

Los Angeles Unified School District
Debt Report
Fiscal Year 2020-21



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Chief Financial Officer
June 21, 2022

LOS ANGELES UNIFIED SCHOOL DISTRICT

Office of the Chief Financial Officer

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A Message to the Board of Education of the Los Angeles Unified School District and the District's Taxpayers

I present to you the report of the Los Angeles Unified School District's long-term debt (the "Debt Report"). It presents a complete picture of the District's indebtedness in the categories of General Obligation Bonds and Certificates of Participation. Sometimes referred to as "bonded indebtedness", long-term debt is typically used to finance capital projects with a long useful life. Issuing debt to pay for long-term assets is based upon the principle of matching the cost of acquiring the asset to the time period that taxpayers and the general community utilize those assets. The District strives to achieve an equitable balance between the debt burden to the community and the time frame over which the assets are to be used.

The vast majority of the District's capital projects fall within the new construction, modernization, technology and safety programs being financed with \$27.605 billion of voter-approved General Obligation Bonds (GOs). The District also receives some State matching funds and other revenue sources to finance part of the GO bond program's projects. A relatively small number of projects have been financed with Certificates of Participation (COPs) that are repaid from the General Fund.

This report uses the words "bonds" and "debt" interchangeably, even when the underlying obligation does not technically constitute "debt" under California's Constitution¹. This conforms with market convention for the general use of the term "debt" and "debt service" as applied to a variety of instruments in the municipal market, regardless of their precise legal status. The rating agencies and investor community evaluate the District's debt position based on all of its outstanding obligations whether or not such obligations are "debt" as defined within the California Constitution context.

The District has a comprehensive Debt Management Policy designed to assure the District follows best practices when debt is issued. A copy of the Debt Management Policy appears as Appendix 5 to this Debt Report.

General Obligation Bonds represent debt that is paid from voter approved *ad valorem* property taxes that are levied and collected by the County of Los Angeles. The proceeds of such *ad valorem* property tax levies are neither received by nor under the control of the District. The District's taxpayers have shown a strong commitment to the District's capital program by approving six General Obligation Bond authorizations since 1997. A top priority of the District is to manage the issuance of these bonds in a manner that minimizes the tax rates paid by our taxpayers, which the District believes it has accomplished, as more fully detailed in this Debt Report.

¹ "Debt" under the California Constitution excludes short-term obligations such as tax and revenue anticipation notes and lease transactions such as COPs.

COPs represent debt that is paid from revenues under the District's control, such as General Fund revenues. To assure that issuance of such debt is undertaken in a prudent manner that protects the District's instructional programs and operations, the Board of Education has adopted a Debt Management Policy that prescribes limits to the amount and type of COPs indebtedness that may be undertaken. This Debt Report provides a discussion of the District's COPs issuance, which is in compliance with policy limitations.

Both General Obligation Bonds and COPs are considered "direct debt" of the District and are also included in the measurement of "overall direct debt" issued by all local public agencies within the District's boundaries. It is important to monitor the levels and growth of direct and overall direct debt as they reflect the debt burden borne by our taxpayers and provide perspective on taxpayers' capacity for future additional debt. The Debt Management Policy sets forth various municipal market debt ratios and benchmarks against which the District measures and compares its debt burden. This Debt Report provides a summary of the District's direct debt performance in this regard.

When debt is issued, independent credit rating agencies selected by the District assign a rating to the issue. Historically, the District's credit ratings on its GOs and COPs had been directly related to the financial condition and fiscal management of the District. However, following a legislative change that went into effect on January 1, 2016, certain rating agencies' methodologies on California school district GOs changed as more fully discussed in Section IV. As of June 30, 2021, the District's General Obligation Bond ratings were AA+ by Fitch Ratings, AAA by Kroll Bond Rating Agency (KBRA), Aa3 by Moody's Investors Service, and A+ by Standard & Poor's. Depending on the rating agency and its methodology, these ratings are considered "best quality" to "upper medium grade". In addition, as of June 30, 2021, the ratings on the District's COPs were A2 and A by Moody's Investors Service and Standard & Poor's respectively, reflecting an "upper medium grade" credit.

The ratings assigned to the District's General Obligation Bonds and COPs when issued, affect its interest payments and the cost to the District's taxpayers and the General Fund respectively. In addition, the fiscal health of the State can also affect the District's interest costs. At times, when the State's credit quality declined and its interest rates rose relative to market indices, the interest costs of other issuers viewed as "agencies" of the State, including the District, were also negatively impacted, though not as dramatically. Alternatively, as the State's credit improved, the interest costs of "agencies" of the State were positively impacted. A history of the District's credit ratings is provided in this Debt Report.

I hope that the information in this Debt Report can be used to support development of sound capital plans and for adherence to the District's finance and debt policies. I look forward to working with you in pursuing such capital plans, as they provide critical guidance for the protection of the District's infrastructure and assets. Together with sound capital planning, the District's debt and finance policies help to secure the District's fiscal strength in the years ahead.

If you have any questions or comments regarding this Debt Report, please contact my office at (213) 241-7888. Your input is important to us and would be greatly appreciated.

Sincerely,

David D. Hart
Chief Financial Officer

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SECTION I: GENERAL OBLIGATION BOND DEBT

A. District's Bonded Debt Limitation and Assessed Valuation Growth

As specified in Education Code Section 15106, the District's bonded debt limitation (also known as general obligation bonding capacity) equals 2.5% of the value of taxable property (i.e., assessed valuation) in the District. For Fiscal Year 2020-21, total assessed valuation in the District was \$787.7 billion, resulting in a bonded debt limitation of \$19.7 billion. Table 1 presents the District's maximum debt limit versus outstanding debt as of June 30, 2021. The difference is the "Legal Debt Margin."

Table 1
Bonded Debt Limitation and Legal Debt Margin
As of June 30, 2021
(in thousands)

Total Assessed Valuation	\$ <u>787,684,010</u>
Bonded Debt Limitation (2.5% times Assessed Valuation)	\$ 19,692,100
Less: Outstanding General Obligation Bonds	<u>(10,864,555)</u>
<i>Equals: Legal Debt Margin</i>	<u>\$ 8,827,545</u>

In addition to new District debt issuance and the amortization pattern of its outstanding debt, the Legal Debt Margin is affected by the assessed valuation growth in the District. Assessed valuation typically grows up to the maximum base annual rate of 2% allowed under Proposition 13 for existing property, with additional growth coming from new construction and the sale and exchange of property. Chart 1 on page 3 shows assessed valuation in the District from 1991 to 2021. Chart 2 shows the annual growth rate in assessed valuation in the District over the same period. The District's assessed valuation for Fiscal Year 2021-22, which is one year beyond the reporting period in this report, is at an all-time high of \$818.4 billion. The average growth rate has been 4.85% over the 30 years through FY 2020-21 and a higher 6.68% over the past 5 years.

Anticipated increases in future assessed valuation will permit issuance of new General Obligation Bonds to the extent that Proposition 39 tax rate limitations are not exceeded and bond proceeds on hand are sufficiently spent down. See Proposition 39 tax rate limitations in Section I.E.

Chart 1
LAUSD Assessed Valuation
(As of June 30, 2021)

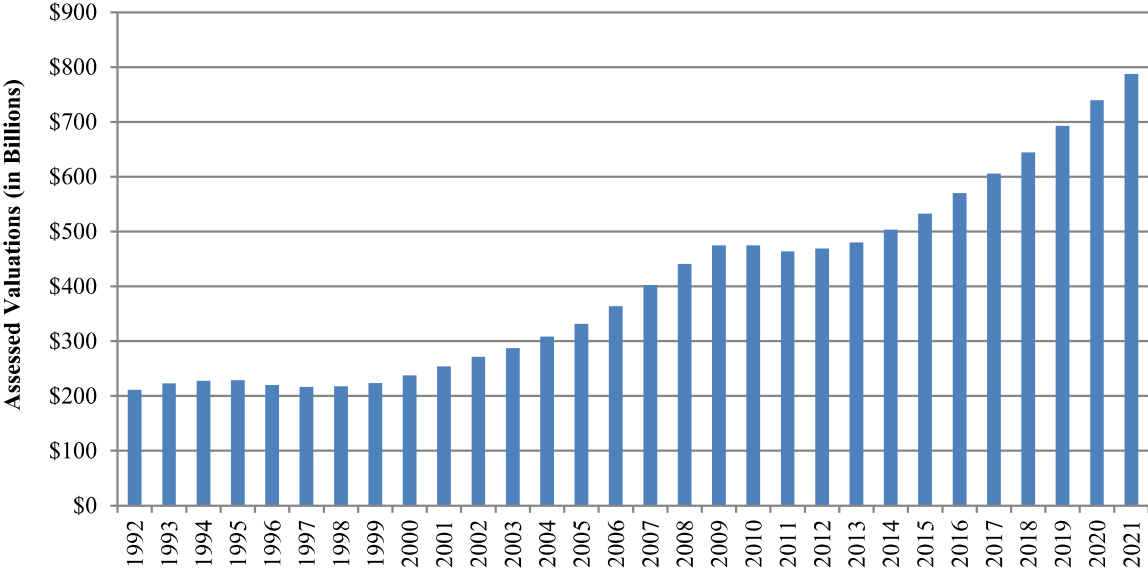
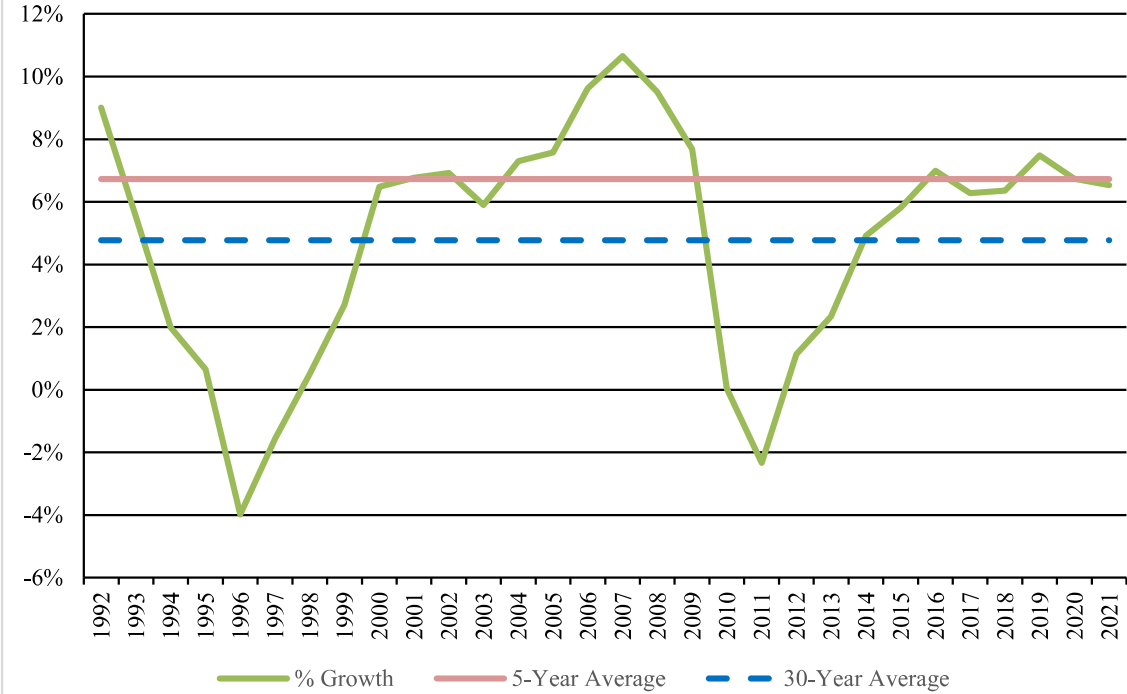


Chart 2
LAUSD Growth in Assessed Valuation
(As of June 30, 2021)



B. Bonds Outstanding and Bonds Authorized But Unissued

As of June 30, 2021, the District had a total of \$10.864 billion of outstanding voter authorized General Obligation Bonds, for which a detailed listing and the debt service requirements can be found in Appendix 1-A and 1-B. In Fiscal Year 2020-21, the District issued \$1.057 billion of General Obligation bonds and \$498.310 million General Obligation refunding bonds.¹

The District had a total of \$10.543 billion of authorized but unissued General Obligation Bonds as of June 30, 2021. Table 2 presents overall highlights of the District's authorized but unissued bonds.²

Table 2
Authorized but Unissued General Obligation Bonds
As of June 30, 2021
(in thousands)

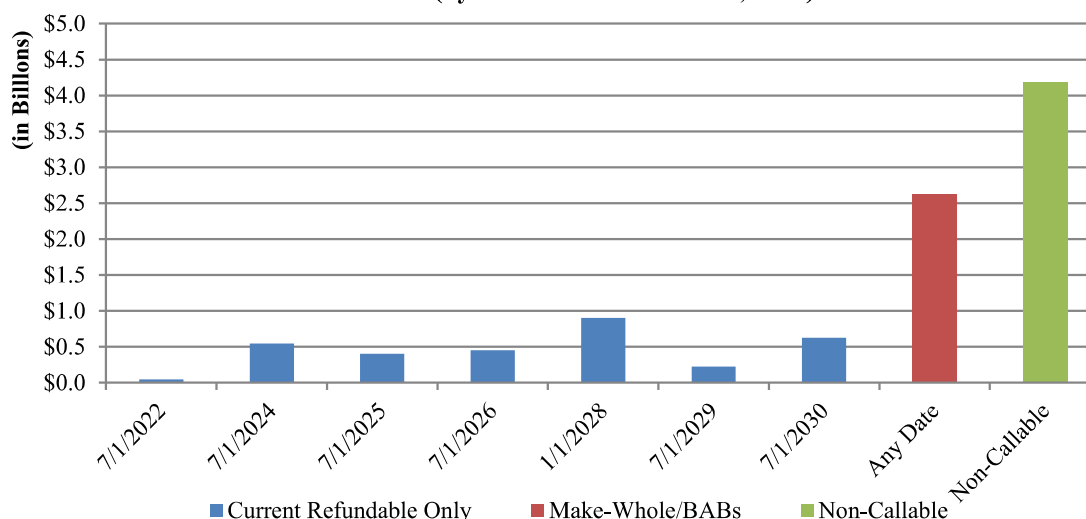
	Voter Authorization Amount	Issued	Authorized but Unissued
Proposition BB	\$2,400,000	\$2,400,000	\$0
Measure K	3,350,000	3,350,000	0
Measure R	3,870,000	3,746,010	123,990
Measure Y	3,985,000	3,914,850	70,150
Measure Q	7,000,000	3,650,955	3,349,045
Measure RR	7,000,000	0	7,000,000
	\$27,605,000	\$17,061,815	\$10,543,185

C. Distribution of Bonds by Prepayment/Call Flexibility; General Obligation Bond Refundings

The District's outstanding General Obligation Bonds have varying degrees of prepayment or call flexibility. Chart 3 shows the District's outstanding General Obligation Bonds by call date that are: 1) non-callable, 2) eligible to be current refunded with tax-exempt bonds, and 3) eligible to be refunded with a make whole call. The General Obligation Bonds that have a make whole/extraordinary redemption feature represent special bond structures permitted under the American Reinvestment and Recovery Act (ARRA); see Section I.D - "Federal Tax Subsidy and Tax Credit Bonds." On December 2017, the Federal government enacted the Tax Cuts and Jobs Act (Public Law No: 115-97), which eliminated the ability of state and local governments to do advance refundings with tax-exempt bonds. The chart below reflects current tax law.

¹ Subsequent to the reporting period, LAUSD issued \$494.14 million of General Obligation Bonds, Series RYRR and \$48.855 million of 2021 General Obligation Refunding Bonds, Series B (Federally Taxable) on November 10, 2021. The Series RYRR Bonds are comprised of \$123.99 million of Measure R Bonds, \$70.15 million of Measure Y Bonds and \$300.0 million of Measure RR Bonds.

Chart 3
Distribution of Outstanding LAUSD G.O. Bonds
 (by Call Date as of June 30, 2021)



The Chief Financial Officer regularly monitors market conditions for refunding opportunities. Pursuant to the Debt Management Policy, the District will not proceed with a tax-exempt refunding unless it generates at least 3% net present value savings for each maturity of bonds refunded or for which negative arbitrage is greater than the net present value savings except under certain circumstances. Alternative structures such as taxable advance refundings or tax-exempt forward refundings may be acceptable if the net present value savings is in excess of 5% on a maturity by maturity basis and/or other benefits to the District are identified by the Chief Financial Officer and the District's municipal advisor. Table 3 provides a summary of the savings from refundings that have been completed through June 30, 2021. These refundings are saving taxpayers approximately \$1.45 billion over the term of the bonds.¹

Table 3
Summary of General Obligation Refunding Bonds Savings
 (As of June 30, 2021)

Refunding Bond Issue	Amount Refunded (millions)	Term of the Refunding Bonds (years)	Total Savings (millions)
2002	\$262.7	17	\$12.8
2004 A-1 & A-2	215.7	18	10.6
2005 A-1 & A-2	485.0	20	38.4
2006 A	131.9	13	6.3
2006 B	561.4	21	29.3
2007 A-1 & A-2	1,250.3	21	82.1
2007 B	25.8	12	1.8
2009 A	72.3	9	2.1
2010 A	72.8	5	2.4
2011 A-1 & A-2	425.6	13	37.9

¹ Subsequent to the reporting period, the District issued \$48.855 million 2021 General Obligation Refunding Bonds, Series B, which have a term of 6.5 years and will generate \$5.93 million of total savings.

