients to continue to stay within the tax rate committed to voters in spite of decreases in local assessed values.

Many districts will be utilizing the 2012 election season to win local support for programs that:

- Improve academic achievement
- Preserve General Fund resources through bond proceeds
- Put more money in the classroom, where it belongs

Voters are willing to support bond measures, but they have to make economic sense and be part of an overall plan to improve facilities, student success, and the quality of life in the community. CFW has a proven track record of communicating these objectives to District voters. The following example summarizes our level of commitment to our clients and our expertise in bringing superior results to the task at hand.

Wiseburn School District

CFW specializes in implementing individualized financing programs for its clients and recognizes that each district has its own goals and needs. CFW assisted the Wiseburn School District in procuring general obligation bond proceeds and structuring the program efficiently enough to modernize all District school sites and construct a new middle school in less than 10 years. In 2010, CFW and the Wiseburn School District passed the fourth general obligation bond program in 13 years together. The most recent authorization was dedicated solely to the construction of a District owned charter high school facility for District students. The goal of this project was not to garner additional ADA, but to continue providing the District's students and community members with an exceptional educational environment in which a student population representative of California experiences no achievement gap. In order to issue the new authorization CFW assisted the District is applying for a bonding cap waiver from CDE and the District is currently in the process of selecting a site for their new campus.

"With CFW's help, we were one of the first school districts to ever pass a G.O. bond program in Orange County. Since May of last year, CFW has worked closely with us to develop a Facilities Assessment and Implementation Plan, including the transformation of our junior high schools to dedicated middle school academies."

Susan Belenardo, Ed.D
Superintendent
La Habra City School District
(562) 690-2305

Scope of Proposed Services

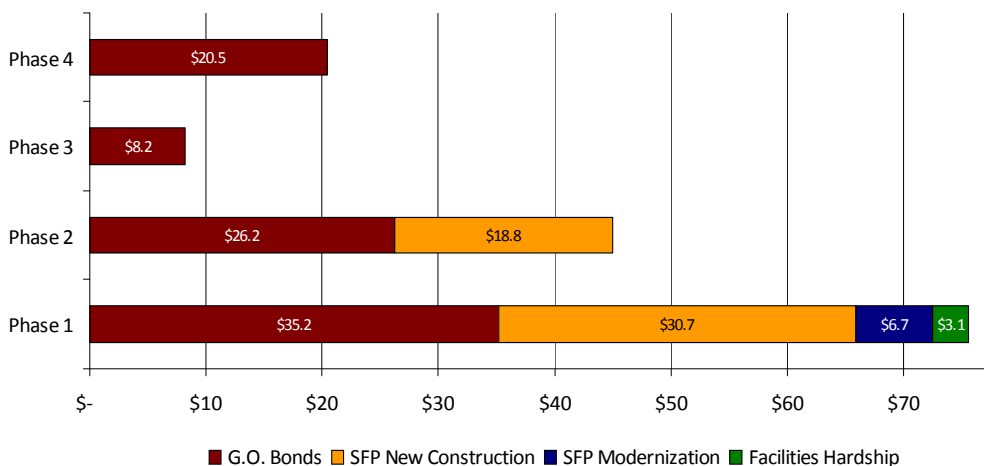
With assistance from Gravenstein Union School District staff and the District's other Professional Consultants, CFW will assist the District as follows:

Financial Advisory Services

- Conduct a cash flow analysis of proposed expenditures, phasing, and required revenues, and incorporate other revenues that may be available to assist, including State matching funds if available
- Work with the District to design an acceptable financing plan to meet anticipated shortfalls and amend the proposed program as needed in order to incorporate proposed changes or need for modification
- Recommend an optimal tax, tax rate, and method to assess the tax over the life of the proposed financing program
- Assist District in determining the feasibility of calling a future election to authorize a general obligation bond program, including feedback from stakeholders, responses from individual and group meetings and presentations
- Establish and manage a timeline in coordination with District and County by which to call election, certify election results, and issue bonds
- Assist team members in establishing a bond program, including bond counsel in the preparation of necessary resolutions calling election, establishing required ballot language, project list, oversight committee, tax rate statement and ballot arguments and rebuttals, if needed
- Work with the District and the County to prepare any required tax rate statement, including the maximum amount of bonds authorized to be issued, the projected tax rates over the estimated life of the bond program and the estimated timing of bonds to be sold
- Conduct public information program to inform public of proposed program and attend necessary meetings as requested by the District to explain the proposed program to staff, the community, and the Board

"CFW has provided financial advisory services to the El Rancho Unified School District for over 20 years. They have also provided survey and election services that have allowed us to successfully pass three major bond elections, including our last election in November 2010 during the height of the current recession."

Myrna Rivera Coté, Ed.D.
Former Superintendent
El Rancho Unified School District
(562) 942-1500



Example phased financing plan

Public Information Process

As part of the public information program, CFW will work with the District to:

- Highlight District and student achievements and how these successes are will further increase the District’s mission
- Contact prominent individuals, top taxpayers, and stakeholders to discuss program and seek acceptance
- Meet with local community organizations to present school needs and plans
- Coordinate efforts for earned media (site tours, press releases)
- Conduct Board meeting to consider resolution calling election
- Send out request for Oversight Committee members
- Conduct board meeting to announce Oversight Committee members

Each of the services above can be removed from the list of services required, or additional services, at the option of the Gravenstein Union School District. All services would be clearly spelled out in our contract for services, as agreed-upon by the District.

“Measure M faced funded, organized opposition. CFW implemented a positive strategy that overcame the “No” campaign and led us to a win on Election Day. This victory was a community effort, and would not have been possible without CFW’s expertise, leadership, and guidance.”

Superintendent Lillian Maldonado French
Mountain View School District

Additional Services Offered—Program Management

In addition to financial advisory services, we also offer program management services, which provide ongoing support services after the issuance of the bonds, to ensure the projects are delivered to the voter as promised. Our program management staff members offer over 50 years of seasoned experience in school facilities finance, planning, and construction. This service helps clients complete projects on time, within budget, and at quality standards.



Lindsay High School Groundbreaking
Lindsay USD, Lindsay, CA



San Antonio Elementary School
Alum Rock Union ESD, San Jose, CA

Timeline

CFW strives to meet all deadlines set forth. At each major milestone we ensure that the District and Board is given opportunity to review the progress to date and to provide their thoughts on the direction and shape that the project is going.

Should the District decide to pursue a G.O. Bond election in November, CFW proposes the following timeline:

Financial Consulting Advisory Services

August 2012

- Conduct Kick-off meeting with Superintendent and Chief Business Official at the District Office
- Review District's capital program, if available and establish preliminary financing plan to meet program requirements
- Analyze the assessed valuation profile of the District and recommend optimal tax rate and strategy
- Determine sequencing of projects and District Priorities
- Present staff with preliminary financial analysis for review and comment
- Analyze methods the District may use to support the educational program by enhancing its General Fund revenues and optimizing the Capital Program with existing funding sources
- Analyze additional funding sources or stimulus incentive programs available to the District, how these funds could be obtained

September 2012

- Revise and present optional financing plans and capital plan based on voter opinion survey results
- Conduct a community public information process to top internal and external constituent groups as required including production of any public information collateral (PowerPoint presentations, Fact Sheets, Frequently Asked Questions, Press and outreach materials)
- Provide projections for the impact that additional community development will have on increasing the District's future valuation
- Finalize Recommendations for District Consideration and circulate for Review

October 2012

- Present project findings and recommendation to the Board of Trustees
- Assist in preparation of ballot language
- Attend necessary meetings as requested by the District to explain the proposed financing program to staff, the community and the Board

Assigned Personnel



Ernesto R. Flores President

During his career with CFW, Mr. Flores has overseen the construction and modernization of over 1,000 schools throughout California. Since the firm's inception in 1986, he has overseen the evolution of the firm's integrated delivery system for meeting the facilities, financing and project delivery needs of California's school districts. Today, Mr. Flores oversees the firm's facilities planning, financial advisory, and program implementation services, including the securing of State Aid, voter approval of general obligation bonds, issuance of long term debt, and the orderly implementation of approved projects. UCLA



Khushroo Gheyara Chief Operating Officer

Mr. Gheyara has over 20 years experience in managing the integration of the firm's delivery system to meet the unique needs of each client. He has worked in completing over 500 financings, over 150 ballot measure campaigns and in the implementation of over \$1.0 billion of facilities design and implementation. He has worked in all facets of the firm's operations and heads the firm's management team and the delivery of client services. His goal is to maintain program objectives and a high standard of service throughout the process. USF



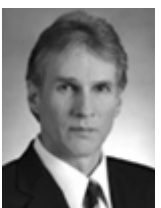
Yuri Calderon, J.D. CAO

As a former assistant attorney general, litigator and bond counsel, Mr. Calderon brings extensive experience in school district representation services, including construction and real estate transactions, public bidding laws, school finance, developer impact mitigation services, and professional services contract review. With over 20 years of experience, he assists the firm in providing our clients with the knowledge necessary to enter in long term and complex transactions with the experience to negotiate effective outcomes. Georgetown



Lalo Trujillo Managing Director

Having managed over 400 financings for clients over his 20 year career, Mr. Trujillo brings a knowledge of the investment banking requirements for each transaction and the credit requirements school districts must obtain to achieve the lowest cost of borrowing possible. He has an established expertise in lease and revenue financings, certificates of participation, general obligation bonds, the refunding of outstanding debt and anticipation notes. His experience and approach to task allows districts to weigh the options available to meet their financing needs in a clear and transparent manner, coupled with the most efficient use of taxpayer monies. UCLA



Steve Gortler Vice President

With over 20 years of public finance experience, including seven years as a public finance investment banker, six years as a financial advisor to districts and municipalities and eight years as an analyst with Standard & Poor's municipal credit rating agency, Mr. Gortler is responsible for the structuring, credit enhancement, and sale of all bond transactions. His technical skills and background allow clients to negotiate the credit review, sale of bonds and closing requirements for each transaction to their most beneficial outcome.



Miguel Rodriguez Assistant Vice President

As a financial consultant to over 120 districts, Mr. Rodriguez has developed capital financing plans tailored to the educational and facilities goals of districts. He has an extensive background in the structuring and sale of long term debt obligations, including financial reviews, municipal bond market research, and credit and security enhancements. He assists clients in the financial modeling and feasibility of facilities plans and oversees the integration of the financing plan. MIT-Harvard

Proposed Fees and Expenses

CFW's financial advisory services are committed to full transparency; therefore its FA services are on a fixed fee, plus expenses (not to exceed \$3,000), payable only upon the successful completion of a financing transaction, irrespective of how many hours of our time it takes to complete it. There is no "black box" or proprietary exclusions to its work product. Unlike some competitors, we do not charge an annual FA administration fee. Additionally, if there is a need to break a G.O. bond into two sales on the same day, only one fee is charged – no double dipping.

Our additional goal is to minimize transaction expenses by minimizing the amount of bond sales required – typically 3-4 bond sales per authorization. Some of our competitors have a documented pattern of structuring annual bond sales to maximize consultant fees – usually 5-7 bond sales per bond authorization.

CFW's proposed fees for various types of financing transactions are as follows:

General Obligation Bonds:	\$80,000
Refunding General Obligation Bonds:	\$42,500
Bond Anticipation Notes:	\$42,500

These fees include providing all of the services listed in the RFQ. In addition, CFW is prepared to provide the following additional services, if requested by the District, at no additional charge:

- Conduct a cash flow analysis of proposed expenditures, phasing, and required revenues, and incorporate other revenues that may be available to assist, including State aid and local developer fees
- Recommend an optimal tax, tax rate, and method to assess the tax over the life of the proposed financing program
- Assist District in determining the feasibility of calling an election to authorize a general obligation bond program, including feedback from stakeholders, responses from individual and group meetings and presentations
- Establish and manage a timeline in coordination with District and County by which to call election, certify election results, and issue bonds
- Assist team members in establishing a bond program, including bond counsel in the preparation of necessary resolutions calling election, establishing required ballot language, project list, oversight committee, tax rate statement and ballot arguments and rebuttals, if needed
- Work with the District and the County to prepare any required tax rate statement, including the maximum amount of bonds authorized to be issued, the projected tax rates over the estimated life of the bond program and the estimated timing of bonds to be sold
- Conduct public information program to inform public of proposed program and attend necessary meetings as requested by the District to explain the proposed program to staff, the community, and the Board

Our fee structure is comparable to the state averages for similar transactions, yet we are able to provide our clients with a significantly higher level of service and expertise than our competitors.

Client References

Jennie Snyder

Superintendent

Piner-Olivet School District

(707) 522-3000

Louann Carlomagno

Superintendent

Sonoma Valley Unified School District

(707) 935-4246

Esmeralda Mondragon

Superintendent

Calistoga Joint Unified School District

(707) 942-4703

Contact Information

The primary contact during the selection process is Mr. Lalo Trujillo.

Contact in information for our Emeryville offices:

Mr. Lalo Trujillo

Caldwell Flores Winters, Inc.

6425 Christie Avenue, Suite 270

Emeryville, California 94608

(510) 596-8170

ejtrujillo@cfwinc.com

CONSULTING SERVICES AGREEMENT

This CONSULTING SERVICES AGREEMENT (this “Agreement”) is dated as of the latest date set forth on the signature page hereto (the “Effective Date”) and is entered into by and between Urban Futures Inc., a California corporation (“Advisor”), and Gravenstein Union School District (“District”).

RECITALS

WHEREAS, District wishes to evaluate whether to seek voter approval to issue certain bonds (the “Bonds”) and desires that Advisor provide to District certain Consulting Services (defined below) with respect to the Bonds; and

WHEREAS, Advisor desires to provide to District certain Consulting Services with respect to the Bonds on the terms and subject to the conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations, and warranties contained in this Agreement, the parties agree as follows:

AGREEMENT

1. **CONSULTING SERVICES.** District hereby retains Advisor to perform (i) the pre-election planning services set forth on Exhibit A hereto (the “Pre-Election Planning Services”), and (ii) the financial advisory services set forth on Exhibit B hereto (the “Financial Advisory Services”). Advisor hereby agrees to perform the Consulting Services pursuant to the terms and conditions of this Agreement.

2. **EFFECTIVE DATE, TERM AND CONDITIONS.** This Agreement shall be effective as of the Effective Date and shall remain in effect (i) until the date of issuance of the final series of Bonds, including any subsequent refinancings of Bonds or (ii) the later 5-year (five-year) anniversary of the Effective Date (the “Term”) or (iii) until the Agreement is terminated as set forth below. The parties may extend the Term for successive 1-year (one-year) periods upon mutual written agreement, or otherwise as the parties may agree in writing.

3. **COMPENSATION.** Compensation for the Consulting Services provided to District pursuant to this Agreement shall be as set forth in this Section 3. All fees and expenses are contingent on the success of the Bond and sale of Bonds. Fees for Pre-Election Planning Services and Financial Advisory Services shall be paid out of proceeds received by the District resulting from the sale of Bonds.

a. Fees.

a) For Pre-Election Planning Services, District shall pay to Advisor a fee of Fifteen Thousand Dollars (\$15,000) payable upon the closing of the first series of Bonds.

b) For Financial Advisory Services, District shall pay to Advisor a fee of Sixty-Five Thousand Dollars (\$65,000) for each series of Bonds sold, payable upon the closing of each series of Bonds (including, without limitation, the first).

b. Expenses. District shall reimburse Advisor for reasonable out-of-pocket expenses incurred by Advisor in the course of performance of Consulting Services at the actual cost of such expenses, which are not to exceed \$2,500. Payment for any expenses pursuant to this Section 3(b) shall be made at the next following due date for payment of a fee pursuant to Section 3(a).

