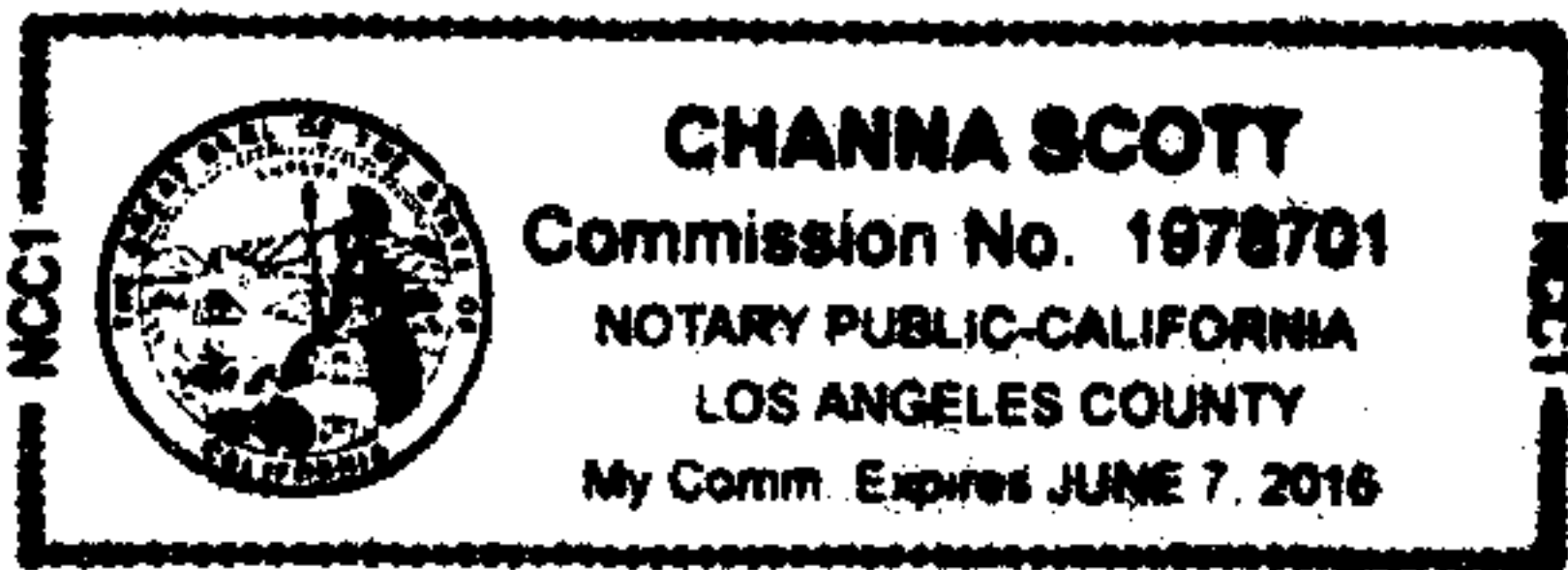


COPY CERTIFICATION BY DOCUMENT CUSTODIAN

State of California
County of Los Angeles } ss.

I, Jefferson Crain, hereby declare that the attached reproduction of Board of Education
Report No. 303 – 12/13, 2013 Refunding Certificates of Participation (including Attachment A)
is a true, correct and complete photocopy of a document in my possession or control.



(seal)

[Signature]
Signature of Affiant

Subscribed and sworn to (or affirmed) before me
on this 29th day of May, 2013, by
Jefferson Crain, proved
to me on the basis of satisfactory evidence to be
the person who appeared before me.

[Signature]
Signature of Notary

----- OPTIONAL INFORMATION -----

Date of Document May 14, 2013

Type or Title of Document Board of Education Report No. 303-12/13, 2013 Refunding Certificates of
Participation (including Attachment A)

Number of Pages in Document 13

Document in a Foreign Language _____

Type of Satisfactory Evidence:

