

**NOTICE OF REVISIONS TO THE OFFICIAL NOTICE OF SALE  
DATED MARCH 29, 2019**

**\$22,000,000  
PLACER UNION HIGH SCHOOL DISTRICT  
SCHOOL FACILITIES IMPROVEMENT DISTRICT NO. 1  
PLACER COUNTY, CALIFORNIA  
GENERAL OBLIGATION BONDS  
ELECTION OF 2018, SERIES A**

This Notice of Revisions to the Official Notice of Sale (this “Supplement”) is dated March 29, 2019. The following amendments/revisions have been made to the information in that certain Official Notice of Sale posted on March 27, 2019 (the “Original Official Notice of Sale”) relating to the above-captioned bonds of the School Facilities Improvement District No. 1 of the Placer Union High School District.

- The terms of the sale were amended in the Original Official Notice of Sale to provide that the District has designated new maximum price for the above-referenced bonds in the “Important Note” on page 1; and in the heading “FORM OF BID; PURCHASE PRICE” on page 5.
- The bid price under the heading “FORM OF BID; PURCHASE PRICE” on page 5 was amended to provide that the “minimum purchase price to be paid for the Bonds may not be less than 101.9% and the maximum purchase price should not exceed 104.3% of the par amount.”
- The Original Official Notice of Sale was amended to add Appendix A, the form of “issue price” certificate.

**A copy of the Revised Official Notice of Sale is attached hereto.**

**END OF NOTICE**

**OFFICIAL NOTICE OF SALE**

**\$22,000,000**

**PLACER UNION HIGH SCHOOL DISTRICT  
SCHOOL FACILITIES IMPROVEMENT DISTRICT NO. 1  
PLACER COUNTY, CALIFORNIA  
GENERAL OBLIGATION BONDS  
ELECTION OF 2018, SERIES A**

NOTICE IS HEREBY GIVEN by the Board of Trustees of the Placer Union High School District (the “District”), that bids will be received by a representative of the District for the purchase of \$22,000,000 principal amount of bonds of the District designated the “Placer Union High School District, School Facilities Improvement District No. 1, Placer County, California, General Obligation Bonds, Election of 2018, Series A” (the “Bonds”). Bids will be received in electronic form via Bidcomp/Parity on:

**TUESDAY, APRIL 2, 2019**

or, at the option of the District, on successive days thereafter until acceptance of a bid, in either case at 8:30 a.m. Pacific Time. The District reserves the right to postpone or change the sale date upon 24 hours’ notice as described below. The Bonds will be issued under the provisions of a Resolution adopted by the Board of Trustees of the District on March 19, 2019 (the “Resolution”), and under the laws of the State of California. The Bonds are more particularly described in the Paying Agent Agreement, dated May 1, 2019, by and between the District and U.S. Bank National Association, as paying agent (the “Paying Agent”), on file with the District (which is incorporated herein by reference) and copies thereof will be furnished to the bidder upon request.

*Important Note:* The District has designated a minimum and maximum purchase price at which the Bonds are to be sold. See “TERMS OF SALE – Form of Bid; Purchase Price” herein.

**DESCRIPTION OF THE BONDS**

**PURPOSE:** The proceeds of the Bonds will be applied by the District modernize, replace, renovate, construct, equip and rebuild facilities within the boundaries of its School Facilities Improvement District No. 1 (the “SFID”) to enable the District to make optimum and safe use of these improvements for the benefit of the students served by the District within the SFID, and to accommodate new students to be served by the District within the SFID, in accordance with the ballot proposition under which the issuance of the Bonds has been authorized, and to pay costs of issuance.

**ISSUE; BOOK-ENTRY FORM:** The Bonds will be issued in the aggregate principal amount of \$22,000,000 in the form of fully registered Bonds without coupons. The Bonds will be dated as of their original delivery, and will be issued in minimum denominations of \$5,000.

The Bonds will be issued in a book entry only system with no physical distribution of the Bonds made to the public. The Depository Trust Company, New York, New York (“DTC”), will act as depository for the Bonds which will be immobilized in its custody. The Bonds will be registered in the name of Cede & Co., as nominee for DTC, on behalf of the participants in the DTC system and the subsequent beneficial owners of the Bonds.