4. **COVENANTS.**

a. District.

a) Access to Personnel. District will cooperate with Advisor by providing opportunities to consult with District personnel as Advisor deems reasonably necessary to perform the Consulting Services.

b) Information. District agrees to provide on a timely, diligent and accurate basis, and to the best extent possible, all necessary information reasonably requested by Advisor for the purpose of performing the Consulting Services.

c) Additional Professional Services. District agrees to provide or authorize additional professional services (e.g., legal counsel, paying agent) as Advisor deems reasonably necessary to complete the Consulting Services and the Bond issuance. However, the District retains the sole discretion to hire any further consultants.

d) Further Assurances. District agrees to take such further actions as may be necessary or appropriate to effectuate, carry out and comply with all of the terms of this Agreement and the transactions contemplated hereby.

b. Advisor.

a) Compliance with Laws. Advisor shall, at all times, comply with all laws, rules and regulations related to the subject matter of this Agreement and to which Advisor is subject.

5. **TERMINATION.**

a. This Agreement may be terminated prior to the conclusion of the Term as follows:

a) By either party upon the other party's material breach of any of its representations, warranties or obligations under this Agreement, provided that such breach is not cured within thirty (30) days of receipt of notice specifying the breach.

b) At any time upon mutual written consent of the Parties.

b. Notwithstanding the foregoing, the District may terminate this Agreement without cause upon 30 days written notice and in that event Advisor shall be paid for the reasonable value of services performed to the date of termination, unless District terminates this Agreement without cause ninety days (90) or fewer prior to the sale of a series of Bonds in connection with a Bond program with respect to which Advisor performed any Consulting Services, Advisor shall be entitled to promptly receive (i) the full fee as set forth in Section 3(a)(i) with respect to Pre-Election Planning Services provided for such Bond series, if applicable; and (ii) the full fee as set forth in Section 3(a)(ii) with respect to Financial Advisory Services provided for such Bond series. Such amounts shall be paid by District to Advisor upon District's receipt of proceeds resulting from the sale of such Bonds.

6. **LIMITATION OF LIABILITY.**

a. Advisor Liability. The parties agree that Advisor's officers, directors, agents and employees shall not be personally liable to District for any damages in connection with this Agreement. Advisor shall be solely liable for any finally determined damages in connection with this Agreement for which Advisor is deemed liable.

b. Limitation of Advisor Liability. Except to the extent finally determined to have resulted from the gross negligence, fraud or willful misconduct of Advisor, Advisor's liability to pay damages for any losses or claims incurred by District, regardless of the theory of liability asserted, is limited to no more than an amount equal to the total amount of insurance required under this Agreement. In addition, Advisor shall not be liable in any event for lost profits, revenue or goodwill, or any other consequential, indirect or incidental damages.

c. District Liability. The parties agree that District's officers, directors, agents, and employees shall not be personally liable to Advisor for any damages in connection with this Agreement. District shall be solely liable for any finally determined damages in connection with this Agreement for which District is deemed liable.

d. Limitation of District Liability. Except to the extent finally determined to have resulted from the gross negligence, fraud or willful misconduct of District, District's liability to pay damages for any damages, losses and claims incurred by Advisor, regardless of

the theory of liability asserted, is limited to the total amount of insurance required under this Agreement. In addition, District will not be liable in any event for lost profits, revenue or goodwill, or any other consequential, indirect, or incidental damages.

e. Survival of Liability. The provisions of this Section 6 shall survive the expiration or termination of this agreement.

7. **CONFIDENTIALITY OF INFORMATION.** It is mutually agreed that Advisor shall regard all information received during the performance of services pursuant to this Agreement (“Confidential Information”) as confidential and shall not disclose Confidential Information to any other person without prior written consent of District. Confidential Information shall not include information that: (i) is, as of the time of its disclosure, or thereafter becomes, part of the public domain through a source other than Advisor; or (ii) is subsequently learned from a third party not under a confidentiality obligation to District. In addition, Advisor shall be entitled to disclose Confidential Information to the extent such disclosure is required by the order of a court of competent jurisdiction, administrative agency, or other governmental body, provided that Advisor shall provide prompt, advance written notice thereof to enable District to seek a protective order or otherwise prevent such disclosure. The confidentiality obligations of Advisor shall survive the expiration or termination of this Agreement.

8. **ADDITIONAL MATTERS.**

a. Governing Law; Jurisdiction. It is expressly understood and agreed that this Agreement and all questions arising hereunder shall be construed according to the laws of the State of California, without giving effect to conflicts of law principles. All actions or proceedings arising directly or indirectly from this Agreement shall be litigated in the Superior Court located within Sonoma County, California and no other place. The parties consent to the jurisdiction thereof and the parties further agree not to disturb such choice of forum.

b. Successors and Assigns. Except as otherwise provided herein, this Agreement shall not be assignable by either party without the express written consent of the other party hereto. Nothing in this Agreement, express or implied, is intended to confer upon any party other than the parties hereto or their respective successors and assigns any rights, remedies, obligations, or liabilities under or by reason of this Agreement, except as expressly provided in this Agreement.

c. Independent Contractor. Advisor shall have no authority to contract on behalf of the District. It is expressly understood and agreed by both parties that Advisor, its officers, agents and employees, while engaged in carrying out and complying with any terms and conditions of this Agreement, is an independent contractor and not an officer, agent or employee of the District.

d. Insurance. With respect to the performance of work under this Agreement, Advisor shall maintain insurance as described below:

- (a) Worker's compensation insurance with statutory limits as required by the Labor Code or the State of California.
- (b) Commercial or Comprehensive General Liability insurance covering bodily injury and property damage utilizing an occurrence policy form, in an amount no less than \$1,000,000 combined single limit for each occurrence and \$2,000,000 aggregate. Said insurance shall include, but not be limited to: premises and operations liability, independent contractors liability, and personal injury liability. The District shall be named as an additional insured for the above policy.
- (c) Professional Liability (Errors and Omissions) insurance for all activities of the Advisor arising out of or in connection with this Agreement in an amount no less than \$1,000,000 combined single limit for each occurrence.
- (d) Documentation. The following documentation shall be submitted to the District:
 - (1) Properly executed Certificates of Insurance clearly evidencing all coverage, limits, and endorsements required above. Said certificates shall be submitted prior to the execution of this Agreement.
 - (2) Signed copies of the specified endorsements for each policy. Said endorsement copies shall be submitted within thirty (30) days of execution of this Agreement.
 - (3) Upon District's written request, certified copies of insurance policies. Said policy copies shall be submitted within thirty (30) days of District's request.

e. Nondiscrimination. Advisor shall comply with all applicable federal, state and local laws, rules and regulations in regard to nondiscrimination in employment because of race, color, ancestry, national origin, religion, sex, marital status, age, medical condition, handicap or other prohibited basis. All nondiscrimination rules or regulations required by law to be included in this Agreement are incorporated by this reference.

f. Conflict of Interest. Advisor represents that it presently has no interest which would conflict in any manner or degree with the performance of services contemplated by this Agreement. Advisor further represents that in the performance of this Agreement, no person having such interest will be employed.

g. Ownership of Results. Any interest of the Advisor in studies, reports, memoranda, computation sheets or other documents prepared by Advisor in connection with

services to be performed under this Agreement shall become the property of and will be transmitted to the District.

h. Amendments to Agreement. This Agreement may not be modified, amended or supplemented except by written instrument executed by all parties hereto.

i. Notice. All notices to be given by the parties hereto and other communications hereunder shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified; (ii) when sent by confirmed telex, electronic mail or facsimile if sent during normal business hours of the recipient, if not, then on the next business day; (iii) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt; or (iv) four days after deposit with a United States Post Office, first class postage prepaid and registered. All communications shall be sent as follows:

To Advisor:

Urban Futures Inc.
1470 Maria Lane, Ste. 315
Walnut Creek, CA 94596
Attn.: Jonathan Isom, Managing Principal
Telephone: (925) 478-7450
E-mail: jonisom@urbanfuturesinc.com

To District:

Gravenstein Union School District
3840 Twig Ave.
Sebastopol, CA 95472
Attn.: Linda LaMarre, Superintendent
Telephone: (707) 823-7008
E-mail: llamarre@grav.k12.ca.us

j. Severability. If one or more provisions of this Agreement are held to be unenforceable under applicable law, such provision shall be excluded from this Agreement and the balance of the Agreement shall be interpreted as if such provision were so excluded and shall be enforceable in accordance with its terms.

k. Entire Agreement. This Agreement (including the Exhibits attached hereto) contains the entire understanding of the parties in respect of its subject matter and supersedes all prior agreements and understandings (oral or written) between the parties with respect to such subject matter. The Exhibits attached hereto constitute a part hereof as though set forth in full herein.

l. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the dates set forth below.

ADVISOR:

DISTRICT:

Urban Futures Inc.

Gravenstein Union School District

By: _____

By: _____

Name: Jonathan Isom

Name: Linda LaMarre

Title: Managing Principal

Title: Superintendent

Dated: _____, 2012

Dated: _____, 2012

EXHIBIT A

PRE-ELECTION PLANNING SERVICES

- Review District project list and assist District in preparing a capital and financing plan
- Analyze the assessed valuation of District, calculate bonding capacity, and perform financial analysis to determine possible bond proceeds
- Create an election timeline and financing timeline; coordinate same with bond counsel, District, and county
- Prepare a survey/voter opinion poll to assist District to assess voter attitudes toward District, proposed projects, specific themes, alternative tax rates, and overall support for a bond program
- Provide a survey/voter opinion poll results presentation to District to summarize results of survey/voter opinion poll
- Recommend proposed bond amount, issuance schedule, and projects to be funded by bond program
- Conduct public information program to assess the feasibility of a bond program in District including providing information
- Assist in the preparation of a bond election resolution including preparing ballot language and detailed bond project list
- Prepare tax rate statement and estimates of tax rates for bond program
- If needed, prepare ballot arguments and rebuttals

EXHIBIT B

FINANCIAL ADVISORY SERVICES

- Analyze the bond market to determine timing, credit enhancement requirements, structure, bond amount, legal documentation requirements, rating requirements, and method of sale
- Assist District, as needed, to assemble bond finance team members including bond counsel, paying agent, trustee, and underwriter
- Prepare timeline, distribution lists, and term sheets to manage financing
- Manage bond issuance process including the coordination with other finance team members (bond counsel, paying agent, trustee, and underwriter, if needed)
- Define the proposed structure including sizing, call provisions, amortization schedule, and phasing of debt service repayment
- Review legal documents including district and county resolutions, bond purchase agreements, Preliminary Official Statement, and Official Statement
- Prepare rating agency and insurer presentation; negotiate with analysts of same
- Assist in preparation and train District members for rating agency meetings
- Analyze tax base and recommend appropriate tax structure
- For competitive sale, review Notice of Sale and Bid Form, distribute bid documents to qualified underwriters and post bid documents, monitor and verify bids on day of sale, and coordinate award of winning bid
- For negotiated sale, discuss structure and tax rate objectives with underwriter, review proposed structure and scale and make recommendations as appropriate, review fees, and review final pricing
- Review closing documents including tax opinion, arbitrage certificate, and continuing disclosure certificate
- Prepare wrap up presentation booklets to summarize bond sale
- Manage pre-closing and closing
- Attend board meetings as needed to explain bond sale, legal documents, and pricing summary



July 18, 2012

650 California Street
18th Floor
San Francisco, CA 94108
t. 415.391.5780
f. 415.391.5784

Mr. Greg Isom
Isom Advisors
1470 Maria Lane, Suite 315
Walnut Creek, California 94596

Re: Proposal to Serve as Bond and Disclosure Counsel to Gravenstein Union
School District

Dear Mr. Isom:

Thank you for the opportunity to submit the attached proposal to act as Bond Counsel and Disclosure Counsel to the Gravenstein Union School District in connection with the proposed bond election and related financings described in the Request for Proposals circulated to us on July 13, 2012. We are very interested in serving the District in these capacities and, if selected, believe our extensive expertise and experience in these areas would result in exceptional representation of the District in connection with their proposed election and related general obligation bonds.

The firm of Jones Hall is a boutique law firm which has specialized exclusively in the area of public finance since its founding in 1978. The firm is composed of attorneys who have particular expertise in the representation of California public agencies, including school districts, college districts, cities, counties and special districts, in connection with their financing and capital facilities needs. During calendar year 2011, Jones Hall participated as Bond Counsel on over 200 long-term financings in California, totaling over \$3 billion in aggregate principal amount, and as Disclosure Counsel on over 120 financings totaling over \$2.9 billion in aggregate principal amount.

Our expertise in particular with respect to school and college district financing covers election proceedings for general obligation bonds and parcel taxes, the issuance of general obligation bonds, bond anticipation notes, lease revenue bonds, certificates of participation, tax and revenue anticipation notes, refunding obligations and other lawful financing structures.

Enclosed is a Statement of Qualifications which describes our firm in greater detail and includes a fee proposal. If we can provide any additional information or if you have any questions, please contact us directly.

Very truly yours,

Courtney L. Jones, Esq.

**Statement of Qualifications to Provide Bond and Disclosure
Counsel Services**

presented to the

GRAVENSTEIN UNION SCHOOL DISTRICT

**Courtney L. Jones, Esq.
William J. Kadi, Esq.
Jones Hall, A Professional Law Corporation
650 California Street, Eighteenth Floor
San Francisco, CA 94108
Phone: (415) 391-5780 Fax: (415) 391-5784**

E- Mails:

cjones@joneshall.com
wkadi@joneshall.com

1. INTRODUCTION

We are pleased to provide the Gravenstein Union School District (the "District") with the following Statement of Qualifications to serve as bond and disclosure counsel in connection with the District's possible general obligation bond election and issuance. We believe that Jones Hall is extremely qualified to serve the District in this capacity and we welcome the opportunity to do so.

2. FIRM OVERVIEW AND ORGANIZATION

Jones Hall is a firm comprised of fourteen attorneys, all of whom practice exclusively in the area of municipal finance as bond counsel, disclosure counsel, and special tax counsel. The firm operates as a professional law corporation, and has been practicing continuously for 32 years. Ten of the attorneys are shareholders in the corporation. We are the largest law firm in California which devotes 100% of its efforts to public finance. This specialization allows us to orient our practice to the peculiar requirements of public finance without the need to suit other unrelated areas of the legal profession. The attorneys are supported by a 15 member staff.

All of the firm's attorneys and staff are devoted to the single goal of serving local government in connection with its financing needs. The result of the concentration in this area is a highly trained and skilled staff directly responsible to its clients. Our success has been achieved by providing responsive service to all clients, whether their issues are very large or very small.

We are particularly proud of our Closing Department, which illustrates the flexibility the firm has in tailoring its practice to the requirements of the municipal bond business. Six highly trained para-professionals, some with backgrounds in investment banking, assist the attorneys in all pre-closing, closing and post-closing logistics and greatly alleviate the stress and strain which is typical of many bond closings.

Jones Hall is structured so as to provide the highest quality bond counsel services in the most effective and efficient manner possible. We believe that as a result of our unique attributes, our clients are provided with significant advantages that are not obtainable elsewhere.

3. OUR RANKING AND EXPERIENCE

One of the Highest Ranking California Bond Counsel Firms. Jones Hall has been among the most active bond counsel firms in California. We represent all types of public agencies, including school districts, cities, counties, redevelopment agencies and special districts. Although we have been qualified for participation in financings by the State of California and its various agencies, we have historically done no significant bond counsel business for the State; instead, the focus of our practice has been school districts, college districts, cities, joint powers authorities, and other local agencies.