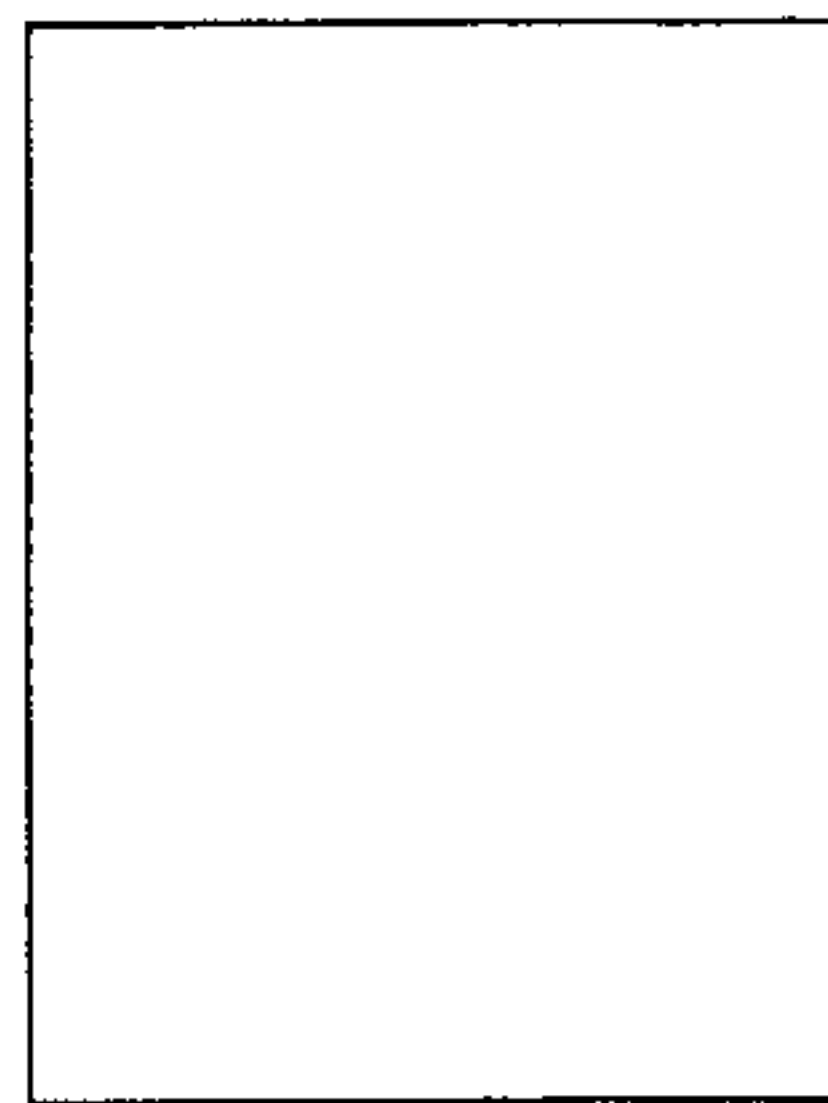
- ☐ Personally Known with Paper Identification
☒ Paper Identification
☐ Credible Witness(es)

Capacity of Signer:

- ☐ Trustee
☐ Power of Attorney
☐ CEO / CFO / COO
☐ President / Vice-President / Secretary / Treasurer
☒ Other: Executive Officer of the Board

Other Information: Certified 4 Copies

Thumbprint of Signer



☐ Check here if no
thumbprint or fingerprint
is available.



LOS ANGELES UNIFIED SCHOOL DISTRICT

Board of Education Report

Report Number:	303-12/13
Date:	May 14, 2013
Subject:	2013 REFUNDING CERTIFICATES OF PARTICIPATION
Responsible Staff:	
Name	Megan K. Reilly
Office/Division	Office of the Chief Financial Officer
Telephone No.	(213) 241-7888

BOARD REPORT

- Action Proposed:** The Board is requested to:
1. approve the attached Resolution (Attachment A) in connection with the 2013 Refunding Certificates of Participation (COPs);
 2. approve as to form the related documents, including an Official Statement, Ground Lease, Lease Agreement, Assignment Agreement, Trust Agreement, Certificate of Purchase Agreement, Official Notice of Sale, Notice of Intention to Sell Certificates, Certificate of Award, Escrow Agreement, and Continuing Disclosure Certificate;
 3. authorize the sale of the COPs by: a) direct purchase through a competitive process with one or more direct purchasers; or b) public sale, through a competitive sale or negotiation with one or more underwriters from the District's underwriter bench;
 4. direct the Chief Financial Officer and other Officers of the District to assemble the financing team for the upcoming transaction to be comprised of Fieldman, Rolapp & Associates, as Financial Advisor; Orrick, Herrington & Sutcliffe LLP, as Bond and Tax Counsel; Hawkins, Delafield & Wood LLP, as Disclosure Counsel;
 5. authorize the Budget Services and Financial Planning Division to make necessary adjustments.

Background: This Board Report seeks Board approval of the Refunding Resolution, which is a resolution for the issuance of refunding certificates of participation (the "Refunding COPs") in an amount not-to-exceed \$26 million through June 30, 2014. The purpose of the Refunding Resolution is to achieve savings by lowering interest cost to the District.