***MATURITIES:*** The Bonds will mature, or be subject to mandatory sinking fund redemption, on August 1 in each of the years, and in the amounts, as set forth in the following table. The final principal amount of the Bonds, and the final amount of each maturity of the Bonds, is subject to increase or decrease as described below under the heading “Adjustment of Principal Maturities.” Each bidder must specify in its bid whether, for any particular year, the Bonds will mature, or alternately, be subject to mandatory sinking fund redemption in such year.

| Maturity Date   | Principal     |
|-----------------|---------------|
| <u>August 1</u> | <u>Amount</u> |
| 2020            | \$750,000     |
| 2021            | 700,000       |
| 2022            | --            |
| 2023            | --            |
| 2024            | 80,000        |
| 2025            | 110,000       |
| 2026            | 145,000       |
| 2027            | 180,000       |
| 2028            | 220,000       |
| 2029            | 255,000       |
| 2030            | 300,000       |
| 2031            | 350,000       |
| 2032            | 400,000       |
| 2033            | 455,000       |
| 2034            | 515,000       |
| 2035            | 575,000       |
| 2036            | 645,000       |
| 2037            | 715,000       |
| 2038            | 795,000       |
| 2039            | 875,000       |
| 2040            | 960,000       |
| 2041            | 1,055,000     |
| 2042            | 1,150,000     |
| 2043            | 1,240,000     |
| 2044            | 1,330,000     |
| 2045            | 1,425,000     |
| 2046            | 1,530,000     |
| 2047            | 1,635,000     |
| 2048            | 1,745,000     |
| 2049            | 1,865,000     |

**PAYMENT PROVISIONS:** Interest on the Bonds will be payable on August 1, 2019 and on February 1 and August 1 in each year thereafter (the “Interest Payment Dates”), to the registered owners by check or draft of U. S. Bank National Association as paying agent for the Bonds (the “Paying Agent”) or, in the case of the owner of Bonds in an aggregate principal amount of at least \$1,000,000, at the written request of such owner by wire transfer. Principal of and premium (if any) on any Bond will be paid upon presentation and surrender thereof at the office of the Paying Agent in Phoenix, Arizona. The principal of and interest and premium (if any) on the Bonds are payable in lawful money of the United States of America.

**OPTIONAL REDEMPTION OF BONDS.** Bonds maturing on or after August 1, 2028, are subject to redemption prior to their respective stated maturities, at the option of the District, from any source of available funds, as a whole or in part (by such maturities as may be specified by the District and by lot within a maturity), on any date on or after August 1, 2027, at redemption prices equal to the principal amount of Bonds called for redemption, plus accrued interest to the date fixed for redemption, without premium.

**SINKING FUND REDEMPTION:** Any bidder may, at its option, specify that one or more maturities of the Bonds will consist of term Bonds which are subject to mandatory sinking fund redemption in consecutive years immediately preceding the maturity thereof, as designated in the bid of such bidder. If the bid of the successful bidder specifies that any maturity of Bonds will be term bonds, such term bonds will be subject to mandatory sinking fund redemption on August 1 in each year so designated in the bid, in the respective amounts for such years as set forth above under the heading “MATURITIES,” at a redemption price equal to the principal amount thereof to be redeemed together with accrued interest to the redemption date, without premium, but which amounts will be proportionally reduced by the principal amount of all Series A Term Bonds optionally redeemed..

**SECURITY:** The District will direct the appropriate officials of the County to levy ad valorem taxes for the payment of the Bonds and the interest thereon without limitation as to rate or amount.

**TAX-EXEMPT STATUS:** In the opinion of Dannis Woliver Kelley, bond counsel to the District (“Bond Counsel”), interest on the Bonds is excludable from gross income for federal income tax purposes and is not a specific preference item for purposes of the federal alternative minimum tax. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. Bidders are referred to the Preliminary Official Statement for a description of the proposed opinion of Bond Counsel. If prior to the delivery of the Bonds either (a) the interest on other obligations of the same type and character shall be declared to be taxable (either at the time of such declaration or at any future date) under any federal income tax laws, either by the terms of such laws or by ruling of a federal income tax authority or official which is followed by the Internal Revenue Service, or by decision of any federal court or (b) any federal income tax law is adopted which will have a substantial adverse effect upon owners of the Bonds as such, the successful bidder for the Bonds may, at its option, prior to the tender of the Bonds, be relieved of its obligation under the contract to purchase the Bonds.

**LEGAL OPINION:** The legal opinion of Dannis Woliver Kelley, Sacramento, California, approving the validity of the Bonds, will be furnished to the purchaser of the Bonds without cost. A copy of the legal opinion will be appended to each Bond.