2012 A	158.8	17	12.9
2014	1,706.4	17	171.6
2015	378.1	10	81.0
2016 A	661.2	14	126.6
2016 B	563.0	16	166.5
2017 A	1,271.2	10	258.4
2019 A	687.6	15	170.8
2020 A	379.7	13	135.3
2021 A	240.1	11	67.6
	<u>\$9,549.6</u>		<u>\$1,414.4</u>

D. Federal Tax Subsidy and Tax Credit Bonds

In Fiscal Year 2009-10, the District took advantage of new innovative bond programs available under the Federal government's American Reinvestment and Recovery Act (ARRA). These bond structures provided lower debt service than traditional tax-exempt bonds, with LAUSD achieving expected savings of \$1.1 billion.

One of the federal programs, Build America Bonds (BABs), was a taxable bond program for which the federal government initially subsidized 35% of the interest cost. The District sold about \$1.4 billion of taxable BABs in October 2009 and \$1.25 billion in March 2010. Another federal program used by LAUSD at that time is known as Qualified School Construction Bonds (QSCBs). These were also taxable bonds, however, under this structure, investors receive a tax credit against their federal income tax, with low or no interest payments. The District sold \$318.8 million of QSCBs to taxable investors in October 2009. The District also received a QSCB allocation of \$290.2 million for 2010 and, under new legislation enacted in March 2010, sold QSCBs in May 2010, as subsidized taxable rather than tax credit bonds.

Sequestration. On March 4, 2013 the Internal Revenue Service announced certain automatic reductions to federal budget items would take place, effective March 1, 2013. Based upon the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, the automatic reductions are due to "sequestration." Federal subsidies on BABs and QSCBs, among others, were reduced by 8.70%, a reduction of \$3.2 million from the subsidies provided toward the District's July 1, 2013 bond interest cost. The sequestration has continued with the annual sequestration rate determined at the beginning of each Federal Fiscal Year (October 1). The IRS announced that the Federal subsidy for Federal Fiscal Year 2021 would be reduced by 5.7%, resulting in \$2.10 million less for each of the District's interest payments in January and July 2021¹. The reduced subsidies are offset by additional tax levies on District taxpayers. Unless Congress otherwise addresses the federal deficit matter, sequestration will occur each federal fiscal year.

E. Tax Rate Performance on Outstanding Bonds

The Tax Rate Statements for the District's five GO Bond authorizations set forth various assumptions including the average annual assessed valuation growth over the life of the bonds, the average interest rate on the future bond issuances, and the estimated tax rates to be paid by District taxpayers to service the debt on the outstanding GO Bonds. The assumptions in the respective Tax Rate Statements are not technically binding on the District, as actual issuance patterns, interest rates, and the growth pattern of the assessed valuation base combine to determine the actual tax rates. Nevertheless, the District actively manages its bond

¹ The sequestration rate for January 2022 and July 2022 bond interest payments is also 5.7%.

issuance program so that actual tax rates are close to or lower than the tax rates set forth in each respective Tax Rate Statement.

Table 4 below summarizes the assumptions in the Tax Rate Statements for each of the five bond measures for the assessed valuation growth rate and the interest rates on the bond sales. It also provides the election date, amount approved, and election authorization.¹

Table 4
Summary of Tax Rate Performance Assumptions

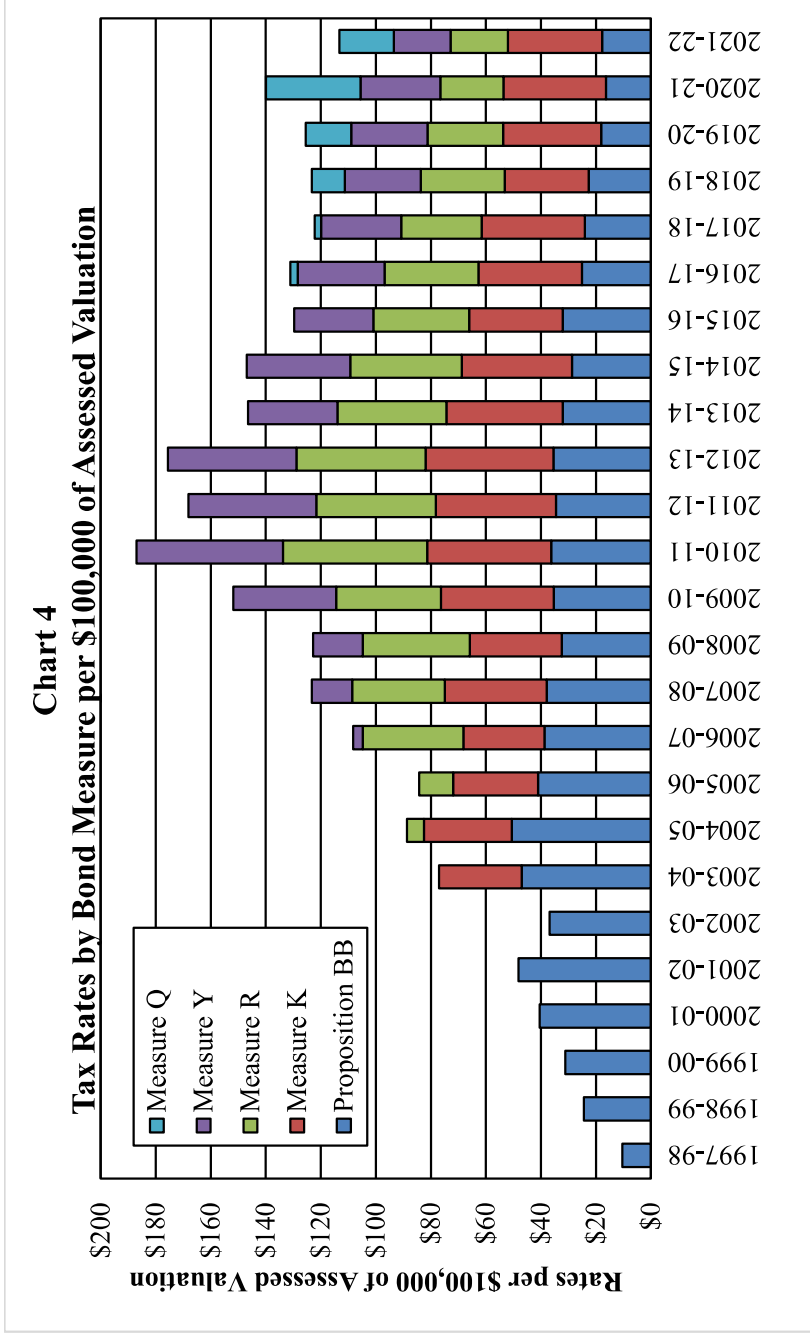
	Election Date	Amount (billions)	Assumed Average Assessed Valuation Growth	Assumed Interest Rate	Type of Election
Proposition BB	04/08/97	\$2.400	2.0%	5.75%	Traditional 66 2/3 rd so% Minimum Approval
Measure K	11/05/02	3.350	3.9%	5.50%	Proposition 39 – 55%
Measure R	03/02/04	3.870	5.0%	5.25%	Proposition 39 – 55%
Measure Y	11/08/05	3.985	6.0%	5.25%	Proposition 39 – 55%
Measure Q	11/04/08	7.000	6.0%	5.25%	Proposition 39 – 55%
Measure RR	11/03/20	7.000	4.0%	4.00%	Proposition 39 – 55%

Table 5 on page 7 provides the assumptions included in the Tax Rate Statements for initial and future tax rates and actual results to date. Future tax rates will depend on a combination of additional bond issuance, future assessed valuation, and bond refundings. Chart 4, also on page 7, presents a history of the District's GO Bond tax rates by measure and in aggregate from FY1997-98 through FY2021-22.

¹ Subsequent to the reporting period, on November 3, 2020, voters approved Measure RR, a \$7 billion general obligation bond measure with an assumed annual assessed valuation growth rate of 4% and an assumed interest rate of 4.00%.

Table 5
Estimated Tax Rates Set Forth in Tax Rate Statements for Measure BB, K, R, Y, and Q
(per \$100,000 of Assessed Valuation)

Tax Rate Description	Proposition BB		Measure K		Measure R		Measure Y		Measure Q		Measure RR	
	As Projected in Tax Rate Statement	Actual/Projected	As Projected in Tax Rate Statement	Actual/Projected	As Projected in Tax Rate Statement	Actual/Projected	As Projected in Tax Rate Statement	Actual/Projected	As Projected in Tax Rate Statement	Actual/Projected	As Projected at the Time of Election	Actual/Projected
Estimated Tax Rate in FY Following 1st Issuance of Bonds	\$23.43 FY 98-99	\$24.42 FY 98-99	\$47.53 FY 04-05	\$30.01 FY 03-04	\$21.93 FY 05-06	\$12.33 FY 05-06	\$5.74 FY 06-07	\$3.45 FY 06-07	\$0.00 FY 10-11	\$2.73 FY 16-17	\$2.31 FY 21-22	\$2.13 FY 22-23
Estimated Maximum Tax Rate Year it Occurs	\$67.36 FY 13-14	\$50.55 FY 04-05	\$59.38 FY 26-27	\$46.46 FY 12-13	\$60.00 FY 11-12	\$52.37 FY 10-11	\$60.00 FY 12-13	\$53.23 FY 10-11	\$60.00 FY 19-20	\$43.27 FY 27-28	\$39.06 FY 32-33	\$37.93 FY 31-32
Current Tax Rate (2021-22)		\$17.77		\$34.21		\$20.88		\$20.60		\$19.77		\$0.00



SECTION II: CERTIFICATES OF PARTICIPATION (“COPs”)

A. COPs Outstanding

Over the years, the District has issued COPs to fund a variety of capital projects needed, either prior to the voter approval of GO measures or that were not eligible for GO funding, including the construction of non-school facilities, equipment, and certain IT systems. While all COPs are legally secured by the District’s General Fund, debt service on certain COPs has been eligible to be repaid from other revenue sources. The District has strived to maximize the portion of its COPs debt service that is paid from non-General Fund sources, including using developer fees for debt service on projects related to enrollment growth or overcrowding and using cafeteria funds for cafeteria-related projects. The District has also prepaid COPs when possible with GO bond proceeds and other available funds, as described in the following Section II. B.

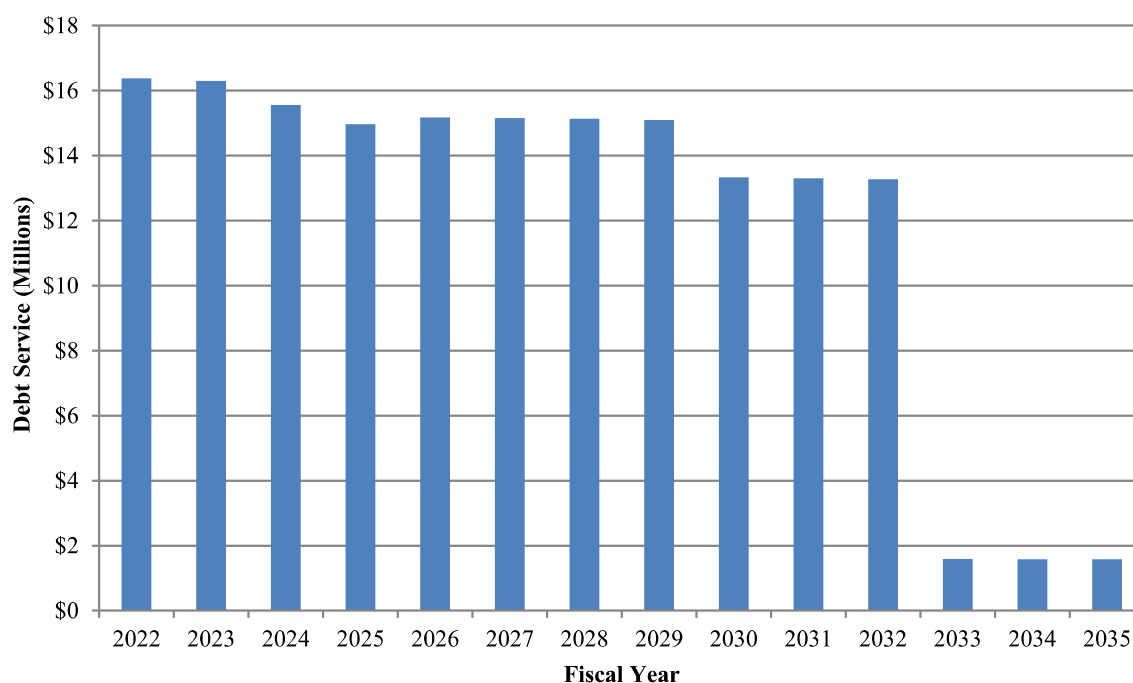
In Fiscal Year 2020-21, the District issued \$28.39 million of COPs to refund the 2010B-1 and B-2 COPs as well as the 2013A Lease for savings. Table 6 provides a listing of the District’s outstanding COPs. All of the District’s outstanding COPs were issued as fixed rate financings. As of June 30, 2021, a total of \$131.0 million of COPs were outstanding, net of defeased COPs. The debt service requirements on outstanding COPs can be found in Appendix 2.

Table 6
Certificates of Participation Outstanding
As of June 30, 2021
(in thousands)

Issue Description	Date of Issue	Principal Amount Issued	Principal Outstanding	Original Final Maturity
COPs (Refunding Headquarters Building Projects), 2012 Series A	06/12/2012	\$87,845	\$33,375	10/01/2031
COPs (Refunding Headquarters Building Projects), 2012 Series B	06/12/2012	72,345	69,205	10/01/2031
COPs (Refunding, 2020 Series A)	10/27/2020	28,390	28,390	10/01/2034
Total		\$188,580	\$130,970	

Chart 5 shows COPs debt service as of the close of Fiscal Year 2020-21. Debt service payments from the General Fund total \$168.4 million through the final maturity of the COPs, before deducting the Federal subsidies expected to be received and applied toward the debt service requirements for the 2010 Series B-1 COPs that were issued as BABs.

Chart 5
Certificates of Participation Debt Service (Paid from General Fund)
(As of June 30, 2021)



B. COPs Refundings

As noted previously, the District relied on COPs in part to finance school facilities prior to the voter approval of its GO bond measures. Following voter approval, in Fiscal Years 2004-05 and 2005-06, the District used Measure R and Measure Y bond proceeds to defease \$143.42 million and \$177.95 million of COPs, respectively, providing direct General Fund savings. Similarly, in September 2010 and August 2014, the District used Measure Y bond proceeds, unspent project funds and other funds on hand with the COPs trustee to defease and/or prepay debt service payments on the 2007 Series A and 2009 Series A COPs relating to \$63.45 million of principal. In the past, the District has also used other available amounts such as one-time funds and shifted certain debt service payments to non-General Fund sources such as developer fees to reduce its General Fund COPs debt service.

Table 7 below presents a history of the District's COPs refundings.

Table 7
Los Angeles Unified School District
Summary of COPs Refundings

Issue Description	Date of Issue	Principal Amount Issued (thousands)	Refunded COPs	Term of Refunding COPs (Years)	Nominal Savings (thousands)
1991 Refunding COPs (Francisco Bravo Medical Magnet Senior High School)	11/13/91	\$46,110	1988 COPs	16.0	\$1,609.4
1993 Refunding COPs ¹	11/15/93	69,925	1991 COPs	20.0	N/A
1998A Refunding COPs (Multiple Properties Project)	06/10/98	60,805	1993 Refunding COPs	16.0	\$3,076.7
2002A Refunding COPs (Francisco Bravo Medical Magnet Senior High School)	03/06/02	21,655	1991 Refunding COPs	6.5	\$6,755.2
2004A&B Refunding COPs (Refinancing Project I and Refunding Project I)	05/24/05	57,625	Portions of 2000A, 2001B&C, 2002B&C, and 2003A&B COPs	7.0	N/A
2004A, B and D General Obligation Bonds (Measure R) ²	09/23/04	150,000	2000B and 2002B COPs	5.0	\$155,836.3
2005A Refunding COPs (Administration Building Project) ³	05/24/05	86,525	2001C COPs	20.0	N/A
2005C Refunding COPs (Multiple Properties Project) ⁴	05/24/05	44,225	1996 COPs	26.0	\$(8,922.4)
2006A, B and D General Obligation Bonds (Measure Y) ³	02/22/06	184,385	2002A, 2003A and 2004 COPs	15.5	\$215,741.9
2008A&B Variable Rate Refunding COPs ⁵	08/06/08	120,950	2005A&B COPs	23.0	N/A
2010A Refunding COPs (Multiple Properties Project) ⁶	01/27/10	69,685	1997A and 1998A COPs	8.0	N/A
2012 A&B Refunding COPs (Admin. Building Projects) ⁷	06/12/12	160,190	2001B, 2002C, 2008 A & B COPs	20.0	\$4,066.0
2013 Refunding Lease	06/24/13	24,780	2003B COPs	15.0	\$4,822.1
2014K General Obligation Bonds (Measure Y) ²	08/19/14	33,360	2007A and 2009A	5.5	\$35,338.6
2020A COPs Refunding	10/27/20	28.39	2010 B-1/B-2 COPs; 2013A Refunding Lease	14.0	\$8,733.8
				Total	<u>\$427,057.6</u>

¹ The 1993 Refunding COPs refunded the 1991 COPs (Capital Facilities Project) that funded the acquisition of the Ambassador Hotel site through eminent domain. The legal documents for the 1991 COPs provided that said COPs would be refunded within three years if title to the Ambassador Hotel site had not been obtained. Since title had not been obtained by the three year mark, the District refunded the 1991 COPs. There were no savings associated with this refunding, as the transaction was done as a restructuring.