Finance, in accordance with the procedures established in the Debt Management Policy, has completed the requisite process for selection of



LOS ANGELES UNIFIED SCHOOL DISTRICT

Board of Education Report

members of the financing team from the respective financial advisor and legal counsel benches and is recommending that the Board approve the recommended financing team. The Refunding Resolution also authorizes the Chief Financial Officer and Controller, as and if applicable, to initiate the refunding and carry out all necessary acts related to the transaction or transactions. The Refunding Resolution will be in place to allow the District to access the market as promptly as possible should refunding opportunities occur.

Expected Outcomes: Approval will enable the District to quickly enter the market to refinance COPs to take advantage of lower interest rates on the remaining portion of its COPs, should market conditions be amenable.

Board Options and Consequences: Should the Board not approve this item, staff will not be authorized to continue proceedings on the currently anticipated refunding transaction and the District miss an opportunity to reduce the interest cost on the remaining COPs.

Policy Implications: This action is in compliance with the relevant criteria set forth in Article 1 and Sections 3.02, 4.08 and 4.12 of the Debt Management Policy.

Budget Impact: If successful, the Refunding would result in lower interest cost to the District's General Fund.

Issues and Analysis: This transaction is time-sensitive, in order to realize cost savings on the COPs.

Attachments: Attachment A: Resolution for Refunding COPs

☒ **Informative**

☐ **Desegregation
Impact Statement**



LOS ANGELES UNIFIED SCHOOL DISTRICT

Board of Education Report

Respectfully submitted,

A handwritten signature in black ink, reading "John Deasy (C)".

DR. JOHN E. DEASY
Superintendent

APPROVED BY:

A handwritten signature in black ink, reading "Michelle King".

MICHELLE KING
Senior Deputy Superintendent
School Operations

REVIEWED BY:

A handwritten signature in black ink, reading "David Holmquist".

DAVID HOLMQUIST
General Counsel

APPROVED &
PRESENTED BY:

A handwritten signature in black ink, reading "Megan K. Reilly".

MEGAN K. REILLY
Chief Financial Officer

☒ Approved as to form.

A handwritten signature in black ink, reading "Tony Alienza".

TONY ALIENZA
Director of Budget Services and
Financial Planning

☒ Approved as to budget impact statement.

ATTACHMENT A

RESOLUTION OF THE BOARD OF EDUCATION OF THE LOS ANGELES UNIFIED SCHOOL DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE, A LEASE AGREEMENT, A TRUST AGREEMENT, A CERTIFICATE PURCHASE AGREEMENT, AN OFFICIAL NOTICE OF SALE, A NOTICE OF INTENTION TO SELL CERTIFICATES, A CERTIFICATE OF AWARD, AN ESCROW AGREEMENT AND A CONTINUING DISCLOSURE CERTIFICATE WITH RESPECT TO THE ASSIGNMENT OF SUCH GROUND LEASE AND LEASE AGREEMENT OR THE EXECUTION AND DELIVERY OF LOS ANGELES UNIFIED SCHOOL DISTRICT REFUNDING CERTIFICATES OF PARTICIPATION, AS APPLICABLE, AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH CERTIFICATES EVIDENCING PRINCIPAL IN AN AGGREGATE AMOUNT OF NOT TO EXCEED \$26,000,000, AUTHORIZING THE DISTRIBUTION OF AN OFFERING DOCUMENT IN CONNECTION THEREWITH AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the Los Angeles Unified School District (the “District”) is a school district organized and existing under and pursuant to the Constitution and laws of the State of California (the “State”); and

WHEREAS, in order to finance the purchase and equipping of a warehouse in the City of Pico Rivera, the District previously caused to be executed and delivered \$31,620,000 aggregate principal amount of Los Angeles Unified School District Certificates of Participation Series 2003B (Capital Project I) (the “Series 2003B Certificates”); and

WHEREAS, in order to finance the prepayment of all or a portion of the Series 2003B Certificates (such prepaid Series 2003B Certificates being referred to herein as the “Prior Certificates”), the District and the LAUSD Financing Corporation (the “Corporation”) propose to enter into a Ground Lease (such Ground Lease, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Ground Lease”), pursuant to which the District will lease certain land and improvements, consisting of the Chatsworth High School (collectively, the “Property”), to the Corporation; and

WHEREAS, the District and the Corporation propose to enter into a Lease Agreement (such Lease Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Lease Agreement”), pursuant to which the Corporation will sublease the Property to the District; and