During the past 15 years, more local California agencies have used Jones Hall as bond counsel on their long-term financings than any other law firm, based on statistics compiled by the California Debt and Investment Advisory Commission. We have served as bond counsel to more than 1,100 public entities in the State of California. The depth and breadth of our experience enables us to bring a level of knowledge and creativity to the structuring of financing transactions that is far greater than most bond firms.

Most recently, during calendar year 2011, Jones Hall participated as bond counsel on over 200 long-term financings in California totaling over \$3 billion in aggregate principal amount. Further, our practice includes representing our clients as Disclosure Counsel, as well as Bond Counsel, and during calendar year 2011, our firm ranked first in California representing California issuers as Disclosure Counsel based on number of issues, as compiled by Thomson Reuters.

Federal Tax Expertise. Jones Hall has broad experience in the federal tax aspects of municipal finance. The firm's tax partner, David Walton, was the attorney advisor on tax-exempt bonds for the United States Treasury Department prior to joining the firm. During his two years with Treasury, Mr. Walton played a key role in revising reimbursement rules and in the allocation and accounting provisions, and has been widely praised by the industry for helping to make tax-exempt bond rules simpler and more workable.

Education Facility Financing Generally. Jones Hall has extensive experience as bond counsel for all types of school district and college financings, including general obligation bonds, certificates of participation and tax and revenue anticipation notes. In the past five years, the firm served as bond counsel on education general obligation bond financings aggregating in excess of \$3.2 Billion.

Recent Successes in Sonoma County. The attorneys described in Section 4 below have had extensive experience with Sonoma County school districts in recent general obligations bond elections and related bond issuances, including:

- Guerneville School District (June, 2012)
- Old Adobe Union School District (June, 2012)
- Wright School District (June, 2012)
- Sebastopol Union School District (June, 2012)
- Cloverdale Unified School District (November, 2010)
- West Sonoma County Union High School District (November, 2010)

4. RESPONSIBLE PERSONNEL

Attorneys. It is our practice to assign a primary and secondary partner to each client. We propose that Courtney Jones serve as the primary contact as Bond Counsel and Disclosure Counsel, and that Bill Kadi serve as the secondary contact. Both Ms. Jones and Mr. Kadi are partners at Jones Hall. In addition, the firm's federal tax expert, Dave Walton, will be assigned to provide any assistance the District may need under federal tax law. Brief professional resumes of these attorneys are set forth below.

Courtney L. Jones, Esq.

Courtney has practiced public finance law since graduating from law school over 16 years ago. Over the course of her career at Jones Hall, she has represented all types of municipal issuers, including cities, school districts, and other special districts on all types of financings, including general obligation bonds, long-term lease financings and certificates of participation, and enterprise bonds. In the last five years her practice has become focused almost exclusively on school facility finance, with particular expertise on school district general obligation bond and lease financings. Courtney has extensive experience conducting judicial validation proceedings as required. With children which have

attended California public schools, Courtney is particularly in tune and concerned with the challenges facing public schools today.

Ms. Jones attended the University of California at Santa Barbara where she received her B.A. degree in 1990 and the University of the Pacific's McGeorge School of Law where she received her J.D. degree in 1995. She was admitted to the California Bar in 1995 and is a member of the National Association of Bond Lawyers.

William H. Kadi, Esq.

Bill has practiced municipal bond law for over 24 years, specializing almost exclusively in school facility finance. He has extensive experience with school district financings, including general obligation bonds, certificates of participation, special assessment bonds and Mello-Roos special tax issues. Bill is well-known in the bond industry as a seasoned expert in school facility finance.

Mr. Kadi attended the University of California at Berkeley where he received his B.S. degree in 1969 and University of the Pacific's McGeorge School of Law where he received his J.D. degree in 1972. He was admitted to the California Bar in 1972 and is a member of the National Association of Bond Lawyers.

David A. Walton, Esq. – Federal Tax Law Attorney

Dave has over 19 years of municipal bond experience and joined Jones Hall in 1992. Dave worked for the Internal Revenue Service from 1989 to June of 1990 where he was Counsel to the Assistant Chief Counsel (Technical) - Financial Institutions and Products. For two years thereafter, he served the United States Department of Treasury as an Attorney-Advisor in the Office of Tax Policy where he specialized in tax-exempt finance. He performs the tax analysis and writes the tax opinion and certificates for all tax exempt issues for the firm.

Dave is a recognized expert in the federal tax area of municipal finance. During his two years with Treasury, Dave played a key role in revising reimbursement rules and in the new allocation and accounting provisions, and has been widely praised by the industry for helping to make tax-exempt bond rules simpler and more workable. Dave is connected to the national network of tax lawyers and is held in sufficiently high esteem by his peers that he was elected to serve for three years on the Board of Directors of the National Association of Bond Lawyers.

Dave's educational background includes receiving his B.S. degree in 1980 from Brigham Young University, and receiving his J.D. degree in 1990 from Hastings College of the Law. He was admitted to the Utah Bar in 1983 and the California Bar in 1990. He is a member of the Committee on Tax-Exempt Finance of the American Bar Association, and a member of the Editorial Advisory Board of the *Public Finance Advisor*.

Each of the attorneys and other professionals involved in the financing will devote whatever time is required to ensure that the transaction is completed on schedule and in accordance with the District's expectations. They would be available for meetings, conferences,

consultations and otherwise, as and when needed, in order to accomplish the financing in an orderly and expeditious manner.

Staffing. As described in Section 2, our Closing Department provides excellent client services to ensure that all documentation has been finalized, signed and delivered to the proper parties to facilitate a smooth closing. One Project Coordinator will be assigned to each financing, and have the responsibility of coordinating with the financing team regarding details of the closing. Our Closing Department is staffed with only very experienced professionals, with the most junior Closing Coordinator having more than 10 years of experience closing public financing transactions.

5. SCOPE OF SERVICES

We will provide the services listed in the District's Request for Qualifications, including the following as required in connection with the issuance of General Obligation Bonds in series from time to time:

1. Consultation with the District and its staff, the County and the District's financial advisor concerning the bonds and the timing, terms and structure of the offering thereof including an examination of the alternative methods of issuance available to the District.
2. Preparation of the proceedings for the authorization and issuance of the bonds, including the resolution of the Governing Board setting forth the terms and conditions of the bonds and their form, date, denominations and maturity, and preparation of the proceedings for the sale of the bonds.
3. Prepare the Official Statement and participation in meetings reviewing the Official Statement.
4. Participation in preparation and attendance at rating agency presentations.
5. Attendance at meetings of the Governing Board of the District and with the District's financial advisor or underwriter regarding the issuance and sale of the bonds.
6. Examination of proofs of the bonds, the preparation of final closing papers, the organization and conducting of the bond closing and the rendering of a final legal opinion at the time of delivery of and receipt for payment of the bonds.

A general timeline showing our services is attached as Appendix B.

6. PROPOSED FEES AND EXPENSES

Our proposed fee as Bond Counsel and Disclosure Counsel, combined, in regard to the first series of bonds issued would be \$43,000. For each subsequent series (if any), our fee would be \$40,000. In addition, we would be reimbursed for out-of-pocket expenses incurred by us for shipping, delivery and courier service, photocopying, official transcript duplication and for travel, which would not exceed \$1,500 per series of bonds. Please note that our fees and expenses are contingent on the success of the election and the subsequent issuance of bonds. We will not submit an invoice to the District unless and until bonds are successfully issued.

7. DISTRICT REFERENCES

The following are references for general obligation bonds for school districts. The primary Jones Hall attorneys involved are indicated in parentheses:

- Elaine Carlson
Superintendent
Guerneville School District
14630 Armstrong Woods Rd.
Guerneville , California 95446
(707) 869-2864
(Courtney Jones)

- Liz Schott
Superintendent
Sebastopol Union School District
7611 Huntley Street
Sebastopol, California 95472
(707) 829-4570
(Bill Kadi)

- Steve Jorgensen
Superintendent
Cloverdale Unified School District
97 School Street
Cloverdale, California 95425
(707) 894-1920
(Bill Kadi)

- Keller McDonald
Superintendent
West Sonoma County Union High School District
462 Johnson Street
Sebastopol, California 95472
(707) 824-6403
(Bill Kadi)

8. CONCLUDING STATEMENT

We believe that Jones Hall is exceptionally qualified to serve as bond counsel for the District's facilities financing. We would provide the District with a depth of experience and expertise that is second to none, together with an unmatched level of services delivered in a timely and cost effective manner. If you have any questions or require any additional information, please call Courtney Jones at (415) 391-5780.

**JONES HALL,
A Professional Law Corporation**

July 16, 2012

VIA Email to: greg@isomadvisors.com

c/o Mr. Greg Isom
Financial Advisor
Gravenstein Union School District
3840 Twig Avenue
Sebastopol, CA 95472

Re: Request for Proposals for Bond and Disclosure Counsel Services for 2012 General
Obligation Bonds

Dear Mr. Isom:

Fulbright & Jaworski L.L.P. (“Fulbright”) is pleased to submit this proposal to serve as Bond Counsel and Disclosure Counsel to the Gravenstein Union School District (the “District”), in response to the Request for Proposals for Bond and Disclosure Counsel Services (the “Request”). We understand that the District is considering placing a bond measure (the “Measure”) on the ballot at the November 6, 2012 election (the “Election”). The District would use the proceeds of the general obligation bonds issued under the Measure (the “Bonds”) to finance various facility improvements throughout the District.

Fulbright is very active in school and community college district finance of all types, with a focus on the Southern California region. Our fourteen California public finance attorneys are headquartered in downtown Los Angeles, at the address shown above, where the Firm has been for twenty of its 90 years of operation. The Firm’s Public Finance Department is headed by Don Hunt, the undersigned, with more than 35 years of experience in public finance and is authorized to represent the Firm in all matters relating to the RFP and any resulting engagement with the District.

We can assure you of our capability and commitment to perform Bond Counsel and Disclosure Counsel services in an effective and timely manner using the staffing and other resources located in our Los Angeles office described in this proposal. We would be pleased to provide any further information you may find helpful in your evaluation of our proposal.

FULBRIGHT & JAWORSKI L.L.P.

By 

Donald L. Hunt, Esq.

**Proposal of Fulbright & Jaworski L.L.P.
to Serve as Bond and Disclosure Counsel to Gravenstein Union School District**

1. Overview of Firm.

Fulbright & Jaworski L.L.P. was founded in Houston, Texas, in 1919 and presently operates out of 16 offices in six states and from several foreign countries, with more than 900 lawyers worldwide. The Firm is a full-service international law firm, serving the needs of businesses, governments, non-profit organizations and individual clients around the world with more than 60 integrated practice areas including litigation, public finance, corporate, real estate, environmental and labor & employment. The Firm has been active in municipal finance for almost 100 years, and is listed as a “nationally recognized bond counsel firm” in the *Bond Buyer Municipal Marketplace*.

2. Organizational Structure.

The Los Angeles office includes 59 attorneys, as well as a number of non-lawyer professional staff. The Firm regularly places among the top ten law firms, nationwide, in various surveys of activity in the municipal bond market, in the categories of bond counsel, disclosure counsel and underwriter’s counsel, both in volume (number of transactions) and in aggregate principal amount of municipal bond offerings. For the first half of 2012, Thomson Financial ranked Fulbright fourth nationally among all Bond Counsel firms based upon the principal amount of long-term bonds issued (and third nationally in volume of transactions). The Firm’s entire Public Finance practice group is 54 attorneys strong. The Los Angeles Public Finance Department is among the most demographically diverse group of attorneys at any bond counsel firm, and has the capacity to assist on any type of financing the District may contemplate in a timely and effective matter.

3. Personnel Assigned to the District. The Firm prides itself on its ability to solve problems, to make efficient use of attorney and non-attorney resources in support of clients, and to respond quickly to clients when questions arise. On each public finance matter, in addition to the Responsible Partner (which, in the case of the District, would be Mr. Hunt), a Tax Partner, an Associate and a Paralegal are all also assigned. The goal in our staffing plan is to insure that the District will be able to reach a human being rapidly in situations that require quick response. All of the individuals assigned would have considerable experience acting as Bond Counsel and/or Disclosure Counsel for similar California school districts. Because our services are almost always paid on a fixed fee basis, this staffing structure is beneficial to the District and permits the utmost internal flexibility on work assignments necessary to get the job accomplished.

Attached to this Proposal as Schedule C are the Resumes of the attorneys that would assist the District as Bond Counsel if the Firm were selected.

Don Hunt, Partner, email: dhunt@fulbright.com
Tel. 213-892-9316, Fax 213-892-9494

Danny Kim, Partner, email: dkim@fulbright.com
Tel. 213-892-9320, Fax 213-892-9494

Mr. Greg Isom, Financial Advisor
July 16 2012
Page 2

Juan Redín, Associate, email: jredin@fulbright.com
Tel. 213-892-9381, Fax 213-892-9494

Richard Kornblith, Tax Partner, email: rkornblith@fulbright.com
Tel. 213-892-9313, Fax 213-892-9494

G. Stuart Clapp, Senior Paralegal and Project Manager, email: sclapp@fulbright.com
Tel. 213-892-9327, Fax 213-892-9494

Key Team Members. Don Hunt, Partner. Don serves as the head of the Public Finance and Administrative Law group for Fulbright's Los Angeles Office. He has specialized in public finance and administrative law for 35 years. He received a B.A. degree in 1971 from the University of Kansas and a J.D. degree in 1974 from the University of Chicago. He was admitted to the California Bar in 1974 and has specialized in public finance with Fulbright since October 1995. Prior to that time, he was the Managing Partner of the Los Angeles Office of Mudge Rose Guthrie Alexander & Ferdon. Mr. Hunt is a member of the National Association of Bond Lawyers, a fellow of The American College of Bond Counsel, the State and Local Government Law Section of the American Bar Association, Committee on Tax-Exempt Borrowing, the Los Angeles County Bar Association and the Community Redevelopment Agencies Association, and is a member of the Board of Directors of the California Association of Bond Lawyers. Don has extensive experience in school district financings, local government law, municipal and corporate financing, and has acted as Bond Counsel, Disclosure Counsel, Special Counsel, Issuer's Counsel, Underwriter's Counsel, Financial Advisor's Counsel, Letter of Credit Bank Counsel, Trustee's Counsel and Developer's Counsel representing clients in a wide range of transactions including general obligation bonds, lease revenue bond issues, water, wastewater financings, Mello-Roos and assessment district financings, leasing and certificates of participation, ARRA financings, advanced refundings of tax-exempt and taxable notes, tax allocation and other redevelopment agency financings, industrial development bond financings, phased capital improvement financing programs and other enterprise financings, transit district and airport financings, 63-20 and 501(c)(3) hospital and educational facilities financings, revenue anticipation note financings, joint powers authority financings, charter city financings and multifamily housing and single family mortgage financings.

Additional Attorneys. Mr. Hunt would be assisted by other members of the Firm, including our Tax Partner, Richard Kornblith, Danny Kim, a partner in our Public Finance Department, Juan Redín, an experienced associate in our Public Finance Department, and others as required in order to insure the District's financings are handled in a proper and efficient way. Resumes for the attorneys most likely to work on your matters are also attached as part of Schedule C. Our attorneys are, as always, assisted by law clerks and paralegals in order to improve efficiency and speed the delivery of documents to our clients.

4. Public Finance Experience. The Firm has been active in municipal finance for almost 100 years, and is listed as a “nationally recognized bond counsel firm” in the *Bond Buyer Municipal Marketplace*. The Los Angeles office of the Firm includes 11 full-time public finance attorneys. Mr. Hunt has more than 35 years of public finance experience in California.

In a typical year, the school finance group in Los Angeles closes more than 50 school financings, with about 20 of those done as Bond Counsel or Disclosure Counsel, or both. Our office was involved in the first-ever Qualified School Construction Bond (“QSCB”) issue done in the United States, for San Diego Unified School District, and we have provided legal assistance on certificates of participation, general obligation bonds (including refundings), bond anticipation notes, Mello-Roos Bonds and tax and revenue anticipation notes.