² These GO bonds shifted the COPs debt service from the District's General Fund to taxpayers, thereby saving General Fund resources.

³ This series converted a prior fixed rate series to a variable rate structure. The District has indicated the savings for this transaction to be "not available" because future variable rates and ancillary costs could not be known with certainty at the time of the refunding and this table is meant to provide only actual savings.

⁴ The amortization of this series was 20 years versus the 12 year amortization of the refunded bonds, resulting in dissavings in the out years.

⁵ These series changed the variable rate structure from variable rate bonds secured with a line of credit and bond insurance to variable rate bonds secured by a letter of credit. Thus, no estimates of any savings were prepared at the time of the transaction, as the transaction was more a restructuring than a transaction designed to achieve savings.

⁶ These series changed the refunded COPs' variable rate structure to a fixed rate structure. Savings are considered "not available" on the variable to fixed rate series because future variable rates and ancillary costs could not be known with certainty at the time of the refunding. This table is meant to provide only actual savings.

⁷ These series converted two prior variable rate series (2008A and B) to a fixed-rate structure and refunded two fixed rate series. The savings shown in the table are only the known savings from the fixed-rate refunding of the two prior fixed rate series (the 2001B and 2002C). Savings are considered "not available" on the variable to fixed rate series because future variable rates and ancillary costs could not be known with certainty at the time of the refunding. This table is meant to provide only actual savings.

SECTION III: THE MARKET FOR THE DISTRICT'S DEBT

A. Municipal Bond Market

The District's GO bonds, COPs, and tax and revenue anticipation notes ("TRANs") are issued and traded in the United States' municipal bond market. Major groups of investors in this market include tax-exempt bond funds, insurance companies, investment bank portfolios, trust departments, investment advisors, individual investors, and money market funds. The various market participants may have different preferences for the structure and maturities of the bonds, COPs or TRANs that they purchase. As one of the largest issuers of municipal bonds in the country, the District is able to draw significant attention from these investor groups. The table to the right is a listing of the largest institutional holders of the District's long-term bonds that are required to publicly report their holdings. These generally include bond funds, professional retail investors such as separately managed accounts and insurance companies.

Company	Thousands
Vanguard Group	\$1,195,149
Mirae Asset Global Investment	400,000
BlackRock	385,145
Dodge & Cox	192,775
State Street Corp	144,995
Franklin Resources Inc	139,210
North American Co for Life & Health Insurance	133,690
Teachers Insurance & Annuity Assoc. of America	129,001
New York Life Insurance Co	101,975
AllianceBernstein LP	101,610
Prudential Financial Inc	84,700
Northwestern Mutual Life Insurance Co	83,885
RGA Reinsurance Co	83,085
Goldman Sachs	76,995
Capital Group Companies Inc	72,630
Massachusetts Mutual Life Insurance Co	71,300
Invesco Ltd	71,035
FMR LLC	69,872
Dimensional Fund Advisors	65,855
Allianz SE	64,515

Source: Bloomberg as of March 2022.

The District's borrowing costs reflect the interest rates the District achieves each time it sells bonds. Those rates are a function of many factors, including the credit ratings on the District's obligations, market interest rate levels, competing supply, investor asset levels, tax law, and anticipated Federal Reserve policy actions at the time of sale. These factors combine to determine the level of investor demand for the District's obligations and the interest rates achieved. For the District's voter approved general obligation bonds, an important credit factor is the fact the repayment of the bonds is from property taxes collected and held in trust by the County of Los Angeles. In addition, particularly on the COPs, an important determinant of the rates of return investors demand is their perception of the District's overall financial, debt and economic performance compared to other issuers. The investment community views the District's GOs as high-quality investment grade securities, owing to their repayment source and the vast local economy. The COPs which directly reflect the District's financial position are considered upper medium investment grade securities.

In addition to the federal tax-exemption available to all investors, the State's progressive income tax system provides in-state investors with additional incentives to purchase the District's tax-exempt GO bonds and COPs. We note that the Tax Reform and Jobs Act of 2017 (the "Act") has had an impact on investor demand for tax-exempt bonds. On one hand, the Act capped the amount of property and income tax deductions that individuals can use to offset taxable income, which has increased demand for tax-exempt obligations from investors in high tax states, such as California. On the other hand, the lower corporate tax rates reduced demand for tax-exempt obligations from banks. In addition, the interest rates on the District's and other local government issuers' bonds in California have also been subject to the State's fiscal position. Investor perception of the State's bonds had weakened significantly over a multi-year period beginning in 2009 due to the State's credit deterioration. During this period, the State's credit was downgraded by the three major rating agencies to the lowest level of any state in the country and its borrowing costs relative to other issuers

rose dramatically. While not as dramatic, the State's credit issues had a direct impact on the borrowing costs of other issuers that were viewed as "agencies" of the State, such as LAUSD, even though the District's credit ratings remained very strong and well-above those of the State during that period. Over the last several years, however, the State's credit profile and credit ratings improved significantly. During this period, the Legislature passed on-time balanced budgets, the administration repaid a significant portion of its budgetary borrowings and the State built up its reserves. As a result, the State's credit ratings improved and its interest rates relative to national indices also improved dramatically. The State's improvement has in turn had a positive effect on interest rates for other California issuers associated with the State, including the District.

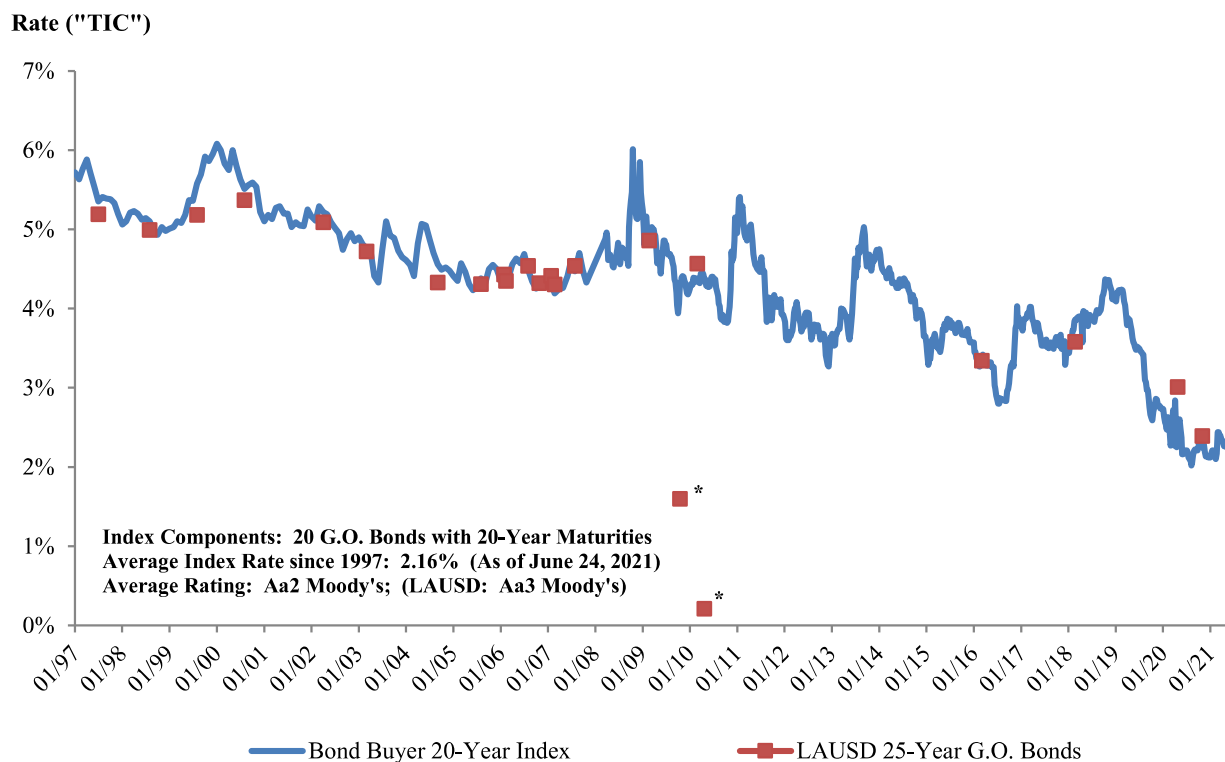
The District's interest rates are also subject to the broader financial market conditions. This was particularly apparent during the Great Recession and more recently, during the COVID-19 pandemic. During both the financial crisis and the early months of the COVID-19 pandemic, there were periods when market access became very restricted and with respect to the Great Recession, certain municipal products failed. While some products that had been common in the municipal market prior to the Great Recession, such as auction rate securities and AAA-rated bond insurance, are no longer available, the municipal market recovered following the Great Recession. In addition, following intervention by the federal government to address COVID-19 in spring 2020, access to the municipal market normalized and interest rates remained low throughout fiscal year 2020-21.

B. Cost of the District's Debt; No Variable Rate Debt Outstanding

B-1. Fixed Rate Debt

All of the District's General Obligation Bond and COPs issues carry fixed interest rates. Since reaching a cyclical high in 1999, tax-exempt fixed interest rates have fallen dramatically. This has helped the District achieve very low interest costs on its General Obligation Bonds, as shown in Chart 6. The chart includes the Bond Buyer 20-Bond Index which consists of 20 General Obligation Bonds that mature in 20 years. The average rating of the 20 bonds is roughly equivalent to Moody's Investors Service's Aa2 rating and Standard & Poor's AA. The District's new money bonds have typically been structured with a term to maturity of 25 years so, *ceteris paribus*, one would expect their true interest costs ("TICs") to be above the Index; however, yields on the District's issues tend to be similar to the Index. In addition, the District's TICs on its two QSCB issues in 2009 and 2010 were well below the Index due to the heavily subsidized interest rate provided under the QSCB program. A listing of the TICs for each series of 25-year General Obligation Bonds sold by the District is provided in Appendix 1-A.

Chart 6
True Interest Cost ("TIC") Rates on Actual LAUSD 25-Year G.O. Bond Issues
vs.
The Bond Buyer 20-Bond Index for G.O. Bonds



* The two low TIC outliers are the Election of 2005, Series H (2009) and Series J (2010) Qualified School Construction Bonds (Tax Credit Bonds)

B-2. Variable Rate Debt

Current statutory provisions make it impractical for the District to issue variable rate General Obligation Bonds, as ancillary costs such as remarketing fees and liquidity fees cannot be paid from voter approved *ad valorem* property tax levies. Thus, while the vast majority of the District's debt has necessarily being issued as fixed rate bonds, the District has issued COPs in a variable rate mode from time to time. Variable rate COPs provide the District with the flexibility to prepay or restructure a portion of its debt and serves as a natural hedge to variable rate earnings. As of June 30, 2021, however, the District has no outstanding variable rate COPs.

SECTION IV: THE DISTRICT'S CREDIT RATINGS

A. Long-Term Credit Ratings on General Obligation Bonds and Certificates of Participation

Long-term credit ratings provided by a rating agency are an independent assessment of the relative credit risk associated with purchasing and holding a particular bond through its scheduled term of repayment. They serve as independent opinions of a borrower's financial strength and ability to repay its debt on a timely basis. Long-term credit ratings are one of the most important indicators of creditworthiness readily available to the investment community and have a direct impact on the borrowing rates paid by the District.

In July 2015, the California legislature enacted Senate Bill 222 ("SB222") which became effective on January 1, 2016. SB222 established a statutory lien in the voter-approved property taxes that secure California school districts' General Obligation Bonds. Beginning with the March 1, 2016 GO bond sale, LAUSD capitalized on the legislative change and pursued ratings from Fitch Ratings ("Fitch") and Kroll Bond Rating Agency ("KBRA"), in addition to Moody's Investors Services ("Moody's") that had traditionally rated the District's GOs.

During FY 2021, there were no changes to the District's credit ratings. As of June 30, 2021, the District's GO bond ratings were AA+ from Fitch, AAA from KBRA, and Aa3 from Moody's. Fitch also provided the District with an Issuer Default Rating ("IDR") of "A-" which is based on the District's financial operations. The distinction between the "AA+" rating on the GO Bonds and the "A-" IDR reflects Fitch's assessment that the GO bondholders are "legally insulated from any operating risk of the District". As of June 30, 2021, any outstanding GO Bonds issued prior to Fiscal Year 2015-16 also have ratings of A+ by Standard & Poor's (S&P).

Table 8 Credit Ratings (as of June 30, 2021)				
(District's GO Bond Ratings Highlighted in Red)				
(District's COPs Ratings Highlighted in Blue) ¹				
	Moody's	Fitch	KBRA	S&P
Best Quality	Aaa	AAA	AAA	AAA
High Quality	Aa1	AA+	AA+	AA+
	Aa2	AA	AA	AA
	Aa3	AA-	AA-	AA-
Upper Medium Grade	A1	A+	A+	A+
	A2	A	A	A
	A3	A-	A-	A-
Medium Grade	Baa1	BBB+	BBB+	BBB+
	Baa2	BBB	BBB	BBB
	Baa3	BBB-	BBB-	BBB-
Below Investment Grade	Ba1 and Lower	BB+ and Lower	BB+ and Lower	BB+ and Lower
S&P rates COPs one notch lower than its rating on General Obligation Bonds, whereas Moody's rates COPs two notches lower than its rating on General Obligation Bonds.				

Depending on the rating agency and its methodology, as of June 30, 2021, the District's General Obligation Bond ratings are considered "best quality", "high quality" or "upper medium grade" as shown in Table 8. The District's COPs are currently rated A2 by Moody's and certain of the District's COPs are also rated by S&P at A, both considered in the "upper medium grade" category. Moody's and S&P generally rate General Obligation Bonds one to two notches higher than those of COPs, owing to the superior credit strength of the *ad valorem* property taxes pledged to repay General Obligation Bonds versus the General Fund pledge that supports repayment of COPs. Fitch and Kroll do not rate the District's outstanding COPs. A history of the District's General Obligation Bond and COPs ratings is presented in Appendix 3.

In addition to the rating itself, each rating agency publishes an outlook on the rating. Outlooks are either "Positive", "Stable" or "Negative." A "Positive" outlook indicates a possible upgrade in the rating may occur; a "Negative" outlook indicates that a possible rating downgrade may occur; and a "Stable" outlook indicates that neither an upgrade nor a downgrade is anticipated. During Fiscal Year 2020-21, S&P revised its Outlook

from Negative to Stable citing the District's financial outperformance versus projections in 2019 and its strong reserves.¹

Recognizing the importance of high quality ratings, the Board of Education adopted a Budget and Finance Policy that, among other things, establishes a minimum 5% General Fund reserve effective July 1, 2005. In November 2013, the District adopted an updated Budget and Finance Policy that establishes a formula that calculates annual contributions to an Other-Post-Employment Benefit (OPEB) trust when the balances in the General Fund exceed the 5% minimum reserve threshold, subject to Board approval.

B. Short-Term Credit Ratings on Tax and Revenue Anticipation Notes

The District evaluates its monthly General Fund cash position as part of its cash management program's policy of ensuring timely payment of all operational expenses. It issued tax and revenue anticipation notes each Fiscal Year from Fiscal Year 1991-92 through Fiscal Year 2012-13 to finance periodic cash flow deficits and manage its cash flow needs. The District has always received the highest possible short-term ratings from Moody's (MIG 1) and S&P (SP-1+) on its TRANs and has always timely repaid its TRANs. The District has not issued TRANs since Fiscal Year 2012-13.

SECTION V: DEBT RATIOS

A. Use of Debt Ratios

Pursuant to the District's Debt Management Policy set forth in Appendix 5, the Chief Financial Officer calculates certain debt factors and debt burden ratios, compares them to benchmarks, and reports the results in this Debt Report. Measuring the District's debt performance through the use of debt ratios provides a convenient way to compare the District to other borrowers. The most common debt ratios applied to school districts are:

- ☐ Ratio of Annual Lease Debt Service to General Fund Expenditures. The formula for this computation is annual lease debt service expenditures divided by General Funds (i.e., General and Debt Service Funds) expenditures (excluding interfund transfers) as reported in the most recent Audited Annual Financial Report.
- ☐ Proportion of Fixed-Rate and Variable-Rate COPs Issues. The Debt Management Policy requires the District to keep its variable rate exposure, to the extent not hedged or swapped to fixed rate, at or below \$100 million. If variable rate debt is issued, the Chief Financial Officer periodically, but at least annually, determines whether it is appropriate to convert the debt to fixed interest rates. Such conversions were executed in Fiscal Year 2011-12.
- ☐ Ratio of Outstanding Debt to Assessed Value. The formula for this computation is contained in Section 15106 of the Education Code. The ratio is calculated for both "Direct Debt" (i.e., General Obligation Bonds) and "Combined Direct Debt" (both General Obligation Bonds and COPs), the latter commonly referred to as "Debt Burden" in the California Municipal Statistics Overlapping Debt Statement. In addition, the ratio "Overall Debt Burden" includes the District's Direct Debt plus the Direct Debt of issuers whose boundaries overlap those of the District. It is important to monitor the levels and growth

¹ Subsequent to the reporting period, in October 2021, Fitch revised its outlook from Negative to Stable on the District's GOs and Issuer Default Rating (IDR) citing its expectations that the District will maintain reserves in line with state requirements and District policy, despite ongoing spending and revenue pressures.

of Direct Debt and Overall Direct Debt as they portray the debt burden borne by the District's taxpayers and serve as proxies for taxpayer capacity to take on additional debt in the future. A summary of overlapping debt in the District is set forth in Appendix 4.