WHEREAS, the District has determined that it is in the best interests of the District that the District enter into the Ground Lease and the Lease Agreement; and

WHEREAS, the District proposes to make base rental payments (“Base Rental Payments”) and additional rental payments for the use and occupancy of the Property on the terms and conditions contained in the Lease Agreement; and

WHEREAS, the Corporation proposes to either (a) sell its right, title and interest in and to the Ground Lease and the Lease Agreement to a “qualified institutional buyer” (a “Qualified Institutional Buyer”) within the meaning of Rule 144A promulgated under the Securities Act of 1933, as amended (the “Securities Act”), or an “accredited investor” (an “Institutional Accredited Investor”) as defined in Section 501(a)(1), (2), (3) or (7) of Regulation D promulgated under the Securities Act (such Qualified Institutional Buyer or Institutional Accredited Investor being referred to herein as a “Direct Purchaser”), or (b) assign its right, title and interest in and to the Ground Lease and the Lease Agreement to U.S. Bank National Association, as trustee (the “Trustee”), in either case pursuant to an Assignment Agreement (the “Assignment Agreement”); and

WHEREAS, if the Corporation assigns its right, title and interest in and to the Ground Lease and the Lease Agreement to the Trustee, the District, the Corporation and the Trustee propose to enter into a Trust Agreement (such Trust Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Trust Agreement”), pursuant to which the Trustee will execute and deliver Los Angeles Unified School District Refunding Certificates of Participation (2003 Capital Project I) 2013 Series A (the “Certificates”), which evidence undivided proportionate interests in the Base Rental Payments to be made by the District under the Lease Agreement, a portion of the proceeds of which will be used to finance the prepayment of the Prior Certificates; and

WHEREAS, given the uncertainties that may affect the appropriate method of sale of the Certificates, in the event the Certificates are to be executed and delivered, this Board of Education deems it necessary and desirable to authorize the sale of the Certificates either (a) by a negotiated sale pursuant to a Certificate Purchase Agreement (such Certificate Purchase Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, including, without limitation, such changes, insertions and omissions as are necessary to reflect that a sale of the Certificates is to one or more Direct Purchasers rather than to one or more Underwriters (as defined below), being referred to herein as a “Certificate Purchase Agreement”) to be entered into with the Corporation and (i) one or more of the underwriters from the District’s underwriter bench (each, an “Underwriter” and, collectively, the “Underwriters”) as selected as herein provided, or (ii) one or more Direct Purchasers, or (b) by public sale to the responsible bidder who makes the lowest interest cost bid pursuant to an Official Notice of Sale (such Official Notice of Sale, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Official Notice of Sale”), as determined by the Chief Financial Officer of the District or his or her designee (the “Chief Financial Officer”) as herein provided; and

WHEREAS, a form of Notice of Intention to Sell Certificates to be published in connection with the public offering and sale of the Certificates to be publicly offered has been prepared (such Notice of Intention to Sell Certificates, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as a “Notice of Intention to Sell Certificates”); and

WHEREAS, a form of Certificate of Award to be completed upon the sale of the Certificates publicly offered, in which the terms of the Certificates shall be finally determined and the Certificates shall be awarded to the responsible bidder who makes the lowest interest cost bid has been prepared (such Certificate of Award, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as a "Certificate of Award"); and

WHEREAS, the moneys to prepay the Prior Certificates will be applied to such purpose pursuant to an Escrow Agreement by and between the District and U.S. Bank National Association, as trustee for the Prior Certificates and as escrow bank (such Escrow Agreement, in the form presented to this meeting, with such changes, insertions and omissions as made pursuant to this Resolution, being referred to herein as the "Escrow Agreement"); and

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 ("Rule 15c2-12") requires that, in order to be able to purchase or sell the Certificates, the underwriters thereof must have reasonably determined that the District has undertaken in a written agreement or contract for the benefit of the holders of the Certificates, and as a condition of purchasing municipal obligations many Direct Purchasers will require the District, to provide disclosure of certain financial information and certain enumerated events on an ongoing basis; and

WHEREAS, in order to cause either such requirement to be satisfied, the District desires to execute and deliver a Continuing Disclosure Certificate (such Continuing Disclosure Certificate, in the form presented to this meeting, with such changes, insertions and omissions as made pursuant to this Resolution, including, without limitation, such changes, insertions and omissions as are necessary to reflect that the assignment of the Ground Lease and the Lease Agreement or sale of the Certificates, as applicable, is to one or more Direct Purchasers rather than to one or more Underwriters, being referred to herein as the "Continuing Disclosure Certificate"); and