We believe our K-12 school election experience gives us a distinct advantage over other bond counsel firm.

(a) ***Experience on K-12 Tax-Exempt Issues of this Type.***

We have acted as counsel for a number of California districts in the year immediately following the passage of Prop 39 and assisted in the conduct of one of the first elections thereunder, in April 2001. Since then, our office has provided Bond Counsel services to K-14 districts for 34 separate elections. Our roster of school district clients that we have assisted in bond elections includes Charter Oak Unified School District, Covina-Valley Unified School District, Hawthorne School District, Wiseburn School District, Bakersfield City School District, Carlsbad Unified School District, Greenfield Union School District, Norris School District, Richland School District, Rio Bravo-Greeley Union School District, Salinas Union High School District and Val Verde Unified School District, among many others. In addition, we also worked with several California school districts for their June 2012 elections and are currently assisting several school districts and a healthcare district on elections for the November 2012 cycle.

The proposed Fulbright team includes professionals with decades of experience and, in the course of all this time, our attorneys have handled a broad range of challenges faced by school districts. We have had success in obtaining waivers of bonding capacity for four of our K-12 clients. We have also assisted a K-12 district in a workout with the State Board of Education regarding an alleged improper expenditure of State Matching Funds, and we found a way to finance the amount demanded by the State as a “refund.” We have worked closely with districts to reallocate project expenditures properly between bond authorizations, have assisted districts on forward bond sales and “springing advance refundings,” using existing bond proceeds to relieve the burden on the General Fund. We have provided ongoing assistance to districts who faced inquiries from the Attorney General, the State Controller, the State Board of Education and various County Offices. Most importantly, when approached by the District with a problem either of the type described above or with some other challenge, Fulbright lawyers would apply their excellent problem-solving skills to the situation. Our sound working relationships with consultants, underwriters, County Offices, County Treasurers and CDIAC

provide us with a strong baseline to help resolve complex problems, and we have every hope that the District will grow to have the same level of confidence in our advice and our work product, in the event we are selected as your Bond Counsel.

Fulbright attorneys have worked with various County Offices of Education and school districts in finding alternate sources of funding for their capital improvements, including general obligation Bonds, Bond Anticipation Notes and Certificates of Participation, as well as parcel taxes and the issuance of Tax and Revenue Anticipation Notes, to assist with cash flow deficits and deferred funding from the State.

In addition to participating in various C.A.S.H. and California School Boards Association conferences, and keeping up to date with current events, our school finance team regularly reviews and summarizes the Governor's Proposed Budget, May Revision, the enacted California State Budget and various Legislative Analyst Office ("LAO") Reports for entry in our districts' disclosure documents or official statements.

Attached as Schedule A is a list of more than twenty-five bond measures for which the firm has acted as Bond Counsel in the past five years.

5. Client References. We trust the attachments will answer your questions concerning the Firm, its attorneys and credentials. In this regard, we encourage you to ask questions of any of the issuer clients listed on the summary of transactions attached. We specifically encourage you to contact the following individuals to inquire about our capabilities and experience in this field:

Rosalina Rivera, Superintendent
Delano Joint Union High School District
1720 Norwalk Street
Delano, California 93215
Tel. (661) 720-4100
rivera@djuhsd.org

Dr. Donna Alonzo, Superintendent
Salinas City Elementary School District
840 South Main Street
Salinas, CA 93901
Tel. (831) 753-5600
dvaughan@salinascity.k12.ca.us

Dr. Robert Aguilar, Superintendent
Delano Union School District
1405 12th Avenue
Delano, California 93215
Tel. (661) 721-5000
raguilar2@duesd.org

Ambelina Garcia, Business Manager
McFarland Unified School District
601 Second Street
McFarland, California 93215
Tel. (661) 792-3081
amgarcia@mcfarland.k12.ca.us

6. *Fee Schedule.* Traditionally, the work described herein is performed on a fixed fee, contingent upon and payable at closing of each series of Bonds. Our fee schedule for this work is shown on Schedule B to this letter. As you can see on Schedule B, the fees are reduced following the first series of Bonds, as the Election cycle will already have been covered by our initial fees.

In addition, we have provided fee structures that would be applicable to additional legal services, such as the refunding of Prior Bonds, as well as requests the District may make between issues for assistance on waivers of bonding capacity limits, inquiries from the County Office of Education, real estate questions, responses to taxpayers and other miscellaneous matters. Such work would only be undertaken at the direction of senior District staff.

7. *Scope of Services.* When engaged by a district for the conduct of a Proposition 39 election, the Firm undertakes a number of responsibilities, some of which have a certain amount of overlap with those of other participants in the pre-election process.

Description of Pre-Election Services. In the early stages leading up to an Election, the Firm provides a number of services that occasionally overlap those offered by other consultants the District may engage. Such services involve coordination with District staff, your chosen survey consultant, election consultants, financial advisor, and representatives of your selected investment banking firm (the "Underwriter") in preparing the necessary documentation for the Election.

In the course of meetings and/or conference calls among the above interested parties, our attorneys will either draft or assist in the drafting of the Resolution Calling the Election, the 75-word Ballot Measure, the Project List, the Tax Rate Statement and the Argument in Favor of the Ballot Measure. Especially in the case of the Project List, our experience leads us to believe that substantial interaction among the parties is important, as the District will NOT be able to undertake any project that is not fairly included on the Project List. There are, of course, political ramifications of the production of the Project List, and the District will take survey and outreach results into consideration in developing the final version; the Firm leaves the political analysis to other consultants. However, we can provide useful insights to the District on various project elements, based on our experience to date, and the problems some district clients have experienced following an election, when different projects are envisioned or become necessary, or priorities change. Following development of these important items, the Firm provides support to the District in their submission to the County Registrar of Voters, in accordance with their policies, in time to be included in the ballot for the desired election cycle.

We review and comment on the Argument in Favor, to insure that there are no inconsistencies with the provisions of law applicable to Prop 39 elections or the District's obligations and will do the same as to a Rebuttal Argument, if necessary.

In order to obtain the support (or avoid the opposition) of the County Taxpayers' Association, we also prepare materials for the District governing board ahead of the election,

which establish the Citizens' Oversight Committee, and we will assist the District in the development of Bylaws and other applicable documents for this Committee.

Once the campaign period starts (immediately following passage of the Resolution Calling the Election by the governing board), the Firm remains as a legal resource for questions that arise concerning compliance with the Fair Political Practices Act and specific provisions of the Education Code. While we do NOT represent the Campaign Committee, we will be available to senior District staff to address questions as to propriety of various activities. Additionally, at the outset, we offer to present to the District governing board and senior staff a PowerPoint presentation on compliance with those provisions of law, and would take that opportunity to answer questions posed.

Description of Post-Election Services. In the days following the Election, we would prepare a Minute Order for the governing board, canvassing and confirming the final vote tally generated by the County Registrar. The county is required to provide this to you no more than 28 days after the Election, and it could be taken to the governing board immediately thereafter. However, inasmuch as this action starts the clock running on appointing members to the Citizens' Oversight Committee (60 days later), some districts prefer to delay the canvass until they can organize applications and a method for consideration and approval.

In some cases, districts are interested in moving forward immediately with a first issue of bonds under the Authorization, especially if they desire to pay off other debt, such as certificates of participation, or if they have immediate capital needs. At this stage, we of course begin the customary Bond Counsel services associated with the issuance of general obligation bonds under either the Education Code or the Government Code, as the District chooses.

Those customary services include meeting with District staff, the financial advisor, if any, and Underwriter to develop a schedule for the issuance and to structure the bond offering, drafting resolutions for the governing board and, usually, the County Board of Supervisors to authorize bonds, reviewing a form of purchase contract prepared by counsel to the Underwriter, coordination with County officials, review of rating agency and (infrequently) bond insurer submissions, appearance at a governing board meeting to approve the issue, conducting tax due diligence, coordinating a preclosing and closing, delivering all necessary opinions regarding the tax status of the bonds and related matters, and preparation of permanent transcripts of the proceedings.

When retained as Bond Counsel for a general obligation bond matter, the Firm will also undertake to provide Disclosure Counsel services to the District, including the preparation of a Preliminary Official Statement and a final Official Statement intended for use by your Underwriter in the offering and sale of the bonds. Disclosure work requires "due diligence" to be conducted by the parties; because we are already performing this "due diligence" in our role as Bond Counsel, we can provide these additional Disclosure Counsel services to the District at a significant savings.

Mr. Greg Isom, Financial Advisor
July 16 2012
Page 7

After the closing of any bond issue, we remain available to answer questions by District staff regarding Tax Code compliance and other matters; in some cases, if there are complex questions that arise frequently, or challenges from taxpayers, districts retain us for additional legal services.

Specialized Tax Advice Services. Noting that the public finance practice and federal tax law practice are inextricably intertwined, as part of our regular practice, the Firm assists California schools, community colleges and other municipal agencies with ongoing tax advice in connection with municipal securities, preserving tax-exempt status for tax-exempt obligations, assisting with inquiries regarding rebate, use of proceeds, reimbursement from bond proceeds, assistance with random audits by the Internal Revenue Service (“IRS”), and assisting with lease agreements for solar facilities.

8. *Problems and Solutions.* The Firm has gained the trust and confidence of many California school districts and is both diligent and efficient in pursuing the goals of our clients. We have developed a strong reputation for problem-solving and are ready and willing to provide the District with the support it needs for a November Election, and into the future. Our approach to any transaction begins on a cooperative note and we have, over the years, developed solid working relationships with almost all of the California Underwriters engaged in school and community college work. We are careful and dedicated and we hope we will have the opportunity to demonstrate this again to the District.

The Firm believes strongly in public service and we strive at all times to represent our clients faithfully and to the best of our ability. By staffing our bond matters as described above, we achieve an unparalleled level of efficiency and are able to meet any schedule imposed by our district clients that will help them meet their goals. We have, from time to time, strongly recommended to our clients that they not go forward with a financing, even at the expense of our contingent fees, if that financing was not in their best interests.

If you should have any questions concerning the foregoing, please give me a call at your convenience. Thank you in advance for your time spent reviewing our qualifications. We look forward to hearing from you.

Very truly yours,

Don Hunt

Encls.

Schedule A

**GRAVENSTEIN UNION SCHOOL DISTRICT
General Obligation Bond List of Bond Measures**

<u>DISTRICT</u>	<u>YEAR</u>	<u>YEAR OF MOST RECENT ISSUE</u>	<u>AUTHORIZED AMOUNT OF BOND MEASURE</u>
Alisal Union School District	2006	2008	\$90 million
Bakersfield City School District	2006	2012	\$100 million
Carlsbad Unified School District	2006	2009	\$198 million
Citrus Community College District	2004	2009	\$121 million
Corcoran Hospital District	2005	2009	\$18 million
Glendale Community College District	2002	2011	\$98 million
Greenfield Union School District	2006	2007	\$40 million
Hawthorne School District	2004-H	2008	\$24 million
Hawthorne School District	2008	2012	\$20 million
Lakeside Union School District	2008	2009	\$22.5 million
Long Beach Community College District	2002	2007	\$176 million
Long Beach Community College District	2008	2010	\$440 million
Los Angeles Community College	2001	2011	\$1,245,000,000

District			
Los Angeles Community College District	2003	2008	\$980 million
Los Angeles Community College District	2008	2009	\$3.5 billion
Mayers Memorial Hospital District	2010	2011	\$14 million
Norris School District	2012	2012	\$139 million
Richland School District	2008	2009	\$23 million
Rio Bravo-Greeley Union School District	2008	2010	\$10.9 million
Rio Hondo Community College District	2004	2010	\$245,581,122
Salinas Union High School District (Middle Schools Improvement District)	2002-M	2003	\$52 million
Santa Monica Community College District	1992 - T	2000	\$23 million
Santa Monica Community College District	2002-U	2010	\$160 million
Santa Monica Community College District	2004-S	2009	\$135 million
Santa Monica Community College District	2008	2010	\$295 million
Southwestern Community College District	2008	2011	\$389 million
Tehachapi Valley	2004	2009	\$15 million

Healthcare District			
Tehachapi Valley Healthcare District	2009	NONE YET	\$50 million
Washington Township Health Care District	2004	2009	\$190 million
Val Verde Unified School District	2008	2010	\$43,440,000
Val Verde Unified School District	2012	2012	\$178 million
Wiseburn School District	2007	2008	\$32.6 million
Wiseburn School District	2010	2011	\$87 million

Schedule B

GRAVENSTEIN UNION SCHOOL DISTRICT General Obligation Bond Fee Schedule

Basic Services. When retained as Bond Counsel for a California school district, Fulbright & Jaworski L.L.P. provides the following standard services on a fixed fee basis, with payment contingent upon the success of an election and the closing of the first bond issue:

Preparation of a Resolution Calling for Election, including review of survey results, if any, and Bond Measure and coordination with the County Registrar of Voters; preparation of a calendar of events in anticipation of the Bond Election; review and comment upon Ballot Arguments, Project List and Tax Rate Statement prepared by or on behalf of the District; canvassing results of the Bond Election; preparing materials authorizing the first issue of Bonds, including resolutions for the District and the County; negotiation of terms with the District's underwriter/financial advisor, County officials and rating agencies; publication of notices of sale, if appropriate, or review of Bond purchase agreement, and review of preliminary and final official statements; coordination of a closing in Los Angeles; and preparation and delivery of final transcripts of Bond proceedings. We deliver final approving opinions respecting the tax status and validity of the Bonds, as well as customary supplemental opinions and reliance letters.

Subsequent series of Bonds have a lower fee structure, since the Election work will already have been completed.

Additional and Supplemental Services. The Firm does not include in its standard fees services such as the negotiation of interest rate swap agreements, travel to New York or San Francisco to meet with rating agency and bond insurer representatives, validation lawsuits or applications for tax relief before the Internal Revenue Service and preparation of non-standard documents; however, all such services are available at additional fixed fees or our regular hourly rates, upon the request of the District. This segmentation permits us to keep our base rates as low as possible.

Disclosure Counsel Services. When retained as Bond Counsel for a general obligation bond matter, the Firm will also undertake to provide Disclosure Counsel services to the District, including the preparation of a Preliminary Official Statement and a final Official Statement intended for use by your Underwriter in the offering and sale of the bonds. Disclosure work requires "due diligence" to be conducted by the parties; because we are already performing this "due diligence" in our role as Bond Counsel, we can provide these additional Disclosure Counsel services to the District at a significant savings.

Fee Schedules. For the Basic Services described above, the Firm proposes the following scheduled fees:

I. Bond Election and First Issue of General Obligation Bonds.

Bond Election Services: \$10,000

Minimum Fee: \$20,000

<u>Principal Amount of Issue</u>	<u>Aggregate Fees</u>
Up to \$5.0 Million	Minimum Fee
Above \$5.0 million and up to \$10.0 million	Minimum Fee, plus .0020 of Principal Amount above \$5.0 million
Above \$10.0 million and up to \$20.0 million	Above sum, plus .0018 of Principal Amount above \$10.0 million
Above \$20.0 million	Above sum, plus .0015 of Principal Amount above \$20.0 million

II. Second and Subsequent Series of General Obligation Bonds under Same Authorization

Above schedule, less 10%.

III. Expenses.

Fees of \$1,600 per series of bonds, notes or other obligations issued and expenses are fully contingent but are due and payable in full at closing of the Bond transaction.