- ❑ **Ratio of Outstanding Debt Per Capita.** The formula for this computation is Outstanding Debt divided by the population residing within the District's boundaries. Ratios are computed for both "Direct Debt Per Capita" and "Overall Debt Per Capita." It is important to monitor these ratios as they attempt to measure the degree to which debt is concentrated, i.e. whether it is spread across a large or small population. The District's ratios and benchmark targets are provided in Tables 9 and 10.

B. LAUSD's Compliance with Debt Management Policy; Debt Levels Compared to Other School Districts

Table 9 provides a summary of the District's performance against policy maximums for debt paid from General Fund or other resources controlled by the District, such as developer fees. The District's policy calls for such annual debt service to be no more than 2% of General Fund Expenditures. Fiscal Year 2020-21 COPs debt service was \$25.4 million and future maximum annual COPs debt service is \$16.4 million (2021-22). The District's actual performance is well within the policy ceilings for its COPs gross debt service and any unhedged variable rate obligations.

Table 9
Policy Benchmarks, Targets and Ceilings for Debt Paid
From General Fund or Other Resources (COPs)
(As of June 30, 2021)

Factor	Maximum	LAUSD Actual	Over (Under) Policy Ceiling
Maximum COPs Gross Debt Service Limit	2% of General Fund Expenditures (FY2020-21)	0.20%	(1.80%)
Unhedged Variable Rate Debt	\$100MM	0%	(\$100MM)

The District is the largest independent public school district in the United States. On the basis of its size, one could argue that it is appropriate to compare LAUSD to other entities with a similar size. However, those types of entities comprise a heterogeneous collection of cities, states, school districts and other public agencies rather than a homogenous group such as school districts. Thus, the Debt Management Policy requires the Chief Financial Officer to compare the District to a cohort of other large school districts, even though that category includes districts with various types of funding mechanisms that are different than the District's and has no other districts as large as LAUSD.

Table 10 sets forth the debt burden ratios that recognize the direct debt and overall debt of the District compared to benchmarks for large school districts whose ratings are in the "Aa" category by Moody's.

Due to the statistical dispersion of the underlying data for the benchmarks in Table 10 and the large size of the District's bonding program relative to other large school districts, the District's debt burden ratios are higher than most of the benchmarks, which is not surprising. Nevertheless, the District believes the "large, highly-rated" school district cohort to be the most appropriate cohort group against which it should be compared.

Table 10
Policy Benchmarks for District's Direct and Overall Debt
(As of June 30, 2021) ¹

Debt Burden Ratio	Benchmark	Benchmark's Value	LAUSD Actual
Direct Debt to Assessed Value	Moody's Median for Aa Rated School Districts with Population Above 200,000	1.10%	1.50%
Overall Debt to Assessed Valuation	Moody's Median for Aa Rated School Districts with Population Above 200,000	2.60%	2.50%
Direct Debt Per Capita	Moody's Median for Aa Rated School Districts with Population Above 200,000	\$1,689	\$2,329
Overall Debt Per Capita	Moody's Median for Aa Rated School Districts with Population Above 200,000	\$3,268	\$4,092

¹ Source: Moody's; As of FY 2020-21 financials, FY 2021 assessed valuation and recent census data.

APPENDIX 1-A

Los Angeles Unified School District
General Obligation Bond Issuance and True Interest Cost
As of June 30, 2021¹

Continued on the Following Page

Bond Issue	Date of Issue	Principal Amount Issued (thousands)	Outstanding Principal (thousands)	True Interest Cost (%)
Proposition BB Series A	7/22/1997	\$356,000	\$0	5.19%
Proposition BB Series B	8/25/1998	350,000	0	4.99%
Proposition BB Series C	8/10/1999	300,000	0	5.18%
Proposition BB Series D	8/3/2000	386,655	0	5.37%
Proposition BB Series E	4/11/2002	500,000	0	5.09%
Proposition BB Series F	3/13/2003	507,345	0	4.43%
Measure K Series A	3/5/2003	2,100,000	0	4.75%
Measure K Series B	2/22/2007	500,000	0	4.31%
Measure K Series C	8/16/2007	150,000	0	4.86%
Measure K Series D	2/19/2009	250,000	0	4.82%
Measure R Series A (5 year maturity)	9/23/2004	72,630	0	2.28%
Measure R Series B (5 year maturity)	9/23/2004	60,475	0	2.24%
Measure R Series C	9/23/2004	50,000	0	4.33%
Measure R Series D	9/23/2004	16,895	0	4.33%
Measure R Series E	8/10/2005	400,000	0	4.36%
Measure R Series F	2/16/2006	500,000	0	4.21%
Measure R Series G	8/17/2006	400,000	0	4.55%
Measure R Series H	8/16/2007	550,000	0	4.83%
Measure R Series I	2/19/2009	550,000	0	4.82%
Measure R Series J	8/19/2014	68,170	0	0.51%
Measure R Series K	8/19/2014	7,045	0	0.88%
Measure Y Series A	2/22/2006	56,785	0	3.72%
Measure Y Series B	2/22/2006	80,200	0	3.85%
Measure Y Series C	2/22/2006	210,000	0	4.15%
Measure Y Series D (taxable)	2/22/2006	47,400	0	5.18%
Measure Y Series E	8/16/2007	300,000	0	4.86%
Measure Y Series F	2/19/2009	150,000	0	4.82%
Measure Y Series G	10/15/2009	5,615	0	3.11%
Measure Y Series H	10/15/2009	318,800	318,800	1.60%
Measure Y Series I	3/4/2010	3,795	0	4.57%
Measure Y Series J-1 (QSCB)	5/6/2010	190,195	190,195	0.21%
Measure Y Series J-2 (QSCB)	5/6/2010	100,000	100,000	0.21%
Measure Y Series K	8/19/2014	35,465	0	0.84%
Measure Y Series L	8/19/2014	25,150	0	0.88%
Measure Y Series M-1	3/8/2018	117,005	111,265	3.56%

¹ Subsequent to the reporting period, LAUSD issued (i) \$494.140 million General Obligation Bonds, Series RYRR (2021) and (ii) \$48.855 million 2021 General Obligation Refunding Bonds, Series B (Federally Taxable) on November 10, 2021.

Continued from the Previous Page

Bond Issue	Date of Issue	Principal Amount Issued (thousands)	Outstanding Principal (thousands)	True Interest Cost (%)
Measure Y Series M-2	3/8/2018	12,995	0	1.86%
Measure Q Series A	4/5/2016	648,955	377,985	3.34%
Measure Q Series B-1	3/8/2018	\$1,085,440	1,034,935	3.58%
Measure Q Series B-2	3/8/2018	134,560	0	1.86%
Measure Q Series C	11/10/2020	1,057,060	907,190	2.39%
Series KRY (BABs) (2009)	10/15/2009	1,369,800	1,369,800	3.73%
Series KRY (Tax Exempt) (2009)	10/15/2009	205,785	0	2.53%
Series KRY (Tax Exempt) (2010)	3/4/2010	478,575	0	4.57%
Series KY (2010)	5/6/2010	159,495	0	4.44%
Series RY (BABs) (2010)	3/4/2010	1,250,585	1,250,585	4.44%
Series RYQ (2020)	4/30/2020	942,940	829,000	3.01%
2002 General Obligation Refunding Bonds	4/17/2002	258,375	0	2.46%
2004 General Obligation Refunding Bonds, Series A-1	12/21/2004	90,740	0	4.13%
2004 General Obligation Refunding Bonds, Series A-2	12/21/2004	128,385	0	4.38%
2005 General Obligation Refunding Bonds, Series A-1	7/20/2005	346,750	0	4.17%
2005 General Obligation Refunding Bonds, Series A-2	7/20/2005	120,925	0	4.22%
2006 General Obligation Refunding Bonds, Series A	2/22/2006	132,325	0	4.07%
2006 General Obligation Refunding Bonds, Series B	11/15/2006	574,905	0	4.32%
2007 General Obligation Refunding Bonds, Series A-1	1/31/2007	1,153,195	0	4.41%
2007 General Obligation Refunding Bonds, Series A-2	1/31/2007	136,055	0	4.41%
2007 General Obligation Refunding Bonds, Series B	2/22/2007	24,845	0	4.12%
2009 General Obligation Refunding Bonds, Series A	10/15/2009	74,765	0	2.53%
2010 General Obligation Refunding Bonds, Series A	3/4/2010	74,995	0	4.57%
2011 General Obligation Refunding Bonds, Series A-1	11/1/2011	206,735	52,305	2.75%
2011 General Obligation Refunding Bonds, Series A-2	11/1/2011	201,070	131,825	2.71%
2012 General Obligation Refunding Bonds, Series A	5/8/2012	156,000	79,965	2.75%
2014 General Obligation Refunding Bonds, Series A	6/26/2014	196,850	39,990	1.49%
2014 General Obligation Refunding Bonds, Series B	6/26/2014	323,170	126,165	1.96%
2014 General Obligation Refunding Bonds, Series C	6/26/2014	948,795	767,245	2.97%
2014 General Obligation Refunding Bonds, Series D	6/26/2014	153,385	115,040	2.60%
2015 General Obligation Refunding Bonds, Series A	5/28/2015	326,045	218,260	1.87%
2016 General Obligation Refunding Bonds, Series A	4/5/2016	577,400	267,465	1.73%
2016 General Obligation Refunding Bonds, Series B	9/15/2016	500,855	498,240	2.28%
2017 General Obligation Refunding Bonds, Series A	5/25/2017	1,080,830	1,034,695	1.94%
2019 General Obligation Refunding Bonds, Series A	5/29/2019	594,605	545,295	2.22%
2020 General Obligation Refunding Bonds, Series A	10/6/2020	302,000	302,000	1.26%
2021 General Obligation Refunding Bonds, Series A	4/29/2021	196,310	196,310	0.85%
Total			\$10,864,555	

APPENDIX 1-B

Los Angeles Unified School District
Outstanding Debt Service Payments on General Obligation Bonds
As of June 30, 2021 ^{1, 2}

Fiscal Year Ending June 30	Election of 1997 (Proposition BB)	Election of 2002 (Measure K)	Election of 2004 (Measure R)	Election of 2005 (Measure Y)	Election of 2008 (Measure Q)	Aggregate Fiscal Year Debt Service
2022	\$152,085,288	\$259,456,431	\$217,979,161	\$262,982,184	\$234,259,805	\$1,126,762,869
2023	147,308,850	265,441,561	217,957,886	259,236,759	219,706,913	1,109,651,969
2024	148,256,525	260,504,111	213,341,811	262,732,109	219,509,563	1,104,344,119
2025	122,619,150	273,957,961	219,148,186	264,446,309	217,887,588	1,098,059,194
2026	75,466,375	277,347,686	219,892,536	264,353,219	217,747,213	1,054,807,029
2027	39,809,325	284,683,361	225,429,755	300,909,572	217,594,963	1,068,426,975
2028	10,813,100	185,861,836	246,620,967	253,273,189	222,661,838	919,230,930
2029	0	87,129,708	262,260,743	255,031,778	217,316,213	821,738,442
2030	0	89,964,184	216,362,294	329,540,186	217,178,088	853,044,751
2031	0	91,700,144	220,182,444	337,573,152	217,031,838	866,487,577
2032	0	94,287,081	265,070,842	306,096,088	217,112,838	882,566,848
2033	0	101,627,919	270,966,185	310,253,057	214,721,088	897,568,248
2034	0	103,357,938	275,680,400	313,612,139	221,621,513	914,271,989
2035	0	62,537,713	286,052,518	311,335,542	155,837,788	815,763,560
2036	0	0	2,037,900	18,543,400	221,650,038	242,231,338
2037	0	0	2,208,400	19,436,975	220,551,125	242,196,500
2038	0	0	2,072,000	18,750,525	221,023,563	241,846,088
2039	0	0	2,056,400	18,649,281	221,030,463	241,736,144
2040	0	0	1,691,300	16,781,869	222,902,944	241,376,113
2041	0	0	1,956,200	18,112,131	221,094,394	241,162,725
2042	0	0	3,507,000	25,935,369	167,855,325	197,297,694
2043	0	0	3,502,600	25,933,625	167,698,431	197,134,656
2044	0	0	3,503,200	17,702,100	90,409,450	111,614,750
2045	0	0	3,498,600	17,686,800	90,346,950	111,532,350
2046	0	0	0	0	112,000,175	112,000,175
Total	\$696,358,613	\$2,437,857,634	\$3,382,979,328	\$4,228,907,358	\$4,966,750,099	\$15,712,853,032

¹ Includes refunding bonds and excludes refunded bonds with respect to the particular bond authorization.

² Includes QSCB Sinking Fund Payments, but does not include BABs or QSCB Subsidies.

APPENDIX 2

Los Angeles Unified School District
Certificates of Participation Lease Obligations Debt Service Schedule
As of June 30, 2021

Fiscal Year Ending	Fiscal Year Total Debt Service (thousands)
06/30/2022	\$16,374
06/30/2023	16,298
06/30/2024	15,560
06/30/2025	14,971
06/30/2026	15,171
06/30/2027	15,152
06/30/2028	15,136
06/30/2029	15,096
06/30/2030	13,330
06/30/2031	13,300
06/30/2032	13,270
06/30/2033	1,590
06/30/2034	1,586
06/30/2035	1,578
Total¹	\$ 168,412

¹ Totals may not equal sum of component parts due to rounding.

APPENDIX 3

Los Angeles Unified School District
History of Outstanding Underlying Fixed Rate Long-Term Ratings
(as of June 30, 2021)

Fiscal Years	General Obligation Bonds				Certificates of Participation		
	Moody's	Fitch	KBRA	S&P	Moody's	Fitch	S&P
1988-1989	Aa2	Not rated	Not rated	AA	A1	Not rated	A+
1990-1992	Aa2	AA	Not rated	AA	A1	A+	A+
1992-1993	A1	AA	Not rated	AA-	A2	A+	A
1994-1995	A1	AA-	Not rated	AA-	A2	A	A
1996-1998	Aa3	AA-	Not rated	AA-	A2	A	A
1999-2000	Aa3	AA	Not rated	AA-	A2	A+	A
2001 ¹ -2002	Aa3	AA	Not rated	AA-	A2	A+	A+
2002-2003	Aa3	AA-	Not rated	AA-	A2	A	A+
2004-2005	Aa3	A+	Not rated	AA-	A2	A-	A+
2006-2008	Aa3	A+	Not rated	AA-	A2	A	A+
2008-2009	Aa3	Not rated	Not rated	AA-	A2	Not rated	A+
2009-2015 ²	Aa2	Not rated	Not rated	AA-	A1	Not rated	A+
2016 ³ -2018	Aa2	AAA	AA+	AA-	A1	Not rated	A+
2019	Aa3	AAA	AA+	A+	A2	Not rated	A
2020 ⁴	Aa3	AA+	AAA	A+	A2	Not rated	A
2021 ⁵	Aa3	AA+	AAA	A+	A2	Not rated	A

-

¹ Beginning in 2001, Standard and Poor's began to rate lease obligations only one notch (rather than the previous two notches) lower than the issuer's General Obligation Bond rating.

² Moody's implemented a migration of its rating scale that resulted in the indicated changes to the District's ratings on April 2010.

³ In July 2015, the California legislature enacted Senate Bill 222 ("SB222") which became effective in January 2016. SB222 established a statutory lien in the voter-approved property taxes that secure California school districts' General Obligation Bonds. LAUSD capitalized on the legislative change and pursued ratings from two different rating agencies, Fitch and KBRA, in addition to Moody's that has traditionally rated the District's GOs.

⁴ In August 2019, based on their updated analysis of the legal framework for school district bankruptcies in California, KBRA upgraded the LAUSD GO bonds it rates to AAA.

⁵ In January 2021, Moody's revised its rating methodology for K-12 schools. Under the new methodology, Moody's now provides both a general obligation bond rating and an issuer credit rating to school districts nationally. In addition to affirming the District's General Obligation bond rating of Aa3, at the time it released the new methodology, Moody's also provided the District with an Issuer Rating of A1. The higher rating for the District's General Obligation bonds versus its Issuer Rating reflects its security structure, which relies on voter approved property taxes as the debt service repayment source.