WHEREAS, a form of the Preliminary Official Statement (such Preliminary Official Statement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Preliminary Official Statement") to be distributed in connection with any offering of the Certificates has been prepared; and

WHEREAS, this Board of Education has determined that it may be in the best interest of the District to secure the timely payment of the principal and interest evidenced by the Certificates by obtaining an insurance policy with respect thereto and that obtaining a reserve surety for the Certificates in lieu of providing a cash funded reserve therefor could be economically advantageous to the District; and

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (a) the Ground Lease;
- (b) the Lease Agreement;

- (c) the Assignment Agreement;
- (d) the Trust Agreement;
- (e) the Certificate Purchase Agreement;
- (f) the Official Notice of Sale;
- (g) the Notice of Intention to Sell Certificates;
- (h) the Certificate of Award;
- (i) the Escrow Agreement;
- (j) the Continuing Disclosure Certificate; and
- (k) the Preliminary Official Statement; and

WHEREAS, the Los Angeles County Superintendent of Schools has jurisdiction over the District; and

WHEREAS, pursuant to Section 17150.1(a) of the California Education Code, the District has previously provided to the Los Angeles County Superintendent of Schools and to the Los Angeles County Auditor-Controller notice of the intention of this Board of Education to prepay the Prior Certificates; and

WHEREAS, Section 42133 of the California Education Code provides that a school district that has a qualified or negative certification in any fiscal year may not issue, in that fiscal year or in the next succeeding fiscal year, certificates of participation, tax anticipation notes, revenue bonds, or any other debt instruments that do not require the approval of the voters of the district, unless the county superintendent of schools determines, pursuant to criteria established by the Superintendent of Public Instruction of the State of California, that such school district's repayment of that indebtedness is probable; and

WHEREAS, the District has received a qualified certification in its fiscal year ending June 30, 2013 and, therefore, the Los Angeles County Superintendent of Schools must make a determination that the repayment of the District's obligations under the Lease Agreement is probable pursuant to California Education Code Section 42133 in order for the District to enter into to the Lease Agreement and finance the prepayment of the Prior Certificates; and

WHEREAS, all acts, conditions and things required by the laws of the State of California (other than the determination by Los Angeles County Superintendent of Schools that the repayment of the District's obligations under the Lease Agreement is probable pursuant to California Education Code Section 42133) to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law (other than the determination by Los Angeles County

Superintendent of Schools that the repayment of the District's obligations under the Lease Agreement is probable pursuant to California Education Code Section 42133), to consummate such financing for the purpose, in the manner and upon the terms herein provided; and

NOW, THEREFORE, BE IT RESOLVED by this Board of Education of the Los Angeles Unified School District, County of Los Angeles, California, as follows:

SECTION 1. This Board of Education hereby specifically finds and declares that the actions authorized hereby constitute and are true and correct with respect to the public affairs of the District, and that the statements, findings and determinations of the District set forth herein and in the preambles of the documents approved herein are true and correct, and this Board of Education hereby declares its intention of entering into the documents described herein.

SECTION 2. The form of the Ground Lease, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the President of this Board of Education, and such other member of this Board of Education as the President may designate, the Chief Financial Officer and the Controller of the District (the "Controller"), and such other officer or employee of the District as the Chief Financial Officer or the Controller may designate (the "Authorized Officers"), are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Ground Lease in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the Ground Lease Payment (as defined in the Ground Lease) payable under the Ground Lease shall not be in an amount less than the amount, together with other amounts available therefor, determined by an Authorized Officer to be sufficient to prepay the Prior Certificates in accordance with the Escrow Agreement and to pay the Delivery Costs (as defined in the Lease Agreement).

SECTION 3. The form of the Lease Agreement, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Lease Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that (a) the aggregate amount of the principal components of the Base Rental Payments payable under the Lease Agreement evidenced by the Certificates shall not exceed \$26,000,000, (b) the term of the Lease Agreement shall not extend beyond August 1, 2028 (provided that such term may be extended as provided therein), (c) the true interest cost applicable to the interest components of the lease payments evidenced by the Certificates shall not exceed 4.00% per annum, (d) the net present value savings resulting from the execution and delivery of Lease Agreement shall comply with the District's Debt Management Policy then in effect (the "Debt Management Policy"), and (e) the Los Angeles County Superintendent of Schools shall determine that the repayment of the District's obligations under the Lease Agreement is probable pursuant to California Education Code Section 42133.