**FURTHER INFORMATION:** A copy of the Preliminary Official Statement describing the Bonds, and any other information concerning the proposed financing, will be furnished upon request to the financial advisor to the District (the “Financial Advisor”), as follows: Dale Scott & Company, Inc., 650 California Street, Suite 2050, San Francisco, California 94108, tel: (415) 956-1030. Such information is also available on the website of the Financial Advisor at <http://www.dalescott.com/financings/>.

**MUNICIPAL BOND INSURANCE; BIDDER’S OPTION:** The District has applied to certain bond insurance companies for a commitment to issue a policy insuring the payment when due of principal of and interest on the Bonds. Information concerning the availability of municipal bond insurance may be also obtained by contacting the Financial Advisor as described above. In the event the District obtains a commitment for municipal bond insurance, each bidder has the option to elect whether such insurance will be issued. If the winning bidder elects to obtain any policy of municipal bond insurance, the premium for such insurance and the costs of any related ratings will be paid by the bidder, and the District will have no responsibility for payment of such premium and costs.

#### **TERMS OF SALE**

**RIGHT TO CANCEL, POSTPONE OR RESCHEDULE SALE:** The District reserves the right to cancel, postpone or reschedule the sale of the Bonds upon notice published on the website of the Financial Advisor and through the TM3 system, not less than 24 hours before the time for receipt of bids. If the sale is postponed, bids will be received at the above place at such date and hour as set forth in the notice. Failure of any bidder to receive such notice or any other form of notice of canceled, postponed or rescheduled sale will not affect the legality or validity of any sale.

**SUBMISSION OF BIDS:** Bids will be received electronically as described below, provided that such electronic bid must be received no later than the date and time set for receipt of bids.

**ELECTRONIC BIDS:** The District will accept bids in electronic form through the Parity electronic bidding system. Each bidder submitting an electronic bid agrees by doing so that it is solely responsible for all arrangements with Parity and that Parity is not acting as an agent of the District. Instructions and forms for submitting electronic bids must be obtained from Parity, and the District assumes no responsibility for ensuring or verifying bidder compliance with Parity’s procedures. The District will be entitled to assume that any bid received via Parity has been made by a duly authorized agent of the bidder.

Neither the District, the County of Placer (the “County”), the Financial Advisor nor Bond Counsel has any responsibility for proper functioning of the Parity system, for any error contained in any bid submitted electronically, or for failure of any bid to be transmitted, received or opened at the official time for receipt of bids. The official time for receipt of bids will be determined by

the District at the place of bid opening, and the District will not be required to accept the time kept by Parity as the official time. The District assumes no responsibility for informing any bidder prior to the deadline for receiving bids that its bid is incomplete, or not received.

**FORM OF BID; PURCHASE PRICE:** Each proposal must be for not less than all of the Bonds hereby offered for sale. The minimum purchase price to be paid for the Bonds may not be less than 101.9% and the maximum purchase price should not exceed 104.3% of the par amount.

The underwriter's discount and any bond insurance premium must be paid out of original issue premium which is retained by the underwriter.

**DESIGNATION OF INTEREST RATES:** Each bidder must specify the rate or rates of interest which the Bonds will bear. The maximum rate bid on any Bonds may not exceed 8% per annum. A bidder will be permitted to bid different rates of interest for each maturity of Bonds, but:

- each interest rate specified must be in a multiple of 1/20% or 1/8%;
- no Bond may bear more than one rate of interest;
- interest on each Bond will be computed from the date of original delivery to its stated maturity at the interest rate specified in the proposal, payable on the Interest Payment Dates as set forth above; and
- all Bonds maturing at any one time will bear the same rate of interest.

**DETERMINATION OF BEST BID:** The Bonds will be awarded to the responsible bidder whose bid produces the lowest true interest rate on the Bonds. The true interest rate specified in any bid will be that rate which, when used in computing the present worth of all payments of principal and interest to be paid on all Bonds from the date of original delivery (which is assumed to be May 1, 2019) to their respective maturity dates or mandatory sinking fund redemption dates, produces an amount equal to the purchase price specified in such bid. For purposes of computing the true interest rate represented by any proposal, the purchase price specified in such proposal shall be equal to the par amount of the Bonds plus any premium and less any discount specified in such proposal, and the true interest rate shall be calculated by the use of a semiannual interval of compounding interest based on the Interest Payment Dates for the Bonds.