APPENDIX 4**Los Angeles Unified School District
Statement of Overlapping Debt
As of June 30, 2021****Overlapping Debt Obligations**

Set forth on the following page is the report prepared by California Municipal Statistics Inc. which provides information with respect to direct and overlapping debt within the District as of June 30, 2021 (the “Overlapping Debt Report”). The Overlapping Debt Report is included for general information purposes only. The District has not reviewed the Overlapping Debt Report for completeness or accuracy and makes no representations in connection therewith. The Overlapping Debt Report generally includes long-term obligations sold in the public credit markets by public agencies whose boundaries overlap the boundaries of the District. Such long-term obligations generally are not payable from revenues of the District (except as indicated) nor are they necessarily obligations secured by land within the District. In many cases, long-term obligations issued by a public agency are payable only from the General Fund or other revenues of such public agency.

The first column in the Overlapping Debt Report names each public agency which has outstanding debt as of the date of the report and whose territory overlaps the District in whole or in part. Column 2 shows the percentage of each overlapping agency’s assessed value located within the boundaries of the District. This percentage, multiplied by the total outstanding debt of each overlapping agency (which is not shown in Overlapping Debt Report) produces the amount shown in Column 3, which is the apportionment of each overlapping agency’s outstanding debt to taxable property in the District.

Los Angeles Unified School District
Schedule of Direct and Overlapping Bonded Debt
Year Ended June 30, 2021
(Unaudited)

Government	% Applicable	Amount Applicable
Direct:		
Los Angeles Unified School District		
General Obligation Bonds	100.000	\$10,864,555,000
Certificates of Participation	100.000	130,970,000
		<u>\$10,995,525,000</u>
Overlapping ¹ :		
City of Los Angeles Tax and Assessment Debt	99.942	627,096,073
City of Los Angeles General Fund and Judgment Obligations	99.942	1,436,131,021
City of Los Angeles Redevelopment Agency Tax Increment Debt	100.000	336,300,000
Los Angeles Community College District Tax and Assessment Debt	81.742	3,604,209,135
Los Angeles County General Fund Obligations	46.092	1,206,922,364
Los Angeles County Superintendent of Schools Certificates of Participation	46.092	2,104,272
Los Angeles County Sanitation District Nos. 1,2,4,5,8,9,16 & 23 Authorities	Various	3,469,358
Metropolitan Water District Tax and Assessment Debt	24.043	6,450,737
Pasadena Area Community College District Tax and Assessment Debt	0.001	625
Pasadena Area Community College District General Fund Obligations	0.001	288
Other City Tax and Assessment Debt	79.860	20,084,330
Other City General Fund and Pension Obligation Bonds	Various	454,669,275
City Community Facilities District Tax and Assessment Debt	100.000	69,690,000
Other City and Special District 1915 Act Bonds	99.983-100.	20,479,592
Other Redevelopment Agencies	Various	295,002,450
Total Overlapping		<u>\$8,082,609,520</u>
Total Gross Debt and Overlapping ²		<u>\$19,078,134,520</u>
Less:		
Los Angeles Unified School District General Obligation Bonds Election of 2005 Series H (2009) and Series J (2010) Qualified School Construction Bonds		154,870,000
Amount accumulated in Interest and Sinking Fund and Set Aside Repayment		178,075
City supported obligations		<u>178,075</u>
Total Net Debt and Overlapping Debt		<u><u>\$18,923,086,445</u></u>

¹ Generally includes long term obligations sold in the public credit markets by public agencies whose boundaries overlap the boundaries for the District.

² Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and non-bonded capital lease obligations.

APPENDIX 5

**Los Angeles Unified School District
DEBT MANAGEMENT POLICY**



Prepared by:

The Office of the Chief Financial Officer

June 21, 2022

Los Angeles Unified School District

DEBT MANAGEMENT POLICY



Prepared by:

The Office of the Chief Financial Officer

June 21, 2022

DEBT MANAGEMENT POLICY

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Background

The policies set forth in this Debt Management Policy (the “Policy”) have been developed to provide guidelines for the issuance of general obligation bonds (“GO Bonds”), certificates of participation (“COPs”) and other lease-backed financings, tax and revenue anticipation notes (“TRANS”), and other forms of indebtedness by the Los Angeles Unified School District (the “District”). While the issuance of debt can be an appropriate method of financing capital projects or annual cash flow management, careful and consistent monitoring of such debt issuance is required to preserve the District’s credit strength and budgetary and financial flexibility.

The District’s long-term debt that finances its capital projects include GO bonds that are backed by i) voter approved property taxes and ii) certificates of participation (“COPs”) that are backed by the District’s General Fund. All or a portion of the District’s outstanding GO bonds and COPs are rated by Fitch Ratings (Fitch), Kroll Bond Rating Agency (“KBRA”), Moody’s Investor Services (“Moody’s”) and Standard & Poor’s (S&P). All rating agencies rate California school districts’ COPs based primarily on the overall credit quality of a district’s operations including governance, management, financial performance, liquidity position, etc. However, the rating agencies differ in their approach to rating a California school district’s GOs. Fitch and KBRA focus primarily on the strength of the voter-approved property tax pledge and the District’s tax base that provides the security for repayment whereas Moody’s and S&P focus more on the District’s general fund, financial management and operations. As a result, Fitch and KBRA rate the District’s GOs higher than Moody’s and S&P.

The only rating action that occurred since the District’s prior Debt Policy dated June 8, 2021 was that on October 15, 2021, Fitch removed the Negative Outlook on the District’s GO bonds as well as on its Issuer Default Rating (“IDR”). The revised rating reflected Fitch’s expectations that the District would use its limited spending flexibility to maintain reserves in line with state requirements and district policy, despite ongoing spending and revenue pressures. As of May 26, 2022, the District’s credit ratings on its GO bonds and COPs were as provided below.

Agency	Rating ¹	
	GO Bonds	COPs
Moody's Investor Service (Moody's)	Aa3 (Stable)	A2 (Stable)
Fitch Ratings (Fitch) ²	AA+ (Stable)	n/a
Kroll Bond Rating Agency (KBRA)	AAA (Stable)	n/a
Standard & Poor's (S&P)	A+ (Stable)	A (Stable)

We note that Fitch and Moody’s also now provide a rating related to the District’s general fund credit that is separate from the rating on the District’s GO bonds or COPs. As of May 26, 2022, Fitch provided an “A-” Issuer Default Rating (Stable Outlook) and Moody’s provided an “A1” Issuer Rating (Stable Outlook). While these ratings are not directly tied to the District’s GO bond or COPs ratings, they reflect these rating agencies’ views on the overall financial credit profile of the District.

The District continues to face continuing capital program and cash requirements and through the Facilities Improvement Program, has been engaged in building new schools and modernizing existing

schools. The costs of these requirements have and will continue to be met, in large part, through the issuance of various types of debt instruments and other long-term financial obligations. Under Proposition BB, Measure K, Measure R, Measure Y, Measure Q and Measure RR adopted by the voters in April 1997, November 2002, March 2004, November 2005, November 2008 and November 2020 respectively, the District has had a combined \$27.605 billion in general obligation bond authorization for its Facilities Improvement Program and other capital projects, including capital projects that provide General Fund relief. Consequently, the District has seen an increase in its levels of debt and other obligations and needs to anticipate future issuance of debt obligations, some of which may be repaid from the District's General Fund. With these additional debt issuances, the effects of decisions regarding the type of issue, method of sale, and payment structure continue to be critical to the District's fiscal health. To help ensure the District's creditworthiness, an established policy of managing the District's debt is essential. To this end, the Board of Education of the District (the "Board") recognizes this Policy to be financially prudent and in the District's best economic interest. In addition, the District's practices with respect to monitoring its outstanding debt issues for compliance with all Internal Revenue Service requirements and other transaction requirements are set forth in Appendix A to this Policy.

Article I. Purpose and Goals

The purpose of this Policy is to provide a functional tool for debt management and capital planning, as well as to enhance the District's ability to manage its general obligation bond debt, tax and revenue anticipation notes, and lease financings in a conservative and prudent manner. This Debt Policy is intended to achieve the following policy objectives:

- ☐ The District shall strive to fund capital improvements from referendum-approved general obligation bond issues to preserve the availability of its General Fund for District operating purposes and other purposes that cannot be funded by such bond issues.
- ☐ The District shall endeavor to attain and maintain the best possible credit rating for each debt issue in order to reduce interest costs, within the context of preserving financial flexibility and meeting capital funding requirements.
- ☐ The District shall take all practical precautions and proactive measures to avoid any financial decision that will negatively impact credit ratings on existing or future debt issues.
- ☐ The District shall remain mindful of its statutory debt limit in relation to assessed valuation within the school district and the tax burden needed to meet long-term capital requirements.
- ☐ The District shall consider market conditions and District cash flows when timing the issuance of debt.
- ☐ The District shall determine the amortization (maturity) schedule which will best fit with the overall debt structure of the District at the time the new debt is issued.
- ☐ The District shall match the term of the issue to the useful lives of assets whenever practicable and economic, while considering repair and replacement costs of those assets to be incurred in the future.

- ☐ The District shall, when pursuing the planning goals and objectives for the issuance of new debt, consider the impact of such new debt on overlapping debt of local, state and other governments that overlap with the District.
- ☐ The District shall, when issuing debt, assess financial alternatives to include new and innovative financing approaches, including whenever feasible categorical grants, revolving loans or other State/federal aid, so as to minimize the contribution from the District's General Fund.
- ☐ The District shall, when planning for the sizing and timing of debt issuance, consider its ability to expend the funds obtained in a timely, efficient, and economical manner.
- ☐ The District shall, when selecting projects to finance with bond proceeds, ensure that the projects to be financed support the district's future needs and goals.
- ☐ The District shall share capital improvement data with the public.
- ☐ The District shall ensure that local and emerging businesses will be considered and used in lead and other roles in the financing team when appropriate.
- ☐ The District shall ensure that its financing arrangements comply in all respects with applicable state law, tax law, disclosure requirements, and the District's existing debt covenants.

The key financial management tools and goals that are intrinsic to the Policy include:

- A. Budget and Finance Policy: The District recognizes the importance of emergency reserves, including liquidity in the General Fund, which can provide a financial cushion in years of poor revenue receipts. A reserve fund policy has been adopted by the Board as part of its Budget and Finance Policy.
- B. Capital Financing Plan: The Office of the Chief Financial Officer will prepare a Capital Financing Plan in conjunction with the capital budget.
- C. Annual Debt Report: The Chief Financial Officer will annually prepare for and submit to the Superintendent and the Board a Debt Report as further described under Section 4.02 herein.

Article II. **Authorization**

Section 2.01 **Authority and Purposes of the Issuance of Debt**

The laws of the State of California authorize the issuance of debt by the District and confer upon it the power and authority to make lease payments, contract debt, and issue bonds for public improvement projects. Under these provisions, the District may contract debt to pay for the cost of acquiring, constructing, reconstructing, rehabilitating, replacing, improving, extending, enlarging, and equipping such projects; to refund existing debt; or to provide for cash flow needs. Prior to the sale of any debt issue, including capital leases as provided under State law, the District is required to submit a report of the proposed debt issuance to the California Debt Investment and Advisory Commission ("CDIAC") that is to include a certification that the District has adopted local debt policies and that the debt issuance is consistent with those local debt policies. In addition, if a district has a qualified or negative certification from LACOE in any fiscal year, it may not issue, in that fiscal

year or in the next succeeding fiscal year, COPs, TRANs, revenue bonds, or any other debt instruments that do not require the approval of the voters of the school district, unless the County superintendent of schools determines that the school district's repayment of the indebtedness is probable.

Section 2.02 **Types of Debt Authorized to be Issued**

- A. Short-Term Debt: The District may issue various types of fixed-rate and/or variable rate short-term debt for various purposes. Tax and revenue anticipation notes ("TRANs") can be issued when such instruments enable the District to meet its cash flow requirements. However, the District's general objective is to manage its cash position in a manner so that internally generated cash flow is sufficient to meet expenditures. In addition, commercial paper may be issued to fund shorter-term acquisitions, such as equipment, or as interim funding for capital costs that will ultimately be replaced with longer-term COPs. Bond anticipation notes ("BANs") may be issued to provide interim financing for projects that will ultimately be paid from general obligation bond proceeds. The District may also participate in an annual pooled financing of delinquent property taxes to the extent that the Chief Financial Officer determines such financing produces sufficient benefit to the District.
- B. General Obligation Bonds: GO Bonds may be issued under Article XIII A of the State Constitution pursuant to voter approved propositions, either under Section 1(b)(2) which requires approval by at least two-thirds of voters or Section 1(b)(3) ("Proposition 39") which requires approval by at least 55% of voters, subject to additional restrictions. Voter-approved general obligation bonds typically provide the lowest cost of borrowing and do not impact the District's General Fund. General Obligation Bonds issued under Proposition 39 can only be used for school facilities, including furnishing and equipping of school facilities. In recognition of the difficulty in achieving the required voter approval to issue general obligation bonds, such bonds will be generally limited to projects that provide wide public benefit and for which broad public support has been generated. GO debt cannot be used to fund District operations.
- C. Lease Financing: Lease obligations, including COPs, lease revenue bonds ("LRBs") and other lease-purchase financings, are a routine and appropriate means of financing capital, including equipment. However, lease obligations have the greatest impact on budget flexibility. Therefore, efforts will be made to fund capital equipment with pay-as-you-go financing where feasible, and only the highest priority equipment purchases will be funded with lease obligations. For the District, lease financing for facilities is generally only appropriate when there is insufficient time to obtain voter approval, in instances where obtaining voter approval is not feasible and when projects cannot be funded with GO bonds. If and when voter-approved GO Bond proceeds are available, the District may use such proceeds to refinance such lease financing. The District may issue COPs or LRBs in variable rate mode as provided for in Section 3.08 hereof. Asset transfer COPs or LRBs may be used if significant savings in financing costs can be generated compared to other financing alternatives.

With the exception of leases undertaken through the District's standard procurement process, all equipment with a useful life of less than six years shall be funded on a pay-as-you-go basis unless the following conditions are met:

- i. In connection with the proposed District budget, the Superintendent makes the finding that there is an “economic necessity” based on a significant economic downturn, earthquake, or other natural disaster and there are no other viable sources of funds to fund the equipment purchase.
 - ii. The Board concurs with the Superintendent’s finding in the adoption of the budget.
 - iii. The debt ceilings in Section 3.08 of this Policy are not exceeded.
- D. Use of Revenue Bonds: Revenue bonds including Mello-Roos Obligations that are supported solely from fees or taxes on a discrete group of taxpayers are not included when bond rating agencies calculate debt ratios. Repayment of such bonds would rely on dedicated, pledged funds such as developer fees. Accordingly, in order to preserve General Fund debt capacity and budget flexibility, revenue bonds will be preferred to General Fund supported debt when a distinct and identifiable revenue stream can be identified to support the issuance of bonds at a cost-effective rate.
- E. Pay-As-You-Go Financing: Except in extenuating circumstances, the District will fund routine maintenance projects in each year’s capital program with pay-as-you-go financing. Extenuating circumstances may include unusually large and non-recurring budgeted expenditures, or when depleted reserves and weak revenues would require the delay or deletion of necessary capital projects.
- F. Use of Special Financing Structures: The District may use special financing structures permitted by the federal government if they are analyzed and expected to result in sufficiently lower financing costs versus traditional tax-exempt bonds and/or COPs/LRBs that offset any additional administrative and compliance costs and risks. The special financing structures may be in the form of GO bonds or COPs/LRBs.
- G. Capital Appreciation Debt: The use of Capital Appreciation Bonds (“CABs”) for various forms of debt (e.g., GO Bonds, COPs, LRBs, etc.) is limited pursuant to AB182 which was passed in 2013. Under this legislation, the ratio of total debt service to principal cannot exceed four to one and the maximum final maturity is 25 years. Any CABs with a maturity date greater than 10 years must be callable at the option of the school district no later than the 10th anniversary of the sale date of the bonds. The agenda of the school board meeting where the sale will be approved must include a resolution to approve the sale of the CABs. Public notice for the resolution must be on at least two consecutive meeting agendas. The governing board must receive a cost impact of the use of CABs that conforms to the requirements in the legislation. The District will not use CABs unless the Board determines it is necessary to issue them for urgent projects that cannot be more cost-effectively financed by an alternative method.
- H. Identified Repayment Source: The District will, when feasible, issue debt with a defined revenue source in order to preserve the use of General Fund supported debt for projects with no stream of user-fee revenues. Examples of revenue sources include voter-approved property taxes that repay general obligation or special tax bonds.

Section 2.03 **State Law**

Section 18 of Article XVI of the State Constitution provides the basic “debt limitation” formula applicable to the District.

Sections 1(b)(2) and 1(b)(3) of Article XIII A of the State Constitution allow the District to issue traditional general obligation bonds and Proposition 39 bonds, respectively. The statutory authority for issuing general obligation bonds (including CABs) is contained in Section 15000 *et seq.* of the Education Code. Additional provisions applicable only to Proposition 39 general obligation bonds are contained in Section 15264 *et seq.* of the Education Code. An alternative procedure for issuing general obligation bonds is also available in Section 53506 *et seq.* of the Government Code.

The statutory authority for issuing general obligation refunding bonds is contained in Articles 9 (commencing with Government Code Section 53550) and 11 (commencing with Government Code Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code.