IV. Disclosure Counsel Services.

When serving as Disclosure Counsel in addition to Bond Counsel for the District, the Firm would charge a fixed fee of \$20,000 (transactions under \$20.0 million) or \$25,000 (transactions of \$20.0 million and above) for preparation of the Preliminary and final Official Statements, preparation of the Continuing Disclosure Agreement which accompanies the latter, and delivery of an opinion under SEC Rule 10b-5 regarding the disclosure.

V. Additional Services.

In the event the District chooses to assign the Firm additional work, not typically included in the scope of services described above, the Firm would be pleased to undertake this work at our regular hourly fees, less a 10% courtesy discount. Included among these additional assignments might be participation in rating agency or bond insurance meetings in either San Francisco or New York, advice concerning authorized projects approved at the Election, responding to inquiries from the State Controller or County Office, preparation of responses to taxpayers with concerns, ongoing work with your Citizens Oversight Committee, and other miscellaneous matters. When any of these circumstances arise, we would be pleased to provide the District with an estimate of the additional time likely to be involved.

Schedule C

Attorney Biographies

FULBRIGHT
& Jaworski L.L.P.

BIOGRAPHY: Donald L. Hunt



Donald L. Hunt
Partner

“Offers clients a wide range of experience with complex financings”

AREAS OF CONCENTRATION

- Public Finance
- Banks and Banking
- Redevelopment Law
- School Finance and Special Tax Districts
- Public Private Partnerships
- Municipal Bankruptcy & Insolvency

EXPERIENCE

Don Hunt offers firm clients over 30 years of experience in complex and sophisticated financial transactions, with an emphasis on municipal finance, banking and local government law. Don is a partner and head of Fulbright’s Los Angeles Public Law and Administration Group. Since joining the firm in 1995, Don has been responsible for approximately 765 completed financings aggregating over 24 billion dollars in principal amount.

Don regularly acts as bond counsel and disclosure counsel to state, local and regional governmental entities, represents national and regional investment banking firms in municipal finance transactions and represents large international banks in tax exempt and/or taxable letter of credit financings.

In addition, he has acted as bond counsel, issuer’s counsel, special counsel, underwriter’s counsel, disclosure counsel, financial advisor’s counsel, letter of credit bank counsel, trustee’s counsel and developer’s counsel in a wide range of tax exempt and/or taxable transactions.

Throughout Don’s career, he has represented dozens of state, local and regional government entities and agencies in public finance issues. He has also represented more than thirty large international banks and many investment banks in public finance matters.

REPRESENTATIVE EXPERIENCE

Don’s most recent work includes:

- Advising a California city on public private partnership issues for a potential long term concession agreement for water and wastewater utilities
- Bond Counsel and Disclosure Counsel for Imperial Irrigation District

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Experience

Bond and Disclosure Counsel to local governmental entities
Represents major international banks in letter of credit transactions
Represents national and regional investment banking firms in California financings

Industries

Municipal Finance
Banking & Financial Services
Securities

BIOGRAPHY: Donald L. Hunt

- Letter of Credit Bank Counsel to State Street Bank and Trust Company
- Credit Enhancement Counsel for California State Teachers' Retirement System
- Advising California cities, counties, joint powers authorities, school districts, redevelopment agencies, water districts and other special districts on financing capital facilities
- Advising major American and International Banks on documentation issues for credit enhancement of municipal finance transactions

LEADERSHIP EXPERIENCE

Don Hunt has built one of the largest and most successful public finance practice groups in the western United States. Since joining Fulbright in 1995, Don has developed a strong and dynamic team of 14 lawyers devoted to public finance matters, including the real estate and tax aspects of such practice, by meticulously structuring this group to reflect the firm's core values – strength through diversity. The age ranges from 20-something to 60-something including three women and four minority lawyers. Diversity extends into the subspecialties of the practice too such as public power, commercial banks, housing and schools as well as innovative public-private partnerships, alternative energy and 501(c)(3) nonprofit corporations.

PROFESSIONAL ACTIVITIES AND MEMBERSHIPS

- California Association of Bond Lawyers, Director (1997 - Present)
- California Community Redevelopment Agencies Association
- National Association of Bond Lawyers
- American Bar Association
 - Urban, State and Local Government Section
 - Tax-Exempt Borrowing Committee (1985 - 2003)
- State Bar of California
- Los Angeles County Bar Association

PROFESSIONAL HONORS

“Best Lawyers in America” - Public Finance Law (2007 - 2010)

“Southern California Super Lawyer,” Law & Politics (2003 - 2010)

“Outstanding Corporate Leader,” National Forum for Black Public Administrators (2002)

PUBLICATIONS

Co-Author, “California Assembly Bill 1484 Alters Dissolution of Redevelopment Agencies; Imposes Requirements on Cities/Counties,” *Fulbright Briefing*, July 10, 2012.

Co-Author, “GUEST WORDS: How to Revive the Muni Market: A Modest Proposal,” *The Bond Buyer*, September 2009.

“History of PPP Legislation in California,” *PPP West: Financing the*

Infrastructure of North America, May 11, 2007.

SPEECHES

Co-Chair - Opening remarks, Bond Buyer Conference, September 2008

EDUCATIONAL BACKGROUND

1974 - J.D., University of Chicago Law School

1971 - B.A., Political Science and Personnel Administration, University of Kansas

Don is a member of Phi Beta Kappa. He was admitted to practice law in California in 1974.

INTERESTS

Don has an avid interest in historic preservation and architecture and also enjoys collecting California impressionist art.

CIVIC INVOLVEMENT

- Hollywood Heritage Inc.
- Kansas University Chancellors Club
- Los Angeles Conservancy
- National Trust for Historical Preservation



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Richard L. Kornblith
Partner

AREAS OF CONCENTRATION

Tax Law

Tax Law

EXPERIENCE

Richard Kornblith joined the Los Angeles office of Fulbright & Jaworski L.L.P. in 1995 as a partner holding a joint assignment to the Tax Department and the Public Finance Department. A large portion of Mr. Kornblith's practice is dedicated to the tax and public law aspects of municipal finance. In recent years, he has developed extensive experience representing borrowers in municipal bond tax audits. Mr. Kornblith's practice also includes a substantial amount of transactional work in asset securitization and low-income housing tax credit syndication, tax counseling in the real estate and partnership workout areas and tax advice on all issues impacting the financial product practice.

PROFESSIONAL ACTIVITIES AND MEMBERSHIPS

Mr. Kornblith is an active member of the National Association of Bond Lawyers ("NABL"), and is a frequent panelist and lecturer for the organization. On the faculty of NABL's annual Arbitrage Seminars for many years, he was the Chairman of the Seminars in 1992. A panelist for NABL's Bond Attorneys' Workshops since 1981, Mr. Kornblith has served for many years on the Steering Committee for the workshops. Mr. Kornblith also has worked on many special task forces and committees for NABL. During the spring of 1995, he served as the principal author of NABL's comments on the then proposed Treasury Regulations involving private activity bond tests. Mr. Kornblith is a member of the State Bars of California, Texas, Pennsylvania and the District of Columbia. He has been admitted to practice before the U.S. District Court for the Eastern District of Pennsylvania.

EDUCATIONAL BACKGROUND

Mr. Kornblith is a 1969 graduate of Washington University (St. Louis), where he received a B.A., *cum laude*. He received a Ph.D. in theoretical physics in 1976 from the University of Rochester, and in 1977 he received a J.D. from the University of Pennsylvania School of Law, where he served as an editor of the *University of Pennsylvania Law Review*. He served a judicial clerkship for the Honorable Caleb M. Wright of the Federal District Court for the District of Delaware from 1977 to 1979.



Danny Kim

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Experience

*Bond and disclosure counsel
All aspect of public finance
Certified public accountant*

Industries

*Finance
Government
Securities*

**Danny Kim
Partner**

“Diligent and forward-thinking”

AREAS OF CONCENTRATION

- Public Finance and Corporate Law
- Municipal Bankruptcy & Insolvency

EXPERIENCE

Danny Kim is a partner in the Los Angeles office of Fulbright & Jaworski L.L.P. Danny joined the firm in 1997 and focuses his practice primarily on public finance. He believes his past experience as a certified public accountant greatly affects the way he represents clients. Prior to joining the firm, he worked as a staff attorney for the Securities and Exchange Commission in New York.

Mr. Kim has served as bond counsel, disclosure counsel and underwriter’s counsel on transactions involving enterprise revenue bonds, mello-roos and assessment district bonds, lease revenue bonds and certificates of participation, and tax allocation bonds. Danny also has significant experience in financing of prisons managed by private operators.

PROFESSIONAL ACTIVITIES AND MEMBERSHIPS

- National Association of Bond Lawyers
- California Society of Municipal Finance Officers
- State Bar of California

PUBLICATIONS

Co-Author, “California Assembly Bill 1484 Alters Dissolution of Redevelopment Agencies; Imposes Requirements on Cities/Counties,” *Fulbright Briefing*, July 10, 2012.

SPEECHES

“Opportunities for PPPs in California’s Water Infrastructure,” International Project Finance Association (IPFA) Americas Presentation, Los Angeles, California, May 3, 2012

“The Current Pulse of the Municipal Bond Market in California,” California Water Infrastructure Delivery and Funding Workshop, Stantec, Riverside, California, June 9, 2010

“Financing Redevelopment: How Do You Pay For a Redevelopment Project?,” Introduction to Redevelopment, California Redevelopment Association, Stockton, California, April 7, 2010

“Role of Financing Participants,” CRA Redevelopment Institute - 2009, California

Redevelopment Association, Garden Grove, California, May 7, 2009

EDUCATIONAL BACKGROUND

1996 - J.D., with distinction, McGeorge School of Law

1990 - B.A., Economics, University of California, Berkeley

While attending law school, Danny was a member of the Traynor Honor Society.

He is a certified public accountant (inactive) and was admitted to practice law in California in 1996.

INTERESTS

Danny enjoys spending time with his family, golfing and playing the piano.

LANGUAGE CAPABILITIES

Korean - Proficient



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Industries
Education
Energy and Utilities
Government
Banking and Finance

Juan Jose Redín
Associate

AREAS OF CONCENTRATION

- Public Finance
- Global Infrastructure
- Structured and Project Finance
- US P3

EXPERIENCE

Juan Redín joined Fulbright's Los Angeles office in 2007. In his public finance practice, Juan advises clients as bond, issuer's, bank and disclosure counsel in various public finance transactions.

Since joining Fulbright, Juan has assisted on numerous tax-exempt bond transactions including traditional general obligation bonds, conduit 501(c)(3) financings, revenue bonds, tax and revenue anticipation notes and certificates of participation. Juan has assisted as special counsel to domestic and foreign banks providing liquidity and credit support for municipal and nonprofit financings. Juan also has substantial experience with 501(c)(3) organizations, including their formation and the exempt application process with the Internal Revenue Service.

REPRESENTATIVE EXPERIENCE

Recent matters include representations:

- as bank counsel to domestic banks in connection with substitution of credit and liquidity facility;
- as bond and disclosure counsel to nonprofit organizations in connection with tax-exempt financings for large office complexes;
- as bond and disclosure counsel to city in connection with the issuance of Build America Bonds and lease revenue tax-exempt bonds;
- as bond and disclosure counsel to school district in connection with the issuance of general obligation bonds; and
- as special counsel to a nonprofit corporation in connection with tax-exempt application.

PROFESSIONAL ACTIVITIES AND MEMBERSHIPS

- American Bar Association
- Los Angeles County Bar Association
- State Bar of California
- National Association of Bond Lawyers

PUBLICATIONS

Co-Author, “California Assembly Bill 1484 Alters Dissolution of Redevelopment Agencies; Imposes Requirements on Cities/Counties,” *Fulbright Briefing*, July 10, 2012.

Co-Author, “The California Transparency in Supply Chains Act (SB 657) Will Go Into Effect on January 1, 2012,” *Fulbright Alert*, December 7, 2011.

EDUCATIONAL BACKGROUND

2007 - J.D., University of California Los Angeles, School of Law

2003 - B.A., *magna cum laude*, Political Science, University of California Los Angeles

During law school, Juan served as the Executive Editor and Co-Editor in Chief of the *Chicano Latino Law Review*, was the External Co-Chair of La Raza Law Student Association, participated in the Moot Court 1L Competition and in the Public Counsel Adoption Project. Also during law school, Juan served as Attorney General of the National Latino/a Law Student Association and completed a judicial externship with the Honorable Fernando Olguin at the U.S. District Court for the Central District of California.

Juan was admitted to practice law in California in 2007. He has also been admitted to practice in the Central District Court of California and the Ninth Circuit Court of Appeals.

INTERESTS

Juan is passionate and deeply committed to expanding educational access to those who are less fortunate. In his spare time, he enjoys cooking, team sport activities and traveling.

CIVIC INVOLVEMENT

Juan serves as a member of the Board of Directors of Students, Educators, and Lawyers for Access to a Legal Education (SELALE), a California Nonprofit Public Benefit Corporation dedicated to assisting less fortunate students pursue and obtain a legal education.

LANGUAGE CAPABILITIES

Spanish - Fluent



Marilyn L. Jacobs

916.321.4500
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July 18, 2012

VIA E-MAIL GREG@ISOMADVISORS.COM

Greg Isom
Financial Advisor
Isom Advisors
1470 Maria Lane, Suite 315
Walnut Creek, CA 94596

Re: Proposal to Provide Bond and Disclosure Counsel Services to the Gravenstein
Union School District

Dear Mr. Isom

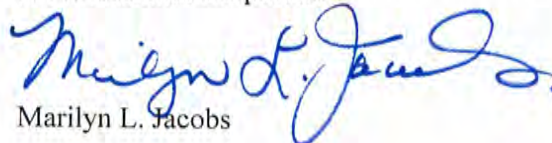
I am very pleased to have this opportunity to present our qualifications to serve as bond and disclosure counsel to the Gravenstein Union School District (the "District") in connection with its proposed bond issue.

What distinguishes Kronick, Moskowitz, Tiedemann & Girard ("KMTG") from the other bond counsel firms that you could hire is that we also specialize in education law. We currently represent more than 100 public education agencies in such varied matters as school construction and architect contracts, labor relations, developer fees and other mitigation measures. As a result, our firm is particularly knowledgeable about the operations of school districts, which allows us to help make sure the bond issuance works in its broader context. As you will see in our proposal for services, our firm is very experienced in the areas described in the RFP. In addition, I believe our fees are competitive, and are contingent on a successful election.

What follows are specific responses to the items set forth in the District's RFP. I am enthusiastic about the possibility of working with the District and welcome the opportunity to interview with the selection committee. In the meantime, please feel free to contact me should you have any questions or wish to obtain additional information.

Sincerely,

KRONICK, MOSKOVITZ, TIEDEMANN & GIRARD
A Professional Corporation



Marilyn L. Jacobs

MLJ/mah1
Enclosures

1004654.1

STATEMENT OF QUALIFICATIONS

Firm Overview

Kronick, Moskovitz, Tiedemann & Girard, a Professional Corporation (“KMTG”) is a full-service regional law firm headquartered in Sacramento with additional offices in Bakersfield, Roseville, San Luis Obispo and Walnut Creek. Overall, there are 56 attorneys (21 shareholders, who are equity owners of the firm; 4 principals, who are senior, non-owner, attorneys of the firm; 17 associates, who are attorney employees; and 14 of counsel, who are senior, well-experienced attorneys practicing in specialized areas with special employment contracts or other arrangement with the firm) who work collaboratively throughout the five offices.

KMTG was established in 1959 with a focus on representing public agencies originally in the areas of water and other natural resources law. Now, more than 53 years later, the firm is a full-service civil law firm representing a broad range of public clients, including school and community college districts, cities, counties, special districts, state government agencies, joint powers agencies, joint powers insurance authorities, and a diverse cross-section of private clients in multiple areas of law.