SECTION 4. The form of the Assignment Agreement, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved. The sale, assignment and

transfer by the Corporation to a Direct Purchaser or the Trustee, as applicable, of the Corporation's right, title and interest in and to the Ground Lease and the Lease Agreement pursuant to the Assignment Agreement is hereby approved; provided, however, that the amount received by the Corporation for such sale, assignment and transfer shall not be less than an amount equal to the Ground Lease Payment, determined as provided in Section 2 hereof, and, if the Corporation assigns its right, title and interest in and to the Ground Lease and the Lease Agreement to a Direct Purchaser, such assignment is consistent with the Debt Management Policy.

SECTION 5. The form of Trust Agreement, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and, if the Corporation assigns its right, title and interest in and to the Ground Lease and the Lease Agreement to the Trustee, the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Trust Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, the aggregate principal amount of the Certificates shall not exceed \$26,000,000, the final maturity date of the Certificates shall be no later than August 1, 2028, and the true interest cost applicable to the Certificates shall not exceed 4.0% per annum.

SECTION 6. If the Corporation assigns its right, title and interest in and to the Ground Lease and the Lease Agreement to the Trustee, the execution and delivery of the Certificates evidencing principal in an aggregate amount not to exceed \$26,000,000, payable in the years and in the amounts, and evidencing interest as specified in the Trust Agreement as finally executed, are hereby authorized and approved.

SECTION 7. Given the uncertainties that may affect the appropriate method of sale of the Certificates, in the event the Certificates are to be executed and delivered, this Board of Education deems it necessary and desirable to authorize, and hereby authorizes, the sale of the Certificates either (a) by a negotiated sale pursuant to the Certificate Purchase Agreement to be entered into with the Corporation and (i) one or more Underwriters selected as herein provided or (ii) one or more Direct Purchasers, or (b) by public sale to the responsible bidder who makes the lowest interest cost bid pursuant to the Official Notice of Sale, as shall be determined by the Chief Financial Officer to be in best interest of the District considering, among other factors, the timing of the sale, expected cost savings, the need to obtain ratings, debt structure flexibility and the ability to work with Underwriters or Placement Agents (as defined herein), as applicable, familiar with the District, and consistent with the Debt Management Policy; provided, however, that, in any case, the underwriters' or placement agents' compensation, as applicable, for the sale of the Certificates shall not exceed 1.2% of the aggregate amount of principal evidenced by the Certificates and, if the sale of the Certificates is to one or more Direct Purchasers, the purchasers' discount or commitment fee shall not be in excess of 1.2% of the aggregate amount of principal evidenced by the Certificates.

SECTION 8. The form of Certificate Purchase Agreement, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and, if the Corporation assigns its right, title and interest in and to the Ground Lease and the Lease Agreement to the Trustee, the Authorized Officers are each hereby authorized and directed, for

and in the name and on behalf of the District, to execute and deliver the Certificate Purchase Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, including, without limitation, such changes, insertions and omissions as are necessary to reflect that a sale of the Certificates is to one or more Direct Purchasers rather than to one or more Underwriters, such approval to be conclusively evidenced by the execution and delivery thereof; provided that the terms of the Certificates and the sale thereof shall conform in all respects with the limitations contained in this Resolution. In connection with a negotiated sale of the Certificates to one or more Underwriters or District Purchasers, such Underwriters or, if determined by the Chief Financial Officer to be in best interest of the District to engage one, a broker-dealer from the District's underwriter bench to act as placement agent (the "Placement Agent"), as applicable, shall be selected in accordance with the Debt Management Policy, with any Placement Agent being selected based on the same criteria as Underwriters with such changes to reflect the different role served by placement agents as determined by the Chief Financial Officer. In connection with a negotiated sale of the Certificates, the Chief Financial Officer is hereby further authorized to designate which Underwriters shall act as senior manager(s), co-senior manager(s) and co-manager(s) in accordance with the Debt Management Policy.

SECTION 9. The form of Official Notice of Sale, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, to cause the Official Notice of Sale to be completed, upon consultation with the District's Financial Advisor for the Certificates, by inserting therein the maturity schedules for the Certificates, and making such other changes, insertions and omissions as deemed necessary. The Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, to execute the Official Notice of Sale in its final form, and any amendment or supplement thereto, for and in the name of the District, and the use of the Official Notice of Sale in connection with the offering and public sale of the Certificates is hereby authorized and approved. Bids for the Certificates shall be received on behalf of this Board of Education on such date as shall be determined by an Authorized Officer, at the hour and place designated in the Official Notice of Sale.

The Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, to entertain bids for the Certificates sold by public sale, and to accept the lowest true interest cost bid and, if such true interest cost is acceptable to such Authorized Officer, to award the sale of the Certificates by executing the Certificate of Award, in substantially the form submitted to and on file with the Executive Officer of this Board of Education, naming the successful bidder and determining all remaining terms of the Certificates, and such execution shall constitute conclusive evidence of the approval of the Authorized Officer of the terms of the Certificates and the sale thereof; provided that the terms of the Certificates and the sale thereof shall conform in all respects with the limitations contained in this Resolution. If no bid is acceptable, the Authorized Officers are, and each of them is, hereby authorized, and any one of the Authorized Officers is hereby directed, to reject all bids and to re-bid the Certificates or, if the Chief Financial Officer determines it in the best interest of the District, to sell the Certificates by negotiated sale as permitted by law, upon terms and conditions and otherwise in conformity with the limitations contained in this Resolution.

SECTION 10. The form of Notice of Intention to Sell Certificates, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the Authorized Officers are each hereby authorized and directed to cause the Notice of Intention to Sell Certificates, in connection with the sale of the Certificates by public sale, subject to such changes, insertions and omissions thereto as shall be deemed necessary, to be published in accordance with State law.

SECTION 11. The form of the Escrow Agreement, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Escrow Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 12. The form of Continuing Disclosure Certificate, submitted to and on file with the Executive Officer of this Board of Education, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Continuing Disclosure Certificate in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, including, without limitation, such changes, insertions and omissions as are necessary to reflect that the assignment of the Ground Lease and the Lease Agreement or sale of the Certificates, as applicable, is to one or more Direct Purchasers rather than to one or more Underwriters, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 13. The form of Preliminary Official Statement, submitted to and on file with the Executive Officer of this Board of Education, with such changes, insertions and omissions therein as may be approved by an Authorized Officer, including, without limitation, in the event the sale of the Certificates is to one or more Direct Purchasers, such changes, insertions and omissions as are necessary to convert the Preliminary Official Statement into a preliminary private placement memorandum (such Preliminary Official Statement or preliminary private placement memorandum being referred to herein as the "Preliminary Offering Document"), is hereby approved, and the use of the Preliminary Offering Document in connection with the offering and sale of the Certificates is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the District that the Preliminary Offering Document is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12). If and to the extent it is necessary to make substantial changes to the Preliminary Offering Document prior to the offering and sale of the Certificates, the use of the Preliminary Offering Document in connection with the offering and sale of the Certificates, and the certification of its finality within the meaning of Rule 15c2-12 by an Authorized Officer, shall follow the distribution to this Board of Education of a revised draft of such Preliminary Offering Document with accompanying directions and instructions to members of this Board of Education to review such revised Preliminary Offering Document and provide comments to such Authorized Officer.

SECTION 14. The preparation and delivery of a final Offering Document, and its use in connection with the offering and sale of the Certificates, is hereby authorized and approved.

The Offering Document shall be in substantially the form of the Preliminary Offering Document with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. The Authorized Officers are each hereby authorized and directed, for and in the name of and on behalf of the District, to execute the final Offering Document and any amendment or supplement thereto for and in the name and on behalf of the District.

SECTION 15. The Authorized Officers are each hereby authorized and directed (a) to apply for municipal bond insurance for the Certificates and to obtain such insurance if the present value cost of such insurance is less than the present value of the estimated savings with respect to interest evidenced by the Certificates resulting from the purchase of such insurance and/or (b) to apply for and obtain a reserve surety to satisfy the reserve requirement, if any, with respect to the Certificates if economically advantageous to the District. The Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver a contract for such insurance and/or for such reserve surety or enter into a mutual insurance agreement with respect to the same if such contract or agreement is deemed by the Authorized Officer executing the same to be in the best interests of the District, such determination to be conclusively evidenced by such Authorized Officer's execution and delivery of such contract or agreement.

SECTION 16. If upon the review of title reports and other matters relating to the real property consisting of the Chatsworth High School, such site is shown to have an encumbrance or attribute that would affect the marketing of the Certificates or assignment of the Ground Lease or Lease Agreement or any attribute that would otherwise cause it to fail any applicable Direct Purchaser, rating agency, bond insurer or reserve surety provider criteria for leased assets, the Authorized Officers are each hereby authorized and directed to select one or more alternative District-owned school or school support facility site(s) and related facilities aggregating a similar total value that do not have any such encumbrance or attribute and meet such criteria to constitute the Property to be leased under the Ground Lease and the Lease Agreement.