The statutory authority for issuing TRANs is contained in Section 53850 *et seq.* of the Government Code. Authority for lease financings is found in Section 17455 *et seq.* of the Education Code, and additional authority is contained in Sections 17400 *et seq.*, 17430 *et seq.* and 17450 *et seq.* of the Education Code. The District may also issue Mello-Roos bonds pursuant to Section 53311 *et seq.* of the Government Code.

Section 2.04 **Annual Review of Debt Policy**

The Office of the Chief Financial Officer will do an annual review of the debt policy. If there are proposed changes in the policy, staff will submit an updated debt policy to the Board for approval. The Chief Financial Officer (“CFO”) is the designated administrator of the Policy and has overall responsibility, with the Board’s approval, for decisions related to the structuring of all District debt issues. The Chief Financial Officer may delegate the day-to-day responsibility for managing the District’s debt and lease financings. The Board is the obligated issuer of all District debt and awards all purchase contracts for bonds, COPs/LRBs, TRANs and any other debt issuances.

Article III. **Structural Features, Legal, and Credit Concerns**

Section 3.01 **Structure of Debt Issues**

A. Maturity of Debt: The average life of a debt issue shall be consistent, to the extent possible, with the average reasonably expected economic or useful life of the improvements or assets that the issue is financing. The weighted average maturity of the financing shall not exceed 120% of the average life of the assets being financed. In addition, the District shall consider the overall impact of the current and future debt burden of the financing when determining the duration of the debt issue.

i. General Obligation Bonds:

a. The final maturity of General Obligation Bonds will be limited to the shorter of the average useful life of the assets financed or 25 years when such bonds are issued pursuant to the Education Code.

- b. The final maturity of General Obligation Bonds issued under the Government Code will be limited to the shorter of the average useful life of the assets financed or 40 years. Per AB 182, the maturity of bonds may not exceed 25 years unless there is no compounding of interest.
 - c. General Obligation Bond issues will generally be sized to the amount reasonably expected to be required for up to two years' expenditure requirements, taking into account unexpended proceeds of prior issues at the time an issue is sized.
 - ii. Lease-Purchase Obligations: The final maturity of equipment or real property lease obligations will be limited to the useful life of the assets to be financed. The final maturity of real property obligations will also consider the size of the financing.
 - iii. Mello-Roos Obligations and Revenue Bonds: These obligations, although repaid through additional taxes levied on a discrete group of taxpayers or from pledged developer fees, constitute overlapping indebtedness of the District and have an impact on the overall level of debt affordability. The District will develop separate guidelines for the issuance of such obligations as the need arises.
- B. Debt Service Structure: The District shall design the financing schedule and repayment of debt so as to take best advantage of market conditions, provide flexibility, and, as practical, to recapture or maximize its debt capacity for future use. Annual debt service payments will generally be structured on a level basis per component financed; however, principal amortization may occur more quickly or slowly where permissible, to meet debt repayment, tax rate, and flexibility goals.
- C. Capitalized Interest: Unless required for structuring purposes, the District will avoid the use of capitalized interest in order to avoid unnecessarily increasing the bond size and interest expense. Certain types of financings such as COPs or LRBs may require that interest on the debt be paid from capitalized interest until the District has use and possession of the pledged asset. However, the District may pledge assets using an asset-transfer structure as collateral for the issue in order to eliminate the need for capitalized interest.
- D. Call Provisions: The Chief Financial Officer and Controller, based upon analysis from the municipal advisor of the economics of callable versus non-callable features and applicable state law, shall set forth call provisions for each issue.

Section 3.02 **Sale of Securities**

There are three methods of sale: competitive, negotiated, and private placement. The preferred method of sale shall be the method which is likely to result in the lowest interest cost to the District. All three methods of sale shall be considered for all debt issuance, because each method has the potential to achieve the lowest financing cost given the right conditions. Any award through negotiation shall be subject to approval by the District, generally by the Chief Financial Officer or other person designated by the Chief Financial Officer, to ensure that interest costs are in accordance with comparable market interest rates. When a competitive bidding process is deemed the most advantageous method of sale for the District, award will be based upon, among other factors, the

lowest offered True Interest Cost (“TIC”). A private placement sale is appropriate when the financing can or must be structured for a single or limited number of purchasers or where the terms of the private placement are more beneficial to the District than either a negotiated or competitive sale.

Section 3.03 Markets

The District shall consider products and conditions in the capital markets in meeting the District’s financing needs. To achieve the lowest cost of funds, the District’s goal is to reach as broad a retail and institutional investor base as possible. When appropriate, the District shall consider syndicate policies that give priority to orders from local and regional investors.

Section 3.04 Credit Enhancement and Derivatives

The District may enter into credit enhancement agreements such as municipal bond insurance, surety bonds, letters of credit, and lines of credit with commercial banks, municipal bond insurance companies, or other financial entities when their use is judged to lower borrowing costs, eliminate restrictive covenants, or have a net economic benefit to the financing. The District shall use a competitive process to select providers of such products to the extent applicable. To assure that the District uses credit enhancement cost-effectively, the Chief Financial Officer will review an economic analysis, by maturity where appropriate, prepared by the municipal advisor before selecting which maturities to insure.

The District may undertake certain hedging strategies in connection with its debt issues only if it provides a clear net economic benefit. The credit rating of any counterparty must be at least A1/A+ by at least one of the major rating agencies the time of the transaction. Authorized strategies include interest rate caps and their variants. The Chief Financial Officer may develop an appropriate policy regarding interest rate swaps and other derivatives for approval by the Board. Such policy, if approved, will be integrated into this Policy.

Section 3.05 Impact on Operating Budget and District Debt Burden

The potential impact of debt service and additional operating costs associated with new projects on the operating budget of the District, both short- and long-term, will be evaluated. The projected ratio of the annual debt service supported by the General Fund to General Fund expenditures is one method, as is the additional debt burden of overlapping agencies on taxpayers. The cost of debt issued for major capital repairs or replacements should be judged against the potential cost of delaying such repairs.

Section 3.06 Debt Limitation

Section 15106 of the Education Code limits the District’s total outstanding bonded debt (i.e., the principal portion only) to 2.5% of the assessed valuation of the taxable property of the District. Thus, it limits the issuance of new debt when the District has total bonded indebtedness in excess of 2.5% of the assessed valuation in the District. TRANs and lease payment obligations in support of COPs/LRBs generally do not count against this limit except as provided in Section 17422 of the Education Code.

Section 3.07 **Debt Issued to Finance Operating Costs**

The District cannot finance general operating costs from debt having maturities greater than thirteen (13) months. However, the District may deem it necessary to finance cash flow requirements under certain conditions. Such cash flow borrowing must be payable from taxes, income, revenue, cash receipts and other moneys attributable to the fiscal year in which the debt is issued. General operating costs include, but are not limited to, those items normally funded in the District's annual operating budget and having a useful life of less than one year.

The CFO will review potential financing methods to determine which method results in the lowest cost to the District. Potential financing sources include Tax and Revenue Anticipation Notes, commercial bank lines of credit, temporary borrowing from the County of Los Angeles Treasurer, and internal temporary inter-fund borrowing. In analyzing the impact on District cost, the CFO will consider the lost interest earnings for the District funds providing temporary borrowing capacity.

Section 3.08 **Credit Rating Methodologies and Debt Burden Ratios**

- A. Credit Rating Methodologies: As described in the Background section of the Debt Policy, there are four rating agencies that currently rate all or a portion of the District's outstanding GOs and COPs. These agencies employ varying rating methodologies with certain agencies' focusing more (or less) on the property tax pledge and tax base versus on the District's operations. In addition, two of the agencies now provide just a single rating at the time that they rate a GO bond issue and two provide two ratings – one on the GO credit and one on the underlying issuer credit. After January 1, 2016, when SB222 became effective, Fitch has rated California school district GO Bonds based primarily on the strength of the property tax pledge and tax base that provides the security for their repayment. However, along with the GO bond rating, they also release a separate Issuer Default Rating (IDR) that reflects their broader analysis of the overall credit quality of a district's operations including governance, management, financial performance, liquidity position, etc. KBRA also prioritizes the strength of the property tax pledge and tax base, as well as considering the overall credit quality of a district's operations and provides a single rating on a district's GOs. Historically, both Moody's and S&P have released a single rating on the District's GOs that incorporate a broad analysis of credit quality with more emphasis on a district's finances and operations versus the security for repayment, than Fitch and KBRA. We note however, that in January 2021, Moody's revised its K-12 rating methodology. Under the new methodology, Moody's now provides a: i) GO bond rating that recognizes the strength of the security structure and ii) an Issuer Rating that reflects Moody's view of a district's overall financial profile without regard to the GO bonds' security structure. For any District COPS/LRBs that are secured solely by the District's General Fund, the ratings from all agencies are based on an analysis of the overall credit quality of the District.

To achieve the highest credit ratings and lowest cost of funds on its GOs and COPS/LRBs across all rating agencies, it is therefore important for the District to consider the impact of its financial decisions on the credit quality of its GOs and COPS/LRBs.

- B. Debt Burden Ratios: As noted in Section 3.06, the District may issue "bonds" in an amount no greater than 2.5% of taxable property within the school district. The 2.5% issuance limit is known as the District's bonding capacity, with "bonds" referring to GO Bonds. Even

though COPs/LRBs do not technically constitute “debt” under California's Constitution and, thus, are excluded from the 2.5% bonding limit, the rating agencies and the investor community evaluate the District’s debt position based on all of its outstanding long-term obligations whether or not such obligations are repaid from voter-approved tax levies, the General Fund or developer fee sources. Therefore, the debt burden ratios described below include both long-term GO Bonds and long-term COPs/LRBs as “debt” in the respective calculations.

The following debt burden ratios should be considered in developing debt issuance plans:

- i. *Ratio of Outstanding Debt to Assessed Value.* The ratio “Direct Debt” shall be calculated using the District’s GO Bonds, COPs and LRBs. In addition, the ratio of “Overall Debt” shall be calculated by aggregating all debt issues attributable to agencies located within the District’s boundaries as presented in the California Municipal Statistics Overlapping Debt Statement. It is important to monitor the levels and growth of Direct Debt and Overall Debt as they portray the debt burden borne by the District’s taxpayers and serve as proxies for taxpayer capacity to take on additional debt in the future.
 - ii. *Ratio of Outstanding Debt Per Capita.* The formula for this computation is Outstanding Debt divided by the population residing within the District’s boundaries, based upon population estimates using information from the United States Bureau of the Census and the California Department of Finance. Ratios shall be computed for both “Direct Debt Per Capita” and “Overall Debt Per Capita”.
 - iii. *Ratio of Annual Lease Debt Service to General Fund Expenditures.* The formula for this computation is annual lease debt service expenditures divided by General Fund expenditures (excluding inter-fund transfers) as reported in the most recent Audited Annual Financial Report (“AAFR”).
 - iv. *Proportion of Fixed-Rate and Variable-Rate COPs Issues.* The District may benefit from some variable rate exposure in its portfolio of COPs/LRBs. However, the District shall keep its variable rate exposure, to the extent not hedged or swapped to a fixed rate, at or below \$100 million. “Hedges” include unrestricted cash resources as well as interest rate products such as caps and collars. Under no circumstances will the District issue variable rate debt for arbitrage purposes. If variable rate debt is used, the Chief Financial Officer will periodically, but at least annually, determine whether it is appropriate to convert the debt to fixed interest rates.
- C. Debt Affordability: The determination of how much indebtedness the District should incur will be based on a capital financing plan that is periodically developed by the Office of the Chief Financial Officer, which analyzes the long-term infrastructure needs of the District, and the impact of planned debt issuances on the long-term affordability of all outstanding debt. It will be based on the District’s current capital plan and will include all District financings to be repaid from the General Fund, special funds, or ad valorem property taxes.
- D. Targets and Ceilings for Debt Affordability: While the District’s GO bonds are repaid with voter-approved property taxes, it is the debt that is repaid from the District’s General Fund

and other internal resources (typically, the District's COPs and LRBs) that factor into the District's credit quality. As a result, these debt obligations must be carefully monitored to maintain a balance between General Fund debt and the resources available to repay the debt. However, the credit environment is also affected by the debt burden imposed by the District's issuance of GO Bonds as well as the debt issuance of other agencies whose jurisdictions overlap those of the District ("Overlapping Debt") that are secured with property taxes (for example, the City of Los Angeles, the County of Los Angeles and the Los Angeles Community College District). The rating agencies will note the overall debt burden of the District which will include the overlapping jurisdictions' debt.

The tax receipts used to repay the District's General Obligation Bonds are levied and collected by the County of Los Angeles and are not controlled by the District. The District shall include data on the Overlapping Debt burden along with the debt that is repaid from the District's General Fund or from any tax revenues deposited into special funds not supporting revenue bonds (the District's Direct Debt) in the District's annual Debt Report.

Table 1 below provides the debt burden limit that will be monitored by the Chief Financial Officer for debt that is to be repaid from the General Fund or other District resources. This maximum amount is intended to guide policy; it does not mean that debt issuance is automatically approved. On the contrary, each and every proposed debt issuance must be individually presented to and approved by the Board of Education.

Table 1

Debt Factor	Maximum
COPs Gross Annual Debt Service	2.0% of General Fund Expenditures

Table 2 below indicates the benchmark debt burden ratios to be monitored by the Chief Financial Officer that recognize the combined direct debt and overall debt of the District, as applicable. The Office of the Chief Financial Officer shall annually prepare or cause to be prepared a Debt Report providing details of the calculations of debt ratios and projections of the impact of future debt issuance on the District's direct debt. The Office of the Chief Financial Officer shall also develop appropriate appendices to the Debt Report containing relevant information on any rating agency and/or Government Finance Officers Association debt policy guidelines with respect to debt burden ratios.

Debt Ratios: The following table sets forth the debt ratios to be monitored under the Policy and their targeted levels.

Table 2

Debt Burden Ratio	Benchmark
Direct Debt to Assessed Value	Moody's Median for Aa Rated School Districts with Population Above 200,000
Overall Debt to Assessed Value	
Direct Debt Per Capita	
Overall Debt Per Capita	

“Direct Debt” includes all debt that is repaid from the General Fund or from any tax revenues deposited into special funds not supporting revenue bonds.

“Overall Debt” includes any debt that is paid from general tax revenues and special assessments by residents in the District. This includes debt issued by other agencies whose taxing boundaries overlap the District, such as the City of Los Angeles, the County of Los Angeles and the Los Angeles Community College District, but excludes revenue bonds with dedicated repayment sources.

- E. Monitor Impact on District Taxpayer of Voter-Approved Taxes: In addition to the analysis of the District’s debt affordability, the District will review the impact of debt issuance on District taxpayers. This analysis will incorporate the District’s General Obligation Bond tax levies as well as tax rates imposed by overlapping jurisdictions. It is important for the District to be aware of its share of the total overlapping debt. In addition, the District will monitor the performance of the actual tax levy rate for each General Obligation Bond authorization versus what the tax levy rate was expected to be at the time of the original bond election and include said performance in the Debt Report. The Measure K, Measure R, Measure Y, Measure Q and Measure RR Bonds were each authorized with a tax levy limitation of \$60 per \$100,000 of assessed value to repay bonds issued under each authorization Measure.

Section 3.09 Use of Corporations as Lessor for COPs Issues

The District has established two (2) special purpose corporations to assist in COPs financings as lessor: the LAUSD Financing Corporation and the LAUSD Administration Building Financing Corporation. The District shall use these corporations rather than private corporations as lessor whenever feasible. The District shall maintain proper records relating to the corporations and prepare audits as required.

Article IV. Related Issues

Section 4.01 Capital Improvement Program

Planning and management of the District’s Capital Improvement Program rests primarily with the Facilities Services Division under the Superintendent’s direction, subject to review by the Bond Oversight Committee (the “BOC”) and approval by the Board of Education. Non-Facilities projects are under the CFO’s direction and will be reviewed by the Office of General Counsel and the Bond Compliance Unit for allowability of the project and the proposed project expenditures, respectively.

The Facilities and Information Technology Strategic Execution Plans provide an overall description of the District's current School Upgrade Program, as supplemented by any proposed issuance of debt. The Facilities Services Division and Information Technology Division will, as appropriate, supplement and revise these plans in keeping with the District's current needs for the acquisition, development and/or improvement of District's real estate and facilities. The plans must include, for each Board approved project, a summary of the budget, a scope description and a schedule for completion. The Office of the Chief Financial Officer shall prepare an annual capital financing plan in conjunction with the capital program budget as part of the annual budget for the District.

Section 4.02 Reporting of Debt

The Annual Audited Financial Report ("AAFR") will include information on the District's indebtedness including the amount of (i) new debt issued, (ii) debt outstanding, and (iii) assessed valuation. The AAFR will be posted on the District's website, the District's dissemination agent's website and the Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) website.

The CFO will also produce an annual Debt Report which covers the following information: (i) bonded debt limitation and assessed valuation growth, (ii) debt outstanding, (iii) bonds authorized but unissued, (iv) debt refundings, (v) tax rate performance on outstanding bonds, (vi) cost of district debt, and (vii) credit ratings. This report will be provided to the Board and uploaded to the District's website.