**ADJUSTMENT OF PRINCIPAL MATURITIES:** The District reserves the right to increase or decrease the principal amount of any maturity of the Bonds (or, in the case of the term Bonds, the principal amount thereof which is subject to mandatory sinking fund redemption on August 1 in any year). The aggregate principal amount of the Bonds will be equal to \$22,000,000 under any circumstances. The District will give notice of any such adjustment to the successful bidder as soon as practicable following the notification of award. No such adjustment will alter the basis upon which the best bid is determined.

***RIGHT OF REJECTION:*** The District reserves the right, in its discretion, to reject any and all bids and to the extent not prohibited by law to waive any irregularity or informality in any bid.

***PROMPT AWARD:*** A representative of the District has been authorized to accept the best responsible bid for the purchase of the Bonds and to accept such bid, for and in the name of the District, by notice to the successful bidder. If two or more bids setting forth identical interest rates and premium/discount, if any, are received, such officer may exercise discretion and judgment in making the award and may award the Bonds on a pro rata basis in such denominations as he or she determines. Such authorized representative of the District may also reject any and all bids and waive any irregularity or informality in any bid. Sale of the Bonds will be awarded or all bids will be rejected not later than 24 hours after the expiration of the time prescribed for the receipt of proposals unless such time of award is waived by the successful bidder; provided, that the award may be made after the expiration of the specified time if the bidder does not notify the District in writing of the withdrawal of its proposal.

***PLACE OF DELIVERY; CANCELLATION FOR LATE DELIVERY:*** It is expected that the Bonds will be delivered to DTC for the account of the successful bidder within 21 days from the date of sale thereof. The successful bidder has the right, at the successful bidder's option, to cancel the contract of purchase if the Bonds are not tendered for delivery within 60 days from the date of the sale thereof.

***PAYMENT OF PURCHASE PRICE:*** The successful bidder will be required to pay the purchase price of the Bonds, being the par amount of the Bonds, less purchaser's discount, plus premium (if any), in funds which are immediately available to the Paying Agent and/or the County Treasurer, as instructed by the District. Such payment shall be made on the date of original delivery of the Bonds by the District to DTC.

***STATEMENT OF TRUE INTEREST RATE:*** Each bidder is requested, but not required, to state in its proposal the percentage true interest rate represented by its proposal, determined as described above, which will be considered as informative only and not binding on either the bidder or the District.

***ESTABLISHMENT OF ISSUE PRICE:*** The winning bidder shall assist the District in establishing the issue price of the Bonds and shall execute and deliver to the District at closing an "issue price" certificate setting forth the reasonable expected initial offering price to the public or the sale price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as **Appendix A**, with such modifications as may be appropriate or necessary, in the reasonable judgment of the District and Bond Counsel. All actions to be taken by the District under this Official Notice of Sale to establish the issue price of the Bonds may be taken on behalf of the District by the District's Financial Advisor identified herein and any notice or report to be provided to the District may be provided to the District's Financial Advisor.

The District intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining "competitive sale" for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the "competitive sale requirements") because:

- (1) the District shall disseminate this Official Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the District may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the District anticipates awarding the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Official Notice of Sale.

Any bid submitted pursuant to this Official Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid.

In the event that the competitive sale requirements are not satisfied, the District shall so advise the winning bidder. The District shall treat the first price at which 10% of a maturity of the Bonds (the “10% test”) is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The winning bidder shall advise the District if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds. The District will not require bidders to comply with the “hold-the-offering-price rule” and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Bonds as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. **Bidders should prepare their bids on the assumption that all of the maturities of the Bonds will be subject to the 10% test in order to establish the issue price of the Bonds.**

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Bonds, the winning bidder agrees to promptly report to the District the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% test has been satisfied as to the Bonds of that maturity or until all Bonds of that maturity have been sold.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement

to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the winning bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Official Notice of Sale. Further, for purposes of this Official Notice of Sale:

- (i) “public” means any person other than an underwriter or a related party,
- (ii) “underwriter” means (A) any person that agrees pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the public),
- (iii) a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and
- (iv) “sale date” means the date that the Bonds are awarded by the District to the winning bidder.

**NO LITIGATION:** There is no litigation pending concerning the validity of the Bonds, the corporate existence of the District, or the entitlement of the District officers to their respective offices, and the purchaser will be furnished a no-litigation certificate certifying to the foregoing as of and at the time of delivery of the Bonds.