SECTION 17. In connection with the execution and delivery of the Ground Lease, the Lease Agreement and, if applicable, the Certificates, Fieldman, Rolapp & Associates, Inc., is hereby appointed to serve as the Financial Advisor to the District, Orrick, Herrington & Sutcliffe LLP is hereby appointed to serve as Special Counsel and Tax Counsel to the District, and Hawkins Delafield & Wood LLP is hereby appointed to serve as Disclosure Counsel to the District.

SECTION 18. The Executive Officer or persons as may have been designated by the Chief Financial Officer or the Controller are hereby authorized and directed to attest to the signatures of the Authorized Officers, and to affix and attest to the seal of the District, as may be required or appropriate in connection with the execution and delivery of the Certificates, the Ground Lease, the Lease Agreement, the Assignment Agreement, the Trust Agreement, the Certificate Purchase Agreement, the Official Notice of Sale, the Notice of Intention to Sell Certificates, the Certificate of Award, the Escrow Agreement, the Continuing Disclosure Certificate and the Offering Document.

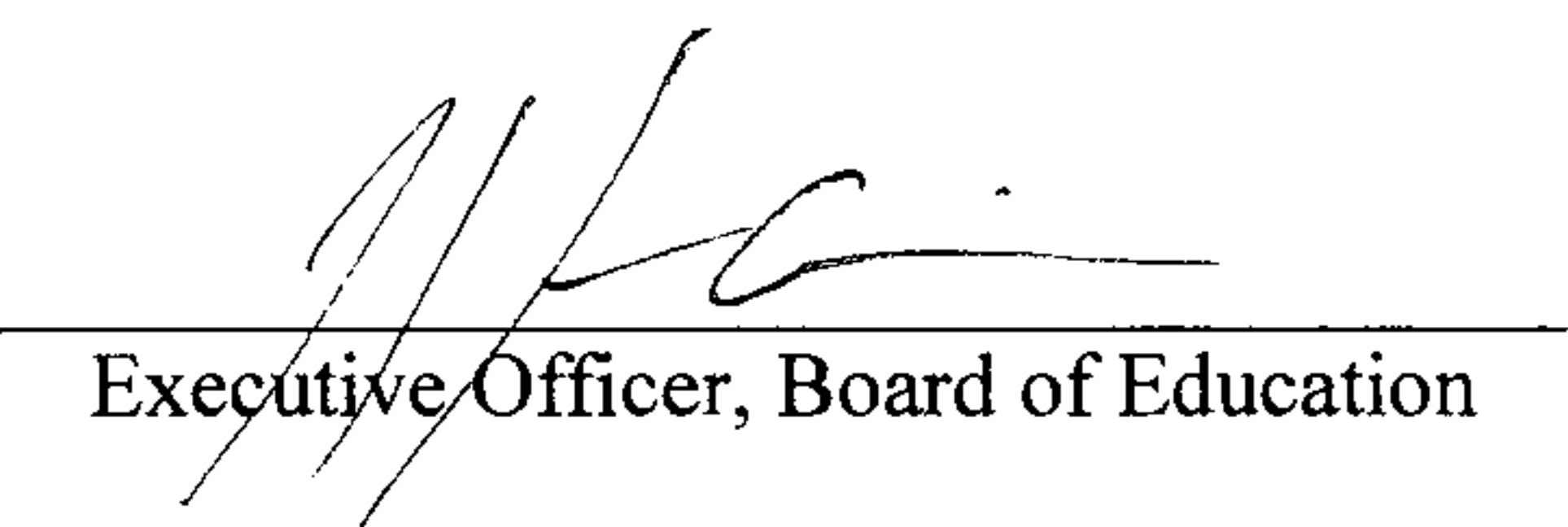
SECTION 19. The officers, employees and agents of the District are, and each of them hereby is, authorized and directed to execute and deliver, for and on behalf of the District, any and all documents and instruments and to do and cause to be done any and all acts and things necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

SECTION 20. All actions heretofore taken by the officers, employees and agents of the District with respect to the transactions set forth above are hereby approved, confirmed and ratified.

SECTION 21. The terms of this Resolution shall be interpreted broadly to effect the purpose of providing broad and clear authority for the officers and employees of the District to provide for the execution and delivery of the Ground Lease, the Lease Agreement and, if applicable, the Certificates, and the other documents authorized herein, in accordance with the provisions of the documents described herein and the Debt Management Policy on the terms set forth in this Resolution.

SECTION 22. This Resolution shall take effect immediately upon its adoption.

Adopted and signed this 14th day of May, 2013, by the Board of Education of the Los Angeles Unified School District.



Executive Officer, Board of Education