Section 4.03 Financial Disclosure

The CFO shall designate a Chief Disclosure Officer and Disclosure Coordinator. Together, they shall be responsible for the District's disclosure compliance functions, in conjunction with the disclosure counsel appointed by the District.

The District shall prepare or cause to be prepared appropriate disclosures as required by Securities and Exchange Commission Rule 15c2-12 and to ensure compliance with applicable laws, regulations and agreements.

The District shall make available its annual AAFRs, budgets, and Official Statements on the District's website, the District's dissemination agent's website, and on the Electronic Municipal Market Access (EMMA) website so that interested persons have a convenient way to locate major financial reports and documents pertaining to the District's finances and debt.

Section 4.04 Review of Financing Proposals

All capital financing proposals involving a pledge of the District's credit through the sale of securities, execution of loans or lease agreements, or otherwise directly or indirectly lending or pledging of the District's credit initially shall be referred to the Chief Financial Officer who shall determine the benefit and financial feasibility of such proposal and make recommendations accordingly to the Board.

Section 4.05 Establishing Financing Priorities

The Chief Financial Officer shall administer and coordinate the Policy and the District's debt issuance program and activities, including timing of issuance, method of sale, structuring the issue, and marketing strategies. The Chief Financial Officer shall, as appropriate, report to the Superintendent and the Board regarding the status of the current and future year programs and make specific recommendations.

Section 4.06 Rating Agency and Credit Enhancer Relations

The District shall endeavor to maintain effective relations with the rating agencies, and credit enhancers. The Chief Financial Officer along with the District's general municipal advisor shall meet with, make presentations to, or otherwise communicate with the rating agencies on a consistent and as appropriate basis in order to keep the agencies informed about the District's capital plans, debt issuance program, and other appropriate financial information. The CFO along with the District's municipal advisor shall communicate with credit enhancers as appropriate to determine if a cost-effective product for the District is commercially available with reasonable terms and conditions.

Section 4.07 Investment Community Relations

The District shall endeavor to maintain a positive relationship with the investment community. The Chief Financial Officer shall, as necessary, prepare reports and other forms of communication regarding the District's indebtedness, as well as its future financing plans. This includes information presented to the media and other public sources of information. To the extent applicable, such communications shall be posted on the District's website.

Section 4.08 Refunding and Restructuring Policy

Whenever deemed to be in the best interest of the District, the District shall consider refunding or restructuring outstanding debt when financially advantageous or beneficial for debt repayment and structuring flexibility. The Chief Financial Officer shall review a net present value analysis of any proposed refunding in order to make a determination regarding the cost-effectiveness of the proposed refunding. The minimum net present value savings as a percentage of the refunded principal to be considered for a tax-exempt refunding shall be no less than 3% on a maturity by maturity basis unless, at the discretion of the Chief Financial Officer, a lower percentage is more applicable, for situations including, but not limited to, refunding candidates with only a few years until maturity or COPs being defeased or redeemed from proceeds of GO Bonds or other structuring considerations. In addition, alternative structures such as taxable advance refundings or tax-exempt forward refundings may be acceptable if the net present value savings is in excess of 5% on a maturity by maturity basis and/or other benefits to the District are identified by the Chief Financial Officer and the District's municipal advisor. For example, if the District has a very large refunding opportunity approaching and it would benefit from splitting the refunding into more than one sale, a taxable advance refunding of a portion of the bonds may be justified. Another consideration in deciding which debt to refinance and the timing of the refinancing shall be maximizing the District's expected net savings over the life of the bonds.

The Chief Financial Officer may waive the percent savings per maturity threshold when evaluating

a fixed rate refunding of variable rate debt, as the refinancing of certain variable rate structures may provide other substantial benefits to the District that include, but are not limited to, elimination of interest rate risk, renewal risk, and counterparty risk.

The Chief Financial Officer shall restructure escrow funds for the District's refunded Bonds and COPs from time to time when savings can be achieved. The Chief Financial Officer shall review a savings analysis of any proposed restructuring in order to make a determination regarding its cost-effectiveness. The target net savings shall be no less than \$1.0 million unless, at the discretion of the Chief Financial Officer, a lower amount is more appropriate given the nature of the particular escrow fund. Any savings from such restructuring shall be applied in accordance with legal and tax considerations and analysis at the time such savings are available.

In addition, the District may issue federally taxable bonds or use other available funds to defease tax-exempt bonds if the District's Chief Financial Officer in consultation with tax counsel determines that such action would assist the District in complying with applicable federal tax provisions, or would otherwise enable the District to enter into transactions providing for non-governmental entities or the federal government to use or manage bond financed property.

Section 4.09 Investment of Borrowed Proceeds

The District acknowledges its on-going fiduciary responsibilities to actively manage the proceeds of debt issued for public purposes in a manner that is consistent with California law governing the investment of public funds, federal tax law provisions applicable to the investment of bond proceeds and the permitted securities covenants of related bond documents executed by the District. Where applicable, the District's official investment policy and legal documents for particular debt issuance shall govern specific methods of investment of bond related proceeds. Preservation of principal will be the primary goal of any investment strategy followed by the availability of funds, followed by return on investment.

The District shall competitively bid the purchase of investment securities (except State and Local Government Series (SLGS) issued by the US Treasury), investment contracts, float contracts, forward purchase agreements and any other investments pertaining to its tax-exempt debt issues. A duly registered investment advisor or the County of Los Angeles Treasurer-Tax Collector shall solicit bids for investment products. Eligible and qualified providers, but not any of the members of the District's municipal advisor pool, may bid on investment products.

The management of public funds shall enable the District to respond to changes in markets or changes in payment or construction schedules so as to (i) ensure liquidity and (ii) minimize risk.

Section 4.10 Federal Arbitrage Rebate Requirement

The District shall maintain or cause to be maintained an appropriate system of accounting to calculate bond investment arbitrage earnings with respect to each of the District's tax-exempt debt issues in accordance with the Internal Revenue Code of 1986, as amended or supplemented and applicable United States Treasury regulations related thereto.

Section 4.11 **Transaction Records**

The Chief Financial Officer or designee shall maintain complete records of decisions made in connection with each financing, including the selection of members of the financing team and the structuring of the financing as well as the selection of credit enhancement products and providers, if applicable, and the selection of investment products, if appropriate. Each transaction file shall include the official transcript for the financing, the final number runs and a post-pricing summary of the debt issue. The Chief Financial Officer shall provide a timely summary of each financing to the Board.

Section 4.12 **Financing Team Members**

A. Retention of Consultants

- i. General: All municipal advisors, investment advisors, bond counsel, disclosure counsel, tax counsel, and underwriters will be selected from pools to be created through a Request for Proposals (RFP) or Request for Qualifications (RFQ) process. In isolated instances, such contracts may be awarded on a sole source basis if an RFP or RFQ process would not be feasible or in the District's interests. The District's contracting policies will apply to all contracts with finance professionals associated with bond-financing related matters. Generally, contracts for municipal advisors, investment advisors, underwriters, and bond, tax, and disclosure counsels will be for up to five years.

Members of the financing team for each specific transaction will be identified and presented to the Board as part of the financing transaction Board report or as a separate informative. If, however, a financing opportunity or need arises such that there is not enough time to obtain Board approval of the financing team through the regular process, the Superintendent may authorize the appointment of the team.

- ii. Underwriters: The minimum qualifications for underwriters to be considered for the District's underwriter pools are: the firm must have a permanent office in the State of California; the firm must have completed at least ten (10) financings in the prior two years; the firm must maintain net capital of at least \$100,000 at all times; the lead investment banker must have at least three years of experience working on large, complex transactions and must be authorized to sign a bond purchase contract; the firm must hold and maintain at all times all appropriate and required Federal and State licenses and registrations; and the firm must at all times have at least one full-time professional employee with a FINRA Series 53 license (Municipal Securities Principal).

Based upon an evaluation of submitted statements of qualifications, , underwriting firms will be assigned to one of four specific tiers, subject to Board approval.

Tier	Eligible Syndicate Assignments
Senior Manager	Senior, co-senior, or co-manager on any transaction
Co-Senior Manager	Co-senior or co-manager on any transaction; senior manager on transactions under \$200 million principal amount.
Co-Manager	Co-manager on any transaction.
Emerging Firm	Co-manager with a reduced liability on appropriate transactions.

In the event the District issues bonds through a negotiated sale, the underwriters will be selected from the District's underwriter pool by the Office of the CFO. The Office of the CFO will provide the Board of Education the names of the underwriting firms selected and the rationale for their selection. Underwriters may be selected for multiple transactions if multiple issuances are planned for the same project.

- iii. General Municipal Advisor(s): The District shall retain general municipal advisory firm(s) to provide general advice on the District's debt management program, financial condition, budget options and rating agency relationships. Additionally, the general municipal advisor may be used to structure issuances of District debt obligations. Any firm(s) serving as general municipal advisor must be duly registered at all times with both the Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board (MSRB) and must also hold any certifications and/or licenses required by the SEC and/or MSRB.
- iv. Bond Counsel, Tax Counsel, and Disclosure Counsel: The District will select bond, tax, disclosure and/or other financial counsel to assist with debt issuances or special projects that do not fall under the bonds, COPs, and TRANs categories of District debt obligations. Additionally, one or more of the firms may be selected to provide general legal advice on, among other things, debt financing, disclosure documents, and continuing disclosure.
- v. Range of Financings: Underwriters, external legal counsel and municipal advisors will be selected for the District's GOs, COPs, TRANs, Mello-Roos, special revenue bonds, and any other multi-year bond programs which may be created. Depending on expertise and consultant availability, a firm can be used on more than one program. Efforts will be made to establish different underwriting teams to provide a number of firms the opportunity to participate in District financings. However, efficiencies and continuity of service are to be considered to achieve the District's objectives.

B. Use of Independent Municipal Advisors

- i. Use of Independent Municipal Advisors: Any firm serving as municipal advisor must be duly registered as a municipal advisor on financings at all times with both the

Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board (MSRB) and must also hold any certifications and/or licenses required by the SEC and/or MSRB. In recognition of the fact that in a financing the goals of the underwriters and the issuer may inherently conflict, the District will strive to hire municipal advisors who do not participate in the underwriting or trading of bonds or other securities. Under certain circumstances, however, it may be in the District's interests to hire an investment banking firm to act as municipal advisor on specific bond issues, although said firm must comply with any SEC and/or MSRB rules and restrictions pertaining to broker-dealer or investment banks serving as municipal advisor.

- ii. Engagement of Municipal Advisor(s): The Office of the CFO may maintain a pool of municipal advisors separated into two tiers – General and Transactional. In order to select the municipal advisors for its pool, the District shall issue an RFP or RFQ which includes comprehensive questions on the experience and capabilities of the municipal advisory firm and the personnel assigned to the District and the firm's status as an SBE. The Office of the CFO will select the municipal advisory firm(s) to provide general advice and to work on a transaction or other projects from its pool of municipal advisors.
 - a. Firms in the General Municipal Advisor Tier may be used for various financial projects for which the District requires advanced financial expertise not available within the District. Firms in the General MA Tier may also serve as municipal advisors on the District's debt issuances.
 - b. Firms in the Transactional Municipal Advisor Tier may serve the District as municipal advisors on the District's debt issuances.
 - c. SBE status shall be a consideration in the selection of municipal or co-municipal advisors.
- iii. Independent Registered Municipal Advisor: The Office of the Chief Financial Officer will select a specific firm to serve as the District's IRMA, as defined by the SEC, from the General MA Tier. In order to facilitate open communication with underwriters, the District will prepare and post on its website a letter stating that the District has an IRMA. Before acting on any proposal received from underwriters, the District will consider all feedback received from the IRMA.
- iv. Use of Investment Advisors for Investment Advice: Although, in most instances, the Office of the Chief Financial Officer will make all investment decisions relative to temporary investments pending the expenditure of bond proceeds, an investment advisor may provide investment advice on refundings and other transactions with specialized investment needs. Any firm serving as investment advisor on a District transaction must be registered at all times as an investment advisor with both the Securities and Exchange Commission (SEC) and the Municipal Securities Rulemaking Board (MSRB), as applicable, must hold any certifications and/or licenses required by the SEC and/or MSRB, and must present its Form ADV or equivalent and written fee proposal to the District prior to commencement of any

work.

When an Investment Advisor is warranted, in order to select an Investment Advisor, the District may issue an RFP or RFQ which includes comprehensive questions on the experience and capabilities of the responding firm and the personnel assigned to the District and their status as an SBE. A firm may serve as both the Investment and Municipal Advisor.

C. Disclosure by Financing Team Members; Ethics

All financing team members will be required to provide full and complete disclosure, under penalty of perjury, relative to any and all agreements with other financing team members and outside parties. The extent of the disclosure may vary depending on the nature of the transaction. All financing team members shall abide by the Board's code of ethics.

Section 4.13 **Special Situations**

Changes in the capital markets, District programs, and other unforeseen circumstances may from time to time produce situations that are not covered by the Policy. These situations may require modifications or exceptions to achieve policy goals. Management flexibility is appropriate and necessary in such situations, provided specific authorization is received from the Board.

Appendix A Long-Term Debt—Tax Compliance Procedures

LOS ANGELES UNIFIED SCHOOL DISTRICT

Statement of Purpose

This Tax Compliance Policy (the “Policy”) sets forth specific policies of the Los Angeles Unified School District (the “District”) designed to monitor tax compliance by the District with respect to Tax-Advantaged Obligations¹, including but not limited to post-issuance tax compliance with applicable provisions of the Internal Revenue Code of 1986, as amended (the “Code”), and regulations promulgated thereunder (the “Treasury Regulations”).

This Policy is intended to document and supplement existing practices and describe various procedures and systems implemented and to be implemented to demonstrate compliance with the requirements that must be satisfied at the time of, and subsequent to, the issuance of Tax-Advantaged Obligations. Compliance with applicable provisions of the Code and the Treasury Regulations is an on-going process and an integral component of the District’s debt management program. Accordingly, implementation of this Policy will require ongoing surveillance through, and sometimes beyond, the final maturity of the related issue of Tax-Advantaged Obligations and, likely, consultation with legal counsel beyond the initial engagement for the issuance of particular obligations.

This Policy is meant to set forth best practices and procedures and is intended to be revised over time. The Policy is meant to be the District’s initiative to document compliance with the provisions of the Federal tax law addressing Tax-Advantaged Bonds. Given the size, scope, and complexity of the District’s financings and school construction and maintenance program, strict compliance with all elements of this Policy will require ongoing review and refinement of the Policy. Any failure to conform to any component of this Policy shall in no way infer that the District is not in compliance with the provisions of the Code applicable to Tax-Advantaged Obligations of the District.

Policies and Procedures Generally

The District’s Chief Financial Officer (“CFO”) will establish a Tax Compliance Officer to monitor tax compliance with regard to debt offerings. The CFO shall also be responsible for ensuring an adequate succession plan for transferring tax compliance responsibility when changes in staff occur.

The Tax Compliance Officer should coordinate procedures for record retention and review of such records as more fully described herein and needs to gain familiarity with Internal Revenue Service (“IRS”) Forms 8038-G, 8038-B, 8038-CP, 14002, and relevant provisions of the Code and the

¹ The District issues (i) bonds, certificates of participation and other obligations, the interest on which is intended to be excluded from gross income for federal income tax purposes (“Tax-Exempt Obligations”) and (ii) bonds and other obligations, which provide certain credits to bondholders in lieu of or in addition to interest payments or interest subsidy payments to issuers (e.g., Build America Bonds and Qualified School Construction Bonds), that finance property that was otherwise eligible to be financed with proceeds of Tax Exempt Obligations (“Tax Credit/Subsidy Obligations,” collectively with Tax-Exempt Obligations, “Tax-Advantaged Obligations”).

Treasury Regulations, including but not limited to Treasury Regulations Sections 1.141- 2, 1.141-3, 1.141-4, 1.141-5, 1.141-6, 1.141-12, 1.141-13, and 1.148-1 through 1.150-2.

The Tax Compliance Officer needs to review tax compliance procedures and systems on a periodic basis, but not less than annually, and consult with the District's General Counsel, Chief Financial Officer, Chief Facilities Executive and bond counsel as appropriate and as needed.

Electronic media will be the preferred method for storage of all records maintained by the District in connection with tax compliance. Document maintenance requirements may change over time, and the Tax Compliance Officer shall consult with bond counsel to develop and maintain a comprehensive records retention policy so as to facilitate continuing compliance with the provisions of the Code applicable to the District's Tax-Advantaged Obligations. The District will maintain the following categories of records with respect to each issue of its outstanding Tax-Advantaged Obligations:

- (i) Documentation relating to the authorization, sale, and issuance of Tax-Advantaged Obligations;
- (ii) Documentation setting forth the date, amount and purpose of each expenditure of proceeds of each issue of Tax-Advantaged Obligations, as more fully described under "Expenditure of Proceeds" below;
- (iii) Documentation of arrangements governing the use of Property Financed with Proceeds of each issue of Tax-Advantaged Obligations, as more fully described under "Private Use and Ownership" below; and
- (iv) Documentation relating to the investment of proceeds and replacement proceeds allocable to each issue of Tax-Advantaged Obligations.