The firm’s public finance group was formed in 1987 as an outgrowth of the firm’s education law and public agency law departments. Since its formation, the public finance group has provided bond and/or disclosure counsel services to hundreds of school districts and other public entities on more than 1,000 transactions for issues totaling in excess of \$3.5 billion dollars. The public finance group currently includes five attorneys, all of whom are members of the National Association of Bond Lawyers, and three paralegals.

Experience

KMTG has extensive experience serving as bond counsel and disclosure counsel to school districts. Our experience has included work on large and small issues, multi-series issuances over a period of years, school facilities improvement district issues, issues that included capital appreciation bonds, insured and uninsured issues, issues through the local county or by the district on its own behalf under the Education Code and issues by the district under the Government Code, and both competitive and negotiated sales. We also have extensive experience working with school districts on bond and parcel tax elections.

Our public finance attorneys have drafted and otherwise participated in the preparation of disclosure materials (official statements, offering memoranda, and private placement memoranda) as disclosure counsel for issuers, and as underwriter’s counsel, bond counsel, agency counsel and corporate counsel in both negotiated and competitively sold transactions.

Our experience, on all sides of the table, enables us to assist school district issuers through the process of preparation, negotiation, and finalization of a bond issue and each element that is unique to any particular bond transaction. Our bond, disclosure and underwriter counsel expertise, and our extensive work on behalf of public agencies and school and college districts as both bond counsel and district counsel, place us in the unique position of having a depth of understanding for each general obligation bond transaction from several perspectives.

Staffing

If we are retained, I would be responsible for overseeing the bond counsel work on behalf of the District. As lead attorney, I would confer with the District and its other consultants regarding pre-election issues and planning, and I would prepare the election resolutions. Following a successful election, I would confer with the District and its other consultants regarding the legal structure of the financings and would have primary responsibility for the preparation of the necessary documentation. I would also review and comment on any documents prepared by other participants in the transactions.

A brief overview of my experience and qualifications is outlined below. I may be assisted by Jonathan P. Cristy, another shareholder in the firm. A brief overview of his experience and qualifications is also outlined below. Other attorneys in the firm's public finance group, including P. Addison Covert and Constantine C. Baranoff, both shareholders, and Stacy Toledo, an associate, are available to provide assistance on financing projects as well.

Marilyn L. Jacobs

I am a shareholder in the firm, and I have more than 25 years of legal experience representing public and private sector clients in the areas of public finance, business and non-profit law, construction and facility matters, taxation, and real estate transactions. I also represent school districts in controversies involving the Internal Revenue Service, the Franchise Tax Board, and the Securities and Exchange Commission. I received my Juris Doctor degree in 1986 from St. Mary's University, and I have a Master of Law in Taxation from New York University.

I have extensive experience assisting school districts with public finance matters, having served as the lead attorney or assisted in issuing over \$2 billion principal amount of short and long-term debt. I have served as bond counsel and disclosure counsel on various types of transactions, including the following:

- General Obligation Bonds
- Qualified Zone Academy Bonds
- Certificates of Participation
- Mello-Roos Bonds
- Tax and Revenue Anticipation Notes
- Bond Anticipation Notes
- Revenue Bonds
- Refunding Bonds
- Special Benefit Assessment Bonds
- Qualified School Construction Bonds
- Build America Bonds
- Qualified Energy Conservation Bonds

Specifically, I recently completed a series of four general obligation bond transactions for the Stockton Unified School District. These transactions involved acting as both bond counsel and disclosure counsel for the Stockton Unified School District with the aggregate issuance totaling over \$150,000,000. More recently, I completed a refunding for the Davis Joint Unified School District, the Lodi Unified School District and the San Juan Unified School District where I acted again as bond counsel and disclosure counsel. Those refundings resulted in significant savings to the respective Districts. For additional financings for which I served as bond counsel and/or disclosure counsel, please refer to **Exhibit A**.

Additionally, I am currently assisting the Stockton Unified School District, the Templeton Unified School District and the San Juan Unified School District with their bond measures for the November 6, 2012 election.

Jonathan P. Cristy

Mr. Cristy, a shareholder with the firm, has more than 25 years of experience advising public agencies on all aspects of public finance. Mr. Cristy received his Juris Doctor degree in 1983 from Stanford University. He primarily serves as bond counsel, disclosure counsel, or agency counsel to public agencies in connection with their debt financings. In other bond financings, he has served as counsel to the underwriter or purchaser.

As bond counsel, Mr. Cristy advises public agencies concerning the debt options that are available to them. He works with their financial advisors and underwriters to create legally sound borrowing and to bring the debt securities to market. As an outgrowth of his experience as a bond lawyer, Mr. Cristy has developed extensive knowledge of related public finance matters, such as the rules for levying taxes, assessments, and fees, and provides counseling to clients dealing with those issues. He also advises public agencies concerning the limitations on the use of public funds in connection with bond and tax elections.

Paralegals

If retained by the District, I would be assisted by Tricia Aguirre and Deborah Fields, both full-time paralegals specializing in public finance transactions. Both paralegals have experience with bond elections, general obligation bonds, parcel taxes, and other forms of public agency finance. Ms. Aguirre and Ms. Fields would assist with the initial drafting of documents and would be responsible for the coordination of the closing process. They would be directly supervised by me or Mr. Cristy.

References

Tim Hern, Chief Business Officer
Lodi Unified School District
1305 E. Vine Street
Lodi, CA 95240
(209) 331-7000
thern@lodiUSD.net

Primary KMTG Contact: Marilyn L. Jacobs

Kathleen McNamara, Superintendent, Ed.D.
Paso Robles Joint Unified School District
800 Niblick Road
Paso Robles, CA 9344
(805) 769-1000
kmcnamara@pasoschools.org

Primary KMTG Contact: Marilyn L. Jacobs



Wayne Martin, Chief Business Official
Stockton Unified School District
701 North Madison Street
Stockton, CA 95202
(209) 933-7000
wmartin@stockton.k12.ca.us

Primary KMTG Contact: Marilyn L. Jacobs

Proposed Fees

Our proposed fees are contingent on a successful election. The proposed fees for bond and disclosure counsel are as follows:

Bond Counsel: \$30,000

Disclosure Counsel: \$25,000

Bond and Disclosure Counsel: \$45,000

The above fees for legal services do not include KMTG's out-of-pocket expenses, such as travel, delivery and courier services, postage, copying costs, and similar expenses. In addition, the District is responsible for all costs relating to required published notices, the printing of the preliminary and official statements and statistical reports for inclusion in the official statement, and all costs associated with the preparation of the transcript (including the cost of preparing the transcripts in disc format). The out-of-pocket expenses are "capped" at \$2,000 per issue. Also, if for any reason (other than an unsuccessful election) the financing is abandoned or terminated prior to the issuance of bonds, including a decision by the District not to order the election, the District would be charged our public finance hourly rate in effect at the time of abandonment.

1004663.1

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
San Juan Unified School District	\$12,435,000 \$23,910,000	04/03/12	X	X	\$12,435,000, 2012 General Obligation Refunding Bonds, Series A; \$23,910,000, 2012 GO Refunding Bonds Series B	Marilyn L. Jacobs
Lennox School District	\$1,870,000.00	03/07/12	X		2012 General Obligation Refunding Bonds	P. Addison Covert Stacy L. Toledo
Lennox School District	\$3,000,000.00	02/22/12	X		General Obligation Bonds, Election of 1998, Series 2012A Bonds, QSCBs - Federally Taxable Direct Subsidy Bonds	P. Addison Covert Stacy L. Toledo
Lennox School District	\$1,357,217.45	03/01/12	X		\$157,228.75 GOBs, Election of 1998, Series 2012B; \$1,199,988.70 GOBs, Election of 2007, Series 2012	P. Addison Covert Stacy L. Toledo
Gateway Unified School District	\$7,655,000.00	12/29/11	X	X	2011 General Obligation Refunding Bonds	Marilyn L. Jacobs
Roseville City School District	\$17,075,000.00	12/20/11	X	X	2011 General Obligation Refunding Bonds	Jonathan P. Cristy
Fairfield Suisun Unified School District	\$30,995,000.00	11/16/11	X		2011 General Obligation Refunding Bonds	P. Addison Covert

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Lodi Unified School District	\$42,190,000.00	11/03/11	X	X	2011 General Obligation Refunding Bonds	Marilyn L. Jacobs
Davis Joint Unified School District	\$9,475,000.00	08/18/11	X		2011 General Obligation Refunding Bonds	P. Addison Covert
Mojave Unified School District	\$9,985,000.00	08/17/11	X	X	2011 General Obligation Refunding Bonds	Constantine C. Baranoff (BC) Jonathan P. Cristy (DC)
San Juan Unified School District	\$10,600,000.00	06/10/11	X		General Obligation Bonds, Election of 2002, Series 2011, Qualified School Construction Bonds (Federally Taxable Direct Subsidy Bonds)	Marilyn L. Jacobs
Stockton Unified School District	\$14,175,000.00	06/02/11	X	X	2010 General Obligation Refunding Bonds	Marilyn L. Jacobs
Stockton Unified School District	\$56,146,496.65	06/02/11	X	X	General Obligation Bonds, Election of 2008, Series D	Marilyn L. Jacobs
Santa Barbara Elementary District	\$14,998,228.70	05/18/11	X	X	General Obligation Bonds, Election of 2010, Series A	P. Addison Covert (BC) Constantine C. Baranoff (DC)

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Santa Barbara Secondary/High School District	\$15,798,210.65	05/18/11	X	X	General Obligation Bonds, Election of 2010, Series A, Tax Exempt	P. Addison Covert (BC) Constantine C. Baranoff (DC)
Coast Unified School District	\$2,595,000.00	03/16/11		X	2011 General Obligation Refunding Bonds (Election 1998)	Constantine C. Baranoff
Le Grand Union High School District	\$1,870,415.00	02/24/11	X		2011 General Obligation Refunding Bonds	Jonathan P. Cristy
Shasta Union High School District	\$10,945,000.00	02/09/11	X	X	2011 General Obligation Refunding Bonds	Constantine C. Baranoff (BC) Jonathan P. Cristy (DC)
Liberty Elementary School District	\$1,038,276.00	12/15/10	X		General Obligation Refunding Bond	Jonathan P. Cristy
Sundale Union School District	\$855,857.00	12/15/10	X		General Obligation Refunding Bond	Jonathan P. Cristy
Winters Joint Unified School District	\$3,875,000.00	10/26/10	X		2010 General Obligation Refunding Bonds	P. Addison Covert

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Stockton Unified School District	\$14,930,000.00	08/05/10	X	X	General Obligation Bonds, Election of 2008, Series C, Qualified School Construction Bonds (Federally Taxable Direct Subsidy Bonds)	Marilyn L. Jacobs
Ceres Unified School District	\$15,095,000.00	08/02/10	X	X	2010 General Obligation Refunding Bonds	Constantine C. Baranoff (BC) Marilyn L. Jacobs (DC)
San Juan Unified School District	\$55,000,000.00	07/23/10	X		General Obligation Bonds, Election of 2002, Series 2010	Marilyn L. Jacobs
El Dorado Union High School District	\$17,300,000.00	07/04/10	X		General Obligation Bonds, Election of 2008, Series 2010	Jonathan P. Cristy
Paso Robles Joint Unified School District	3,700,126.95 4,300,000	06/03/10	X	X	General Obligation Bonds, Election of 2006, Series 2010A (Tax Exempt) and Election of 2006, Series 2010B (Federally Taxable Build America Bonds - Direct Payment)	Marilyn L. Jacobs
Coachella Valley Unified School District	\$24,990,463 \$6,560,000	05/26/10		X	General Obligation Bonds, 2005 Election, Series C and 2010 General Obligation Refunding Bonds	Jonathan P. Cristy

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Davis Joint Unified School District	\$9,600,000.00	05/06/10	X		2010 General Obligation Refunding Bonds	P. Addison Covert
Ceres Unified School District	\$14,999,718.15	05/04/10	X	X	General Obligation Bonds, Election of 2008, Series 2010A	Constantine C. Baranoff (BC) Marilyn L. Jacobs (DC)
Stockton Unified School District	\$16,040,000.00	12/30/09	X	X	General Obligation Bonds, Election of 2008, Series B, Qualified School Construction Bonds (Tax Credit Bonds)	Marilyn L. Jacobs
Marysville Joint Unified School District	\$34,433,776.80	08/25/09	X		General Obligation Bonds, Election of 2008, Series 2009	P. Addison Covert
Ceres Unified School District	\$14,999,576.95	08/18/09	X	X	General Obligation Bonds, Election of 2008 Series 2009B	Jonathan P. Cristy (BC) Marilyn L. Jacobs (DC)
Gateway Unified School District	\$6,320,717.55	07/08/09	X	X	General Obligation Bonds, Election of 2008, Series 2009	Marilyn L. Jacobs
Ceres Unified School District	\$15,000,000.00	03/31/09	X	X	General Obligation Bonds, Election of 2008 Series 2009A	Marilyn L. Jacobs (BC) Jonathan P. Cristy (DC)

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Oroville Union High School District	\$11,999,964.05	03/10/09	X		General Obligation Bonds, Election of 2008, Series 2009	Marilyn L. Jacobs
Stockton Unified School District	\$21,995,000.00	02/12/09	X	X	General Obligation Bond Anticipation Notes, Series 2009	Marilyn L. Jacobs
Mojave Unified School District	\$6,037,097.70	01/29/09	X		General Obligation Bonds of School Facilities Improvement District No. 2 of the Mojave Unified School District, Kern County, California, Election of 2008, Series 2009	Jonathan P. Cristy Constantine C. Baranoff
El Dorado Union High School District	\$34,000,000.00	09/30/08	X		General Obligation Bonds	Jonathan P. Cristy
Marysville Joint Unified School District	\$19,000,000.00	09/18/08	X		General Obligation Bonds, Election of 2006, Series 2008	Constantine C. Baranoff
Oro Grande Elementary School District	\$760,000.00	08/29/08	X		2008 General Obligation Refunding Notes	Jonathan P. Cristy

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
Buckeye Union School District	\$11,899,996.00	08/06/08	X		General Obligation Bonds	Jonathan P. Cristy
Banning Unified School District	\$23,999,287.50	08/01/08		X	General Obligation Bonds	Jonathan P. Cristy Constantine C. Baranoff
Natomas Unified School District	\$21,170,000.00	07/10/08	X		2008 General Obligation Refunding Bonds	P. Addison Covert Constantine C. Baranoff
River Delta Unified School District (SFID #2)	\$3,300,014.90	05/28/08	X	X	General Obligation Bonds of School Facilities Improvement District No. 2 of the River Delta Unified School District, Sacramento, Solano, and Yolo Counties, California, Election of 2004, Series 2008	P. Addison Covert (BC) Constantine C. Baranoff (BC) Stacy L. Toledo (BC) Marilyn L. Jacobs (DC)
Stockton Unified School District	\$65,000,000.00	05/21/08	X	X	General Obligation Bonds, Election of 2008, Series A	Marilyn L. Jacobs
El Dorado Union High School District	\$12,340,000.00	05/07/08	X		General Obligation Bonds	Jonathan P. Cristy

EXHIBIT A

GENERAL OBLIGATION BONDS TRANSACTIONS FOR EDUCATION CLIENTS WHEREIN KMTG SERVED AS BOND COUNSEL AND/OR DISCLOSURE COUNSEL OVER THE LAST FIVE (5) YEARS