**CUSIP NUMBERS:** It is anticipated that CUSIP numbers will be printed on the Bonds, but neither the failure to print such numbers on any Bonds nor any error with respect thereto will constitute cause for a failure or refusal by the purchaser to accept delivery of and pay for the Bonds in accordance with the terms hereof. All expenses in relation to the printing of CUSIP numbers on the Bonds will be paid for by the District, except that the CUSIP Service Bureau charge for the assignment of said numbers will be the responsibility of and shall be paid for by the purchaser.

**CALIFORNIA DEBT AND INVESTMENT ADVISORY COMMISSION FEES:** All fees payable to the California Debt and Investment Advisory Commission in connection with the issuance of the Bonds are the sole responsibility of the purchaser of the Bonds.

**OFFICIAL STATEMENT:** The District has approved a Preliminary Official Statement relating to the Bonds. Copies of such Preliminary Official Statement will be distributed to any bidder, upon request, prior to the sale in a form “deemed final” by the District for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”). Within seven business days from the sale date, the District will deliver to the purchaser copies of the final Official Statement, executed by an authorized representative of the District and dated the date of delivery thereof to the purchaser, in sufficient number to allow the purchaser to comply with paragraph (b)(4) of the Rule and to satisfy the Municipal Securities Rulemaking Board (the “MSRB”) Rule G-32 or any other rules adopted by the MSRB, which shall include information permitted to be omitted by paragraph (b)(1) of the Rule and such other amendments or supplements as are approved by the District (the “Final Official Statement”). The purchaser agrees that it will not confirm the sale of any Bonds unless the confirmation of sale is accompanied or preceded by the delivery of a copy of the Final Official Statement. The District will furnish to the successful bidder, at no charge, not more than 125 copies of the Official Statement for use in connection with any resale of the Bonds.

**CERTIFICATE REGARDING OFFICIAL STATEMENT:** A responsible officer of the District will certify to the original purchaser of the Certificates, as a condition of closing, that based on such officer’s participation in the preparation of the Official Statement, nothing has come to his or her attention to lead him or her to believe that the Official Statement (except for certain financial statements, statistical data and other information) contains any untrue statement of a material fact or omits to state any material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

**CONTINUING DISCLOSURE.** In order to assist bidders in complying with S.E.C. Rule 15c2-12(b)(5), the District has committed to undertake, under the Continuing Disclosure Certificate, to provide certain annual financial information and notices of the occurrence of certain events, if material. A description of this undertaking is set forth in the preliminary Official Statement and will also be set forth in the final Official Statement. Such Continuing Disclosure Certificate will be a document required to be delivered at closing by the District, and the failure by the District to deliver such document in form and substance acceptable to Bond Counsel and the successful bidder will relieve the successful bidder of its obligation to purchase the Bonds.

**GIVEN** by order of the Board of Trustees of the Placer Union High School District by resolution adopted March 19, 2019.

**APPENDIX A**

**\$22,000,000  
PLACER UNION HIGH SCHOOL DISTRICT  
SCHOOL FACILITIES IMPROVEMENT DISTRICT NO. 1  
PLACER COUNTY, CALIFORNIA  
GENERAL OBLIGATION BONDS  
ELECTION OF 2018, SERIES A**

**FORM OF ISSUE PRICE CERTIFICATE**

The undersigned, on behalf of [NAME OF UNDERWRITER] (the “Underwriter”), hereby certifies as set forth below with respect to the sale of the above-captioned obligations (the “Bonds”).

**1. *Sale of the Bonds.*** As of the date of this Certificate, for each Maturity of the Bonds, the first price at which at least 10% of such Maturity of the Bonds was sold to the Public is the respective price listed on Schedule 1.

**2. *Defined Terms.***

(a) *Issuer* means Placer Union High School District on behalf of the Placer Union High School District School Facilities Improvement District No. 1.

(b) *Maturity* means Bonds with the same credit and payment terms. Bonds with different maturity dates, or Bonds with the same maturity date but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) *Underwriter* means (i) any person that agrees pursuant to a written contract with the District (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

**3. *Use of Certificate.*** The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the [UNDERWRITER’s] interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. Notwithstanding anything set forth herein, the [UNDERWRITER] is not engaged in the practice of law. The undersigned understands that the foregoing information will be relied upon by the Placer Union High School District with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Dannis Woliver Kelley

in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the District from time to time relating to the Bonds.

[UNDERWRITER]

By: \_\_\_\_\_  
Name: \_\_\_\_\_

Dated: \_\_\_\_\_, 2019

**SCHEDULE 1**  
**OFFERING PRICES**

*(Attached)*