Issuer	Offering Size	Issue Date	Bond Counsel	Disclosure Counsel	Issue Name	Primary KMTG Contact
North Sacramento School District	\$5,540,000.00	04/10/08	X	X	General Obligation Bonds, Election of 2006, Series 2008	Constantine C. Baranoff (BC) Jonathan P. Cristy (DC)
Mojave Unified School District	\$14,313,695.40	03/31/08	X		General Obligation Bonds of School Facilities Improvement District No. 1 of the Mojave Unified School District, Kern County, California, Election of 2008, Series 2008	Jonathan P. Cristy Constantine C. Baranoff

RESOLUTION NO. 20120802-1

RESOLUTION OF THE GOVERNING BOARD OF THE GRAVENSTEIN UNION SCHOOL DISTRICT ORDERING AN ELECTION TO AUTHORIZE THE ISSUANCE OF SCHOOL BONDS, ESTABLISHING SPECIFICATIONS OF THE ELECTION ORDER, AND REQUESTING CONSOLIDATION WITH OTHER ELECTIONS OCCURRING ON NOVEMBER 6, 2012

WHEREAS, in the judgment of the Governing Board (the "Board") of the Gravenstein Union School District (the "District"), it is advisable to call an election to submit to the electors of the District the question of whether bonds of the District shall be issued and sold for the purpose of raising money for the modernization, renovation, and construction of school facilities; and

WHEREAS, the Board is authorized, upon a two-thirds vote of the Board, to pursue the authorization and issuance of bonds by a 55% vote of the electorate on the question whether bonds of the District shall be issued and sold for specified purposes, under Article XIII A Section 1 paragraph (b) of the California Constitution ("Article XIII A") and under Education Code Section 15264 *et seq.* (the "Act"); and

WHEREAS, under the Act, the election may be ordered at a primary or general election, a regularly scheduled local election, or a statewide special election; and

WHEREAS, the Board desires to call an election in the District on November 6, 2012, which is the date of the statewide general election, pursuant to Article XIII A and the Act, and, pursuant to Section 10403 of the California Elections Code, to request consolidation with any and all other elections held in the District on such date, and to request the Sonoma County Registrar of Voters to perform election services for the District;

NOW, THEREFORE, THE GOVERNING BOARD OF THE GRAVENSTEIN UNION SCHOOL DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Call for Election. The Board hereby orders an election and submits to the electors of the District the question of whether general obligation bonds of the District shall be issued and sold in the maximum principal amount of \$6.0 million for the purposes described in the ballot measure approved under Section 3 and attached hereto as Appendix A (Full Text) and Appendix B (Abbreviated Text), and paying costs incident thereto. This Resolution constitutes the order of the District to call such election and shall constitute the "specifications of the election order" pursuant to Education Code Section 5322.

Section 2. Election Date. The date of the election shall be November 6, 2012, and such bond election shall be held solely within the boundaries of the District. The boundaries of the District have not changed since the District's last election.

Section 3. Purpose of Election; Ballot Measure. The purpose of the election shall be for the voters in the District to vote on a measure, a full copy of which is attached hereto as Appendix A and marked "Exhibit A – Ballot Measure – Full Text of

Measure” (the “Full Text of the Measure”), containing the question of whether the District shall issue the Bonds for the purposes stated therein, together with the accountability requirements of Article XIII A and the requirements of Section 15272 of the Act. The Full Text of the Measure, which commences with the heading “FULL TEXT OF MEASURE” and includes all of the text thereafter on Exhibit A, shall be printed in the voter information pamphlet provided to voters, with such measure designation as is assigned to the measure. As required by Elections Code Section 13247, the abbreviated form of the measure to appear on the ballot is attached hereto as Appendix B and is marked as “Exhibit B – Ballot Measure – Abbreviated Form.” The Superintendent is hereby authorized and directed to make any changes to the text of the measure (full text and/or abbreviated measure) as required to conform to any requirements of Article XIII A, the Act or the Sonoma County Registrar of Voters.

Section 4. Authority for Election. The authority for ordering the election is contained in Section 15264 *et. seq.* of the Education Code and Section I paragraph (b) subsection (3) of Article XIII A. The authority for the specification of this election order is contained in Section 5322 of the Education Code.

Section 5. School Facilities Projects. As required by Article XIII A, the Board hereby certifies that it has evaluated safety, class size and information technology needs in developing the list of school facilities projects set forth in Appendix A.

Section 6. Covenants of the Board upon Approval of the Bonds by the Electorate; Accountability Measures. As required by Article XIII A, Section 15278 of the Act, and Government Code Section 53410, in the event 55 percent of the voters voting in the District approve of the Bonds, the Board shall:

- (a) conduct an annual, independent performance audit to ensure that the funds have been expended only on the projects listed in Exhibit A;
- (b) conduct an annual, independent financial audit of the proceeds from the sale of the Bonds until all of those proceeds have been expended for the school facilities projects listed in Exhibit A;
- (c) establish and appoint members to independent citizens’ oversight committee in accordance with Sections 15278, 15280, and 15282 of the Act;
- (d) apply the Bond proceeds only to the specific purposes stated in the ballot proposition;
- (e) cause creation of accounts into which bond proceeds shall be deposited; and
- (f) cause the preparation of an annual report pursuant to Government Code Sections 53410 and 53411.

Section 7. Delivery of this Resolution. The Clerk of the Board is hereby directed to send a copy of this Resolution to (1) the Sonoma County Superintendent of Schools, (2) the Sonoma County Registrar of Voters (the “County Registrar”) and (3) the Sonoma County Clerk of the Board of Supervisors. Pursuant to Education Code Section 5322, the Resolution shall be received by the County Registrar no later than 88 days prior to the election date, unless otherwise permitted by law.

The County Registrar is hereby requested to print the full text of the ballot measure in the ballot materials as it appears on Appendix A hereto and to publish and post any required notices of election and related deadlines with respect thereto.

Section 8. Consolidation of Election; Request to Provide Services. The County Registrar and the Sonoma County Board of Supervisors are hereby requested to consolidate the election ordered hereby with any and all other elections to be held on November 6, 2012 within the District. Pursuant to Section 5303 of the Education Code and Section 10002 of the Elections Code, the Board of Supervisors of Sonoma County is requested to permit the County Registrar to render all services specified by Section 10418 of the Elections Code relating to the election, for which services the District agrees to reimburse Sonoma County in full from District general funds upon presentation of a bill from the County, such services to include the publication of a formal Notice of School Bond Election and the mailing of the sample ballot and tax rate statement (described in Section 9401 of the Elections Code).

Section 9. Ballot Arguments; Tax Rate Statement. Any and all members of this Board are hereby authorized to act as an author of any ballot argument prepared in connection with the election, including a rebuttal argument. The President of the Board, the Superintendent or any designee of the foregoing, are hereby authorized to execute any Tax Rate Statement or other document and to perform all acts necessary to place the bond measure on the ballot.

Section 10. Maturity Limit of Bonds. The Bonds may be issued in series by the District from time to time, and each series of Bonds shall mature not more than 40 years from the date of issuance thereof. The Bonds shall be issued under the Act, under the provisions of Section 53506 *et seq.* of the California Government Code, or under any other provision of law authorizing the issuance of general obligation bonds by school districts.

Section 11. Effective Date. This resolution shall take effect on and after its adoption.

The foregoing Resolution was adopted by the Governing Board of the Gravenstein Union School District of Sonoma County, being the Board authorized by law to make the designations therein contained by the following vote, on _____, 2012.

Adopted by the following votes: *[2/3 vote required]*

AYES:

NOES:

ABSENT:

ABSTAIN:

President of the Board

Attest:

Secretary of the Board

APPENDIX A

BALLOT MEASURE

FULL TEXT OF MEASURE

INTRODUCTION

“To modernize, construct and renovate classrooms, restrooms and school facilities; improve student access to computers and modern technology; make health, safety and handicapped accessibility improvements; replace energy inefficient windows and lighting; repair leaky roofs; and upgrade outdated electrical systems; shall the Gravenstein Union School District issue \$6,000,000 of bonds at legal interest rates, have an independent citizens’ oversight committee and have NO money taken by the state or used for salaries?”

BOND AUTHORIZATION

By approval of this measure by at least 55 percent of the registered voters voting on the measure, the District will be authorized to issue and sell bonds of up to \$6.0 million in aggregated principal at interest rates below the legal limit and to provide financing for the specific school facilities projects listed in the Bond Project List described below, subject to all the accountability requirements specified below.

ACCOUNTABILITY REQUIREMENTS

The provisions in this section are specifically included in this measure so that the voters and taxpayers in the District may be assured that their money will be spent wisely. Expenditures to address specific facilities needs of the District will be in compliance with the requirements of Article XIII A, Section 1(b)(3), of the State Constitution and the Strict Accountability in Local School Construction Bonds Act of 2000 (codified at Education Code Sections 15264 and following.)

Evaluation of Needs. The School Board has identified detailed facilities needs of the District and has determined which projects to finance from a local bond at this time. The School Board hereby certifies that it has evaluated safety, class size reduction, enrollment growth, and information technology needs in developing the Bond Project List shown below.

Independent Citizens’ Oversight Committee. The School Board shall establish an Independent Citizens’ Oversight Committee, under Education Code Sections 15278 and following, to ensure bond proceeds are expended only on the school facilities projects listed below. The committee will be established within 60 days of the date when the results of the election appear in the minutes of the School Board.

Performance Audits. The School Board shall conduct an annual, independent performance audit to ensure that the bond proceeds have been expended only on the school facilities projects listed below.

Financial Audits. The School Board shall conduct an annual, independent financial audit of the bond proceeds until all of those proceeds have been spent for the school facilities projects listed below.

Government Code Accountability Requirements. As required by Section 53410 of the Government Code, (1) the specific purpose of the bonds is set forth in this Full Text of the Measure, (2) the proceeds from the sale of the bonds will be used only for the purposes specified in this Measure, and not for any other purpose, (3) the proceeds of the bonds, when and if issued, will be deposited into a building fund to be held by the Sonoma County Treasurer, as required by the California Education Code, and (4) the Superintendent of the District shall cause an annual report to be filed with the Governing Board of the District not later than January 1 of each year, which report shall contain pertinent information regarding the amount of funds collected and expended, as well as the status of the projects listed in this Measure, as required by Sections 53410 and 53411 of the Government Code.

FURTHER SPECIFICATIONS

No Teacher or Administrator Salaries. Proceeds from the sale of bonds authorized by this measure shall be used only for the acquisition, construction, reconstruction and/or rehabilitation of school facilities, including the payment and/or prepayment of school facility leases, and not for any other purpose, including teacher and administrator salaries and other school operating expenses.

State Matching Funds. The following statement is included in this measure pursuant to Education Code Section 15122.5: Approval of this measure does not guarantee that the proposed project or projects in the School District that are the subject of bonds under this measure will be funded beyond the local revenues generated by this measure. The School District's proposal for the project or projects may assume the receipt of matching state funds, which could be subject to appropriation by the Legislature or approval of a statewide bond measure.

BOND PROJECT LIST

The Bond Project List shown below is a part of the ballot measure and must be reproduced in any official document required to contain the full statement of the bond measure.

Scope of Projects. Bond proceeds will be expended to modernize, replace, renovate, construct, acquire, lease, and otherwise improve the facilities of the District, including all incidental costs, located at Gravenstein Elementary School and Hillcrest Middle School.

The specific school facilities projects to be funded include, but shall not be limited to:

- Renovate, repair, construct and/or upgrade classrooms, restrooms and school facilities
- Repair or replace leaky roofs
- Upgrade inadequate electrical systems
- Install, replace or upgrade fire alarm and security systems
- Improve technology infrastructure and increase student access to computers and modern technology
- Make health, safety and handicapped accessibility (ADA) improvements
- Make facility improvements to increase the District's energy efficiency, including replacing outdated and inefficient windows and lighting
- Upgrade school site parking, utilities and grounds

- Replace existing wiring systems to meet current electrical and accessibility codes and increased capacity
- Federal and State-mandated Americans with Disabilities Act (ADA) accessibility upgrades including but not limited to site access, parking access, staff and student restroom access, relocation of certain existing electrical devices and drinking fountain and playground equipment accessibility
- Abate and remove hazardous materials identified prior or during construction
- Federal and State-mandated Occupational Safety & Health Administration (OSHA) safety upgrades including playground equipment replacement
- Repair, replace and/or upgrade paved surfaces, turf, and other grounds to eliminate safety hazards and improve outside instructional areas

The listed projects will be completed as needed. Each project is assumed to include its share of architectural, engineering, and similar planning costs, program/project management, staff training expenses and a customary contingency for unforeseen design and construction costs. In addition to the listed projects stated above, the list also includes interim funding incurred to advance fund projects from the list; installation of signage and fencing; payment of the costs of preparation of all facility planning, facility studies, assessment reviews, facility master plan preparation and updates, environmental studies (including environmental investigation, remediation and monitoring), design and construction documentation, and costs of the temporary relocation housing of displaced District facilities including storage caused by construction projects. In addition to the projects listed above, the repair and renovation of each of the existing school facilities may include, but not be limited to, some or all of the following: renovation of student and staff restrooms; repair and replacement of heating and ventilation systems; upgrade of facilities for energy efficiencies; repair and replacement of worn-out and leaky roofs, windows, walls, doors and drinking fountains; acquisition of any of the facilities on the Bond Project List through temporary lease or lease purchase arrangements, or execute purchase option under a lease for any of these authorized facilities; installation wiring and electrical systems to safely accommodate computers, technology and other electrical devices and needs; upgrades or construction of support facilities, including administrative, physical education/athletic facilities and performing arts buildings and maintenance yards; repair and replacement of fire alarms, emergency communications and security systems; resurfacing or replacing of hard courts, pools, turf and irrigation systems and campus landscaping and play fields; expand parking; install interior and exterior painting and floor covering; demolition; and construction of various forms of storage and support spaces, upgrade classrooms, bleachers, kitchens, repair, upgrade and install interior and exterior lighting systems; replace outdated security fences and security systems. The upgrading of technology infrastructure includes, but is not limited to, sound projection systems, digital white boards, upgrade voice-over-IP, call manager and network security/firewall, wireless technology systems and other miscellaneous equipment and software. The allocation of bond proceeds will be affected by the District's receipt of State matching funds and the final costs of each project. In the absence of State matching funds, which the District will aggressively pursue to reduce the District's share of the costs of the projects, the District will not be able to complete some of the projects listed above. The budget for each project is an estimate and may be affected by factors beyond the District's control. Some projects throughout the District, such as gyms, fields and performing arts facilities, may be undertaken as joint use projects in cooperation with other local public or non-

profit agencies. The final cost of each project will be determined as plans and construction documents are finalized, construction bids are received, construction contracts are awarded and projects are completed. Based on the final costs of each project, certain of the projects described above may be delayed or may not be completed. Demolition of existing facilities and reconstruction of facilities scheduled for repair and upgrade may occur, if the Board determines that such an approach would be more cost-effective in creating more enhanced and operationally efficient campuses. Necessary site preparation/restoration may occur in connection with new construction, renovation or remodeling, or installation or removal of relocatable classrooms, including ingress and egress, removing, replacing, or installing irrigation, utility lines, trees and landscaping, relocating fire access roads, and acquiring any necessary easements, licenses, or rights of way to the property. Proceeds of the bonds may be used to pay or reimburse the District for the cost of District staff when performing work on or necessary and incidental to bond projects.

The order in which school facilities projects are listed does not suggest an order of priority and the District is unable to anticipate all unforeseen circumstances which may prevent some of the projects listed above from being undertaken or completed.

APPENDIX B

**BALLOT MEASURE
ABBREVIATED FORM**

“To modernize, construct and renovate classrooms, restrooms and school facilities; improve student access to computers and modern technology; make health, safety and handicapped accessibility improvements; replace energy inefficient windows and lighting; repair leaky roofs; and upgrade outdated electrical systems; shall the Gravenstein Union School District issue \$6,000,000 of bonds at legal interest rates, have an independent citizens’ oversight committee and have NO money taken by the state or used for salaries?”

Bonds—Yes

Bonds—No

**BOARD OF TRUSTEES OF GRAVENSTEIN UNION SCHOOL
DISTRICT COUNTY OF SOMOMA, STATE OF CALIFORNIA**

**RESOLUTION 120802-2
TO ESTABLISH GRAVENSTEIN ELEMENTARY CHARTER SCHOOL
ACCOUNT FUND 03**

WHEREAS, the Governing Board of the Gravenstein Union School District desires to establish a fund for the purpose of segregating all income and expenditures identified to the Gravenstein Elementary Charter School and,

WHEREAS, the Board of Trustees believes the most efficient and effective tool is the creation of a fund for the sole purpose of segregating income and expenditures:

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees authorizes the creation of a Gravenstein Elementary Charter School Fund –Fund 03- for the Gravenstein Union School District.

The foregoing resolution was introduced by Board Member _____

Who moved its adoption, seconded by Member _____ and adopted on roll call by the following vote:

Kay Crocker	_____
Jim Horn	_____
Jeff Weaver	_____
Sandra Wickland	_____
Jan Zlotnick	_____

Ayes: _____ Noes: _____ Absent/not voting: _____

WHEREUPON, the President declared the above resolution adopted and

SO ORDERED this 2nd day of August, 2012

President
Board of Trustees

ATTEST:

Clerk

**BOARD OF TRUSTEES OF GRAVENSTEIN UNION SCHOOL
DISTRICT COUNTY OF SOMOMA, STATE OF CALIFORNIA**

**RESOLUTION 120802-3
TO ESTABLISH HILLCREST MIDDLE CHARTER SCHOOL
ACCOUNT FUND 04**

WHEREAS, the Governing Board of the Gravenstein Union School District desires to establish a fund for the purpose of segregating all income and expenditures identified to the Hillcrest Middle Charter School and,

WHEREAS, the Board of Trustees believes the most efficient and effective tool is the creation of a fund for the sole purpose of segregating income and expenditures:

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees authorizes the creation of a Hillcrest Middle Charter School Fund –Fund 04- for the Gravenstein Union School District.

The foregoing resolution was introduced by Board Member _____

Who moved its adoption, seconded by Member _____ and adopted on roll call by the following vote:

Kay Crocker	_____
Jim Horn	_____
Jeff Weaver	_____
Sandra Wickland	_____
Jan Zlotnick	_____

Ayes: _____ Noes: _____ Absent/not voting: _____

WHEREUPON, the President declared the above resolution adopted and

SO ORDERED this 2nd day of August, 2012

President
Board of Trustees

ATTEST:

Clerk

GRAVENSTEIN UNION ELEMENTARY SCHOOL DISTRICT
CLASSIFIED SALARY SCHEDULE 2011-2012

Range	Step 1		Step 2		Step 3		Step 4		Step 5		
	Monthly	Hourly	Monthly	Hourly	Monthly	Hourly	Monthly	Hourly	Monthly	Hourly	
1	1,251	7.22	1,315	7.59	1,379	7.96	1,452	8.38	1,525	8.80	
2	1,282	7.40	1,350	7.79	1,414	8.16	1,489	8.59	1,565	9.03	
3	1,315	7.59	1,381	7.97	1,451	8.37	1,525	8.80	1,603	9.25	
4	1,350	7.79	1,414	8.16	1,489	8.59	1,565	9.03	1,639	9.46	
5	1,381	7.97	1,419	8.19	1,525	8.80	1,605	9.26	1,681	9.70	
6	1,416	8.17	1,456	8.40	1,563	9.02	1,641	9.47	1,724	9.95	
7	1,454	8.39	1,490	8.60	1,603	9.25	1,683	9.71	1,768	10.20	
8	1,489	8.59	1,530	8.83	1,639	9.46	1,724	9.95	1,811	10.45	
9	1,529	8.82	1,567	9.04	1,681	9.70	1,768	10.20	1,860	10.73	
10	1,565	9.03	1,606	9.27	1,723	9.94	1,811	10.45	1,905	10.99	
11	1,603	9.25	1,681	9.70	1,768	10.20	1,860	10.73	1,955	11.28	
Instructional Aide	12	1,641	9.47	1,723	9.94	1,809	10.44	1,903	10.98	2,000	11.54
Library Aide	13	1,681	9.70	1,768	10.20	1,856	10.71	1,955	11.28	2,048	11.82
Noon/Yard Duty Aide	14	1,726	9.96	1,811	10.45	1,905	10.99	2,002	11.55	2,100	12.12
Daycare Aide	15	1,769	10.21	1,856	10.71	1,953	11.27	2,048	11.82	2,152	12.42
Summer Cust.	16	1,813	10.46	1,905	10.99	1,998	11.53	2,097	12.10	2,210	12.75
Preschool Teacher & IA with 48 units of college credit	17	1,856	10.71	1,953	11.27	2,048	11.82	2,154	12.43	2,263	13.05
	18	1,906	11.00	2,000	11.54	2,100	12.12	2,210	12.75	2,319	13.38
	19	1,955	11.28	2,048	11.82	2,152	12.42	2,263	13.06	2,378	13.72
	20	2,000	11.54	2,100	12.12	2,208	12.74	2,319	13.38	2,437	14.06
	21	2,050	11.83	2,152	12.42	2,262	13.05	2,378	13.72	2,497	14.41
	22	2,102	12.13	2,210	12.75	2,319	13.38	2,437	14.06	2,561	14.78
	23	2,154	12.43	2,262	13.05	2,376	13.71	2,497	14.41	2,624	15.14
School Secretary	24	2,210	12.75	2,319	13.38	2,437	14.06	2,561	14.78	2,691	15.53
Custodian, or Preschool/Daycare	25	2,263	13.06	2,376	13.71	2,497	14.41	2,624	15.14	2,759	15.92
Directors	26	2,320	13.38	2,437	14.06	2,560	14.77	2,691	15.53	2,827	16.31
	27	2,379	13.73	2,497	14.41	2,622	15.13	2,761	15.93	2,898	16.72
	28	2,438	14.07	2,560	14.77	2,690	15.52	2,827	16.31	2,967	17.12
Acct. Clerk/Dist Sect.	29	2,501	14.43	2,624	15.14	2,759	15.92	2,898	16.72	3,043	17.56
	30	2,563	14.79	2,690	15.52	2,825	16.30	2,970	17.13	3,119	17.99
	31	2,624	15.14	2,761	15.93	2,896	16.71	3,045	17.57	3,197	18.44
	32	2,691	15.53	2,827	16.31	2,967	17.12	3,119	17.99	3,275	18.89
Head Cust.	33	2,761	15.93	2,898	16.72	3,043	17.56	3,197	18.44	3,360	19.38
	34	2,828	16.32	2,967	17.12	3,119	17.99	3,279	18.92	3,447	19.89
	35	2,898	16.72	3,045	17.57	3,196	18.44	3,357	19.37	3,532	20.38

- NOTES: 1. Substitutes are paid at Step 1 of appropriate schedule.
2. Schedule based on 8 hour day or 173.33 hours/month.
3. Employees with 10 or more years service will be advanced one (1) range placement.
4. Employees with 15 or more years service will be advanced two (2) range placements.

GRAVENSTEIN UNION SCHOOL DISTRICT
Accomplishments/Actions of the 2011-2012 School Year

Budget:

1. 2011-12 adopted budget completed with no deficit spending.
2. Teacher layoffs were not necessary.
3. Special Education encroachment on the General Fund was approximately \$25,000 (reduced from \$150,000-\$200,000 encroachment from prior years).
4. Home-to-School -Transportation encroachment was \$0 for 2011-12.
5. Enrollment increased from 2010-11 to the 2011-12 school year.
6. A decision was made for a bond election in November, 2012.
7. Payroll and Benefits audit was completed. Accountability Procedures were improved.
8. Charter applications were submitted and to CDE / SBE for Gravenstein Elementary and Hillcrest Middle School. Approximately 30 1st grade students and Community Day School continue enrollment outside of the charters. The district will now have four schools for the 2012-13 school year.

Policies:

1. Continued review/adoption of policies.
2. Enrollment paperwork, district policies, SARC, Comprehensive School Site Plan, Technology Plan, Collective Bargaining Agreement, Grade Level Curriculum Brochures and more publications updated on the district website.
3. Wellness policy was reviewed and updated with review and recommendations from the District Site Council.

Curriculum:

1. Training for teachers with continued focus on writing during the 2011-12 school year.
2. English/Language Arts Assessments continued to be utilized at the Gravenstein campus to guide teacher direct instruction and proper pacing.
3. ENRICH! and Traditional program teachers were invited to attend CAG training July 2011. Six teachers attended.
4. ENRICH! program expanded to more classrooms.
5. Professional development continued in the area of Special Education. Lindamood Bell training attended by 2 of the special education teachers.
6. Maintained an API of 850 or better for both school sites (895 district API).
7. Maintained full Class Size Reduction in grades K-3.
8. Maintained full 180-day school year for students.
9. 100% of 8th grade students completed the Algebra 1 textbook and took the Algebra 1 portion of the STAR test.
10. An outside speaker was utilized for HIV/AIDS education for grades 7-8.
11. Transitional Kindergarten began at the beginning of the 2011-12 school year.
12. New computers were purchased and installed in the Gravenstein Computer Lab during the 2011-12 school year.
13. The ENRICH! Program now includes two classes at each grade level for the 2012-13 school year.

Public Relations /Student Relations

1. Over 100 tours and individual conferences with new families were held during the 2011-12 school year. Four Open House events held at the campuses.
2. Kindergarten/Preschool Open House event in Sebastopol was utilized.
3. Hillcrest 6-7-8 Band won several awards to include 1st place in the Rose Parade.
4. GUSD website continued to grow with the policies, board agendas and minutes, teacher websites, foundation links, Facebook, etc. Positive comments about the district website and teacher websites continued.
5. Friday morning whole school outdoor assemblies were continued at Gravenstein School.
6. Direction/collaboration with Site Council, GSF and MPF continued.
7. District enrollment increased from 630 (2009-10) to 654 (2010-11) school year. 2011-12 district enrollment expanded to a high of 690. Enrollment for 2012-13 projected to be over 700.
8. Plans began for a GUSD Master Plan which included one community meeting with announcement through all-district family email.
9. Plans made for ALL student “meet the teacher”/Orientations on August 20 and 21, 2012 at both campuses.

Management/Organization/Discipline

1. Staff, students, and parents were updated on new laws, policies or rules to ensure existing rules were consistently enforced.
2. Intramural program at Hillcrest lunchtime continued to include “houses”
3. Review of student conduct rules and programs continued.
4. Staff and student handbooks were updated.
5. Student Organizers/Homework books (includes student handbook) utilized for each student grades 4-8.

Facilities:

1. Safety/Traffic Committee met during the 2011-12 school year to evaluate the parking lots of both campuses. Recommendations were presented to the school board. Many of the recommendations were implemented. The bell schedule at Gravenstein was staggered to assist with parking lot traffic flow.
2. Classroom modular project at Gravenstein was completed and the modular project at Hillcrest began.
3. The 5 year deferred maintenance plan was updated.
4. PG&E energy audit conducted. Lighting upgrade began at the Hillcrest campus.
5. New drinking fountains were installed at the Gravenstein campus for the 2011-12 school year.
6. Picnic tables were replaced at the Hillcrest campus.
7. GUSD Master Plan was completed in preparation of the bond election.

GRAVENSTEIN UNION SCHOOL DISTRICT
School Board/Superintendent Goals
2012-13

General Goal: Budget

1. Maintain fiscal solvency of the district and develop an effective budgetary system.

Specific Goals:

- A. Adopt a budget that reflects the district's mission statement and goals with no deficit spending (annual expenditures don't exceed annual revenues) and appropriate reserves.
- B. Maintain consistent budgetary and accountability procedures.
- C. Closely monitor costs and continue to strive for no encroachment on the General Fund for Special Education, Cafeteria, Preschool, Before/After School Care, and Transportation.
- D. Continue to align staffing needs with enrollment and explore other proactive alternatives for funding.
- E. Continue to provide accurate financial documents to the Board in a timely manner.
- F. Continue to meet requirements for GASB 45 (post-employment retirement benefits calculation).
- G. Continue to strive for fair and competitive staff compensation.
- H. Continue to have open houses, tours, etc. for new families in order to maintain and/or increase enrollment.

General Goal: Policies

2. Develop and update district policies and school procedures.

Specific Goals:

- A. Continue to review mandatory and new CSBA Policies and remove outdated policies.
- B. Ensure that all policies and procedures are communicated and followed.
- C. Place all District board policies on the District website.

General Goal: Curriculum and Instruction

3. Promote curriculum development and higher levels of student achievement within the District consistent with the state standards and frameworks.

Specific Goals:

- A. Every first through eighth grade student shall reach and maintain grade level achievement in reading and math.
- B. Monitor and review district conformance with state standards K-8.
- C. Monitor the use of assessments to guide teacher directed instruction.
- D. Monitor the pacing of teacher directed lessons and use of district adopted textbooks.
- E. Continue to provide staff development in all core subject areas.
- F. Provide direction to Site Council for drafting the School Plan.
- G. Maintain District API of 875 or better.
- H. Provide a suitable learning environment in the classrooms--with appropriate discipline, structure and setting.
- I. Continue to review for purchase: K-5 Math.
- J. Continue Science, Math and Language Arts articulation with the High School.
- K. Continue to monitor all enrichment/elective classes to include the Spanish program at all grades levels.
- L. Promote appropriate field trips linked to curriculum.
- M. Review health education materials, outside speakers, curriculum and teaching practices

- for students and parents.
- N. Continue the Transitional Kindergarten program. The combination room includes a priority of 4 year old preschool students
- O. Continue the ENRICH! Program support with grade level Enrichment and GATE Coordinator positions.
- P. Study the optimum size of the traditional and ENRICH! programs.

General Goals: Public Relations

4. Encourage participation and a sense of pride in Gravenstein Union School District among all community members

Specific Goals:

- A. Continue to invite and inform the community about our school district.
- B. Actively promote Gravenstein School District in a positive, proactive manner to include the district website and press releases.
- C. Continue to encourage volunteerism and community involvement.
- D. Maintain practices to retain and increase district enrollment.
- E. Provide direction and work collaboratively with parent foundations.
- F. Continue to increase the welcoming environment of the school offices.

General Goals: Student Relations

5. Promote positive student relations and appropriate student behavior on campus.

Specific Goals:

- A. Review and update specific student programs within the district's four schools.
- B. Continually update staff, students, and parents on new laws, policies or rules and promote consistent enforcement of the rules.
- C. Continue to investigate proactive, positive activities such as intramurals at lunch time or other activities.
- D. Review appropriate student reward/recognition activities. Include staff, parents and student input.

General Goals: Management/Organization

6. Specific Goals:

- A. Evaluate Management Structure and compliance with Board/Superintendent Goals.
- B. Complete 2011-12 Board/Superintendent Goal setting by September 2011.
- C. Continue to encourage appropriate cross-training within the school offices and increased computer/office skills among office staff.

General Goals: Facilities

7. Upgrade and maintain campus and facilities.

Specific Goals:

- A. Continue to maintain and improve the appearance of school buildings and grounds.
- B. Continue to work on items listed on the 5 year deferred maintenance plan - to include energy efficiency.
- C. Plan for upgrading playground equipment considering new ADA regulations.
- D. Continue to review the custodial schedules and budget.
- E. Continue to review the removal and/or replacement sub-standard buildings.
- F. Continue to review the use and contents of storage facilities.
- G. Continue to review the traffic safety committee's findings and recommendations and Master Plan parking lot recommendations.