The foregoing records shall be maintained by the District under the supervision of the Tax Compliance Officer for a period of not less than six years after the final payment of principal on such Tax-Advantaged Obligations, provided that with respect to property financed with proceeds of Tax-Advantaged Obligations, such records shall be maintained for a period of not less than six years after the final payment of principal on such Tax-Advantaged Obligations or any Tax- Advantaged Obligations issued to refund, directly or indirectly, the issue of Tax-Advantaged Obligations that financed such property.

Issuance of Obligations

With respect to each new issue of Tax-Advantaged Obligations, the Tax Compliance Officer is to (a) obtain and store a closing binder and/or CD or other electronic copy of the relevant and customary transaction documents, (b) confirm that bond counsel or tax counsel has filed with IRS Form 8038-G or Form 8038-B for such issue, and (c) coordinate receipt and retention of relevant books and records with respect to the investment and expenditure of the proceeds of such Tax-Advantaged Obligations. Documentation to be maintained shall include, but not be limited to:

- (i) Resolutions of the District and the County authorizing the issuance of the Bonds;

- (ii) Bond Purchase Agreement;
- (iii) Preliminary Official Statement, Official Statement and any other documentation circulated to potential investors;
- (iv) Certifications with respect to delivery of Tax-Advantaged Bonds and the receipt of the purchase price therefor;
- (v) Tax Certificate or Tax Compliance Agreement (including exhibits, such as an issue price certificate of the underwriter or, in the event of a private placement, the purchaser);
- (vi) With respect to debt issues sold by competitive bid, documents evidencing compliance with the 3-bid rule for purposes of establishing the “issue price” of such obligations;
- (vii) Schedules prepared by the Municipal Advisor or Underwriter setting forth the sources and uses of funds, projected expenditure of proceeds, projected investment earnings on proceeds and computation of yields, together with any verification reports issued in connection with the issue;
- (viii) With respect to guaranteed investment agreements, or yield restricted defeasance escrows, documentation evidencing compliance with three-bid rules set forth in Treasury Regulation Section 1.148-5;
- (ix) Any verification reports issued with respect to the issue; and
- (x) Information reporting forms filed with the Internal Revenue Service, and proofs of filings such forms.

Expenditure of Proceeds

The administrator of each office that is responsible for spending proceeds of the District’s Tax—Advantaged Bonds will maintain records setting forth the date and amount of each disbursement of proceeds of Tax-Advantaged Obligations administered by its office, together with invoices or other proofs with respect to each disbursement, the name of the vendor or other payee, an identification of the facility or other property acquired, constructed, improved or renovated with the proceeds of such disbursement and a brief description of the actual work performed or property acquired with the proceeds of such disbursement. Within 120 days following the end of each fiscal year of the District, the Tax Compliance Officer shall obtain records setting forth with respect to each disbursement of proceeds of Tax-Advantaged Obligations:

- (i) The date of such disbursement;
- (ii) The amount of such disbursement;
- (iii) The funding source (e.g., specific GO measure or COPs issue);
- (iv) The location code and location name;

- (v) The object of expenditure; and
- (vi) The project number and description, when available, or a brief description of the type of the expenditure.

Within six months after the end of each fiscal year, the Tax Compliance Officer shall prepare a report setting forth the date, amount and purpose of each disbursement of proceeds of each issue of Tax-Advantaged Bonds during the prior fiscal year (the “Issue Expenditure Reports”). The term “purpose” shall mean each separate school facility financed with a disbursement or a description of other property financed with such disbursement.

Private Use and Ownership

Tax-Advantaged Obligations may lose their tax status if a bond issue meets (1) the private business use test (*i.e.*, results in Private Use (defined below)) in Section 141(b)(1) of the Internal Revenue Code of 1986, as amended (the “Code”) and (2) (a) the private security or payment test (“Private Security or Payments”) in Section 141(b)(2) of the Code (collectively, the “Private Business Test”), or (b) the private loan financing test in Section 141(c) of the Code. The Private Business Test relates to the use of the proceeds of an issue and the test is met if more than the lesser of (1) \$15,000,000 and (2) 10 percent² of the proceeds of an issue meet both prongs of the Private Business test.

Definition of Private Payments. For purposes of this Policy, “Private Payments” means payments derived, directly or indirectly, in respect of property used or to be used for Private Use. The District will periodically enter into arrangements that result in Private Use but will not involve any Private Payments. Except in the case of certificates of participation, which involve leases of properties that are used in a Private Use or secures obligations that financed property used in a Private Use, or loans of bond proceeds, arrangements that result in Private Use, but do not involve Private Payments, will not cause the District’s general obligation bonds to become private activity bonds.³

Definition of Private Use. For purposes of this Policy, the term “Private Use” means any activity that constitutes a trade or business that is carried on by persons or entities other than state or local governmental entities (“Nongovernmental Entities”). State or local governmental entities are referred to herein as “Governmental Entities.” The United States of America is not treated as a Governmental Entity. Any activity carried on by a person other than a natural person is treated as a trade or business. Any asset financed with Tax-Advantaged Obligations not owned for federal income tax purposes by a Governmental Entity will be considered to be used in a Private Use.

In most cases, Private Use will occur only if a Nongovernmental Entity has a special legal entitlement to use the bond financed property. Such a special legal entitlement includes ownership or actual or beneficial use pursuant to a lease, management, service or incentive payment contract, output

² Such ten percent limitation is reduced to five percent with respect to Private Use that is either unrelated to governmental uses of proceeds of the same issue, or disproportionate to related governmental uses of proceeds of such issue.

³ Private use alone may cause the Private Business Test limitations to be exceeded in the event that the obligations to that financed the privately used property are also secured by property used in a private use. For example, certificates of participation in a lease of property that is involved in a private use that finance property that is also used in a private business use may become taxable private activity bonds even if the District receives no payments with respect to such property.

contract, research agreement or similar arrangement. Private Use may also be established solely on the basis of a special economic benefit to one or more Nongovernmental Entities.

Management and Service Contracts. With respect to management and service contracts, the determination of whether a particular contract results in Private Use shall be based on the application of the Code and Treasury Regulations, including particularly Revenue Procedure 2017-13⁴, a summary of which is provided in Exhibit 1 to this appendix. Such management and service contracts include, but are not limited to, operating agreements, construction management agreements, business services agreements, technical consulting services agreements and other similar agreements. Further, for purposes of determining the nature of a Private Use, any management or service contract that is properly characterized as a lease for federal income tax purposes is treated as a lease. Consequently, any such agreements, even though referred to as a management or service contract may nevertheless be treated as a lease. In determining whether a management or service contract is properly characterized as a lease, it is necessary to consider all of the facts and circumstances, including the following factors: (i) the degree of control over the property that is exercised by a nongovernmental person; and (ii) whether a nongovernmental person bears risk of loss of the financed or refinanced property.

General Public Use. Use as a member of the general public is not Private Use, provided that the property is intended to be available, and is in fact reasonably available for use by natural persons not engaged in a trade or business. Arrangements providing for use that is available to the general public at no charge or on the basis of rates that are generally applicable and uniformly applied will not result in Private Use. For this purpose, rates may be treated as generally applicable and universally applied even if different rates apply to different classes of users, provided that such differences are customary and reasonable.

An arrangement is not treated as general public use if the term of use under the arrangement, including all renewal options is greater than 200 days. For this purpose, a right of first refusal under an arrangement is not treated as a renewal option if (i) the compensation for use under the arrangement is redetermined at market rates in effect at the time of the renewal, and (ii) the use of the financed property under the same or similar arrangement is predominantly by natural persons who are not engaged in a trade or business.

Short Term Use. Arrangements fitting within either of the following two arrangements will not result in Private Use:

Use Not Reasonably Available to Natural Persons not Engaged in a Trade or Business. An arrangement will not result in Private Use if (a) the compensation is based on generally applicable and uniformly applied rates, (b) the arrangement does not result in ownership of the property by a nongovernmental person, (c) the term of the use under the arrangement, including all renewal options, is not longer than 100 days, and (d) the arrangement would be treated as general public use, except

⁴ The determination of whether a particular use pursuant to a service contract entered into prior to August 18, 2017 that is not materially modified or extended on or after August 18, 2017 (other than pursuant to a renewal option as defined in Treasury Regulation Section 1.141-1(b)) may be determined on the basis of applying Revenue Procedure 97-13, as modified by Revenue Procedure 2001-39 and amplified by IRS Notice 2014-67 Revenue Procedure 97- 13, 1997-1 C.B. 632, as amended by Revenue Procedure 2001-39, 2001-2 C.B. 39. The District will consult with tax counsel prior to applying Revenue Procedure 97-13.

that the property is not available on the same basis by natural persons not engaged in a trade or business because generally applicable and uniformly applied rates are not reasonably available to persons not engaged in a trade or business.

Use Pursuant to Negotiated Arm's Length Arrangements. Use pursuant to an arrangement will not result in Private Use if (a) the arrangement does not result in ownership of the property by a nongovernmental person, (b) the term of the use under the arrangement, including all renewal options, is not longer than 50 days, (c) the arrangement is a negotiated arm's-length arrangement and compensation under the arrangement is at fair market value and (d) the property is not financed for a principal purpose of providing that property for use by that non-governmental person. .

Construction Contracts and Other Purchases of Capital Assets. A contract with a nongovernmental person to construct capital assets or to sell capital assets to the District does not generally result in Private Use unless additional services are being provided by the nongovernmental person in connection with such contract, *e.g.*, construction management or consulting services. Such services with respect to bond financed property must be analyzed for Private Use under Revenue Procedure 2017-13.

Materials and Commodity Supply Contracts. A contract or purchase order for materials, commodities, inventory or other supplies from a nongovernmental person does not generally result in Private Use unless there are additional services being provided by the nongovernmental person in connection with the contracts, *e.g.*, consulting services. Such service arrangements with respect to bond financed property must be analyzed for Private Use under Revenue Procedure 2017-13.

Ownership of bond financed property. If bond financed property is owned by a nongovernmental person, such ownership will be considered Private Use of the asset for purposes of the Private Use rules.

Leases of bond financed property. All leases of bond financed property to a nongovernmental person constitute Private Use of such property unless an exception for short-term use is satisfied.

Nonpossessory Incidental Use. Any non-possessory incidental use such as vending machines, bank machines and similar uses may be excluded from the Private Use rules to the extent of 2.5% of an issue of Tax-Advantaged Obligations. Such use of bond-financed property shall be tracked by the Tax Compliance Designee.

Joint Ventures, Partnerships or other forms of Joint Ownership. Entry into a joint venture, partnership or other form of joint ownership with a nongovernmental person may give rise to Private Use. Such arrangements with respect to bond financed property must be reviewed by bond counsel.

Special Priority Rights or Special Economic Benefits. A contract which conveys special priority rights or special economic benefits in bond-financed property to a nongovernmental person may create Private Use. In determining whether special economic benefit gives rise to Private Use of bond financed property, it is necessary to consider all of the facts and circumstances, including one or more of the following factors: (a) whether the bond financed property is functionally related or physically proximate to property used in the trade or business of a nongovernmental person; (b) whether only a small number of nongovernmental persons receive the economic benefit; and (c) whether the cost of the bond financed property is treated as depreciable by the nongovernmental person. Such

arrangements with respect to bond financed property must be reviewed by bond counsel.

Compilation and Maintenance of Logs Listing Arrangements Potentially Involving Private Trade or Business Use. From time to time, the District enters into the following types of arrangements involving bond financed property:

- Use Agreements and Leases with Charter Schools
- After School Programs
- Summer Camps
- Civic Center Leases
- Naming Rights
- Other Leases, Licenses or Use Agreements Involving Bond Financed Property The arrangements described above will be referred to in this Policy as “Arrangements”.

The Tax Compliance Officer will retain copies of the Arrangements, and maintain a log listing such Arrangements, which shall note with respect to each Arrangement (i) whether such Arrangement conforms to the Short-Term Use Exception described above, and (ii) if not, the amount of payments to be received by the District and whether such payments exceed the District’s incremental costs of operating and maintaining the subject facility arising from the Private Use of the subject property.

The Tax Compliance Officer shall also compile and maintain a separate list of each arrangement described above that will not qualify for the Short-Term Use Exception and that provides payments to the District that will exceed the District’s incremental cost of operating and maintaining the subject facility arising from the arrangement (referred to as the “Potential Private Use Contract Log”)⁵. Each item listed in the Private Use Contract Log shall set forth (i) the issue or issues of Tax-Advantaged Bonds that financed property used in connection with such arrangement, (ii) the amount of proceeds of such issue allocable to such property, and (iii) the amount of payments expected with respect to such arrangement, net of the incremental costs incurred by the District to operate and maintain the facility as a result of such arrangement.

The Tax Compliance Officer shall also compile and maintain the following logs:

⁵ Arrangements involving property that was financed with proceeds of any of the District’s certificates of participation will be listed in the Potential Private Use Contract Log regardless of whether the District is to receive any payments under such Arrangements.

- *Property Disposition Log.* The Tax Compliance Officer shall compile and maintain a log listing all assets of the District purchased with proceeds of Tax Advantaged Obligations that have been sold or otherwise disposed by the District (each, a “Disposition”). The log should include with respect to each Disposition, the Issue of Tax-Advantaged Bonds that financed the acquisition, construction or renovation of such asset and the amount of proceeds of such issue that are allocable to such asset (the “Property Disposition Log”).
- *Private Loan Log.* The Tax Compliance Officer shall compile and maintain a log listing all proceeds of each issue of Tax-Advantaged Obligations applied to make loans to third parties (the “Private Loan Log”).

The Tax Compliance Designee shall update the respective logs at least annually.

Structuring of Arrangements to Avoid Private Use or Private Payments. It is the Policy of the District that to the extent consistent with the business objectives of the District, any potential Arrangement which might result in Private Use of bond financed property shall be structured so as to avoid or minimize Private Payments.

Dispositions. No transfer, sale or other proposed disposition of bond financed property by the District shall take place without the prior review and approval by the General Counsel, after consultation with bond counsel.

Remedial Actions. In the event that the District is unable to satisfy the limitations with respect to Private Use and Private Payments with respect to any issue of Tax-Advantaged Obligations, the Tax Compliance Officer shall consult with the General Counsel, the Chief Financial Officer and bond counsel and work with bond counsel to effect a remedial actions or take such other actions as shall be required to maintain the tax-advantaged status of such bonds. The Tax Compliance Officer shall provide any information regarding the bond financed property to effectuate such remedial action to the General Counsel and the Chief Financial Officer. The Tax Compliance Officer must maintain copies of the documentation with respect to the remedial action with the Potential Private Use Contract Log and attach such copies to the transcript of closing documents it maintains with respect to each affected issue of Tax-Advantaged Obligations.

Periodic Review. Although the District will monitor Private Use of assets financed with Tax-Advantaged Obligations and Private Payments relating to such use, the Tax Compliance Officer will no less frequently than annually review and update the Potential Private Use Contract Log, the Disposition Log the Private Loan Log and the log that it maintains with respect to each issue of Tax-Advantaged Obligations. The Tax Compliance Officer shall at least annually prepare a detailed calculation of all existing Private Use and Private Payments, if any, that occurred during the prior year (the “Private Use Calculation”) with respect to each issue of the District’s Tax- Advantaged Obligations. The Potential Private Use Contract Log, the Disposition Log and the Private Use calculations are referred to herein as the “Annual Reports.” The Tax Compliance Officer will provide the Annual Reports, reflecting activity through the last day of each fiscal year, to the General Counsel by November 30th of the following fiscal year.

Arbitrage and Rebate

Section 148 of the Code, the regulations promulgated thereunder and the pronouncement relating thereto (the “Arbitrage Rules”) are intended to ensure that issuers, such as the District, are issuing Tax-Advantaged Obligations for the primary purpose of financing property needed by the District to carry-out its governmental purposes, and not for the purpose of taking advantage of the difference between its tax-advantaged costs of borrowing and its ability, if any, to invest proceeds of such obligations in higher yielding obligations. Continuing compliance with the Arbitrage Rules primarily involves ensuring that proceeds of Tax-Advantaged Obligations (“Proceeds”) are invested in accordance with yield limitations set forth in the Arbitrage Rules, except to the extent an exception to such yield limitation cannot be satisfied and rebating certain investment earnings to the United States Treasury. With respect to certain issues of Tax-Advantaged Obligations, the District will need to ensure that all proceeds and investment earnings are either expended on qualifying projects within specified periods, or portions of such issues are timely redeemed.

Specific post-issuance procedures to effect compliance with the Arbitrage Rules are addressed below. However, the procedures set forth herein are not intended to be exhaustive and further procedures may need to be identified and implemented, in consultation with the District’s staff, bond counsel, tax counsel, if any, and the District’s municipal advisors and investment advisors. Since proceeds of the District’s bond issues are deposited in a Building Fund administered and invested by the Los Angeles County Treasurer and Tax Collector (the “County Treasurer”), and the County Treasurer collects and invests moneys to be used to pay debt service on the District’s Tax-Advantaged Obligations, the County Treasurer shall also be involved in the development and implementation of this Policy insofar as this Policy relates to compliance with the Arbitrage Rules.

Procedures Generally – the following policies relate to procedures and systems for monitoring post-issuance compliance generally with the Arbitrage Rules.

- (i) The Tax Compliance Officer shall be responsible for monitoring the District’s post-issuance arbitrage compliance issues. The Chief Financial Officer of the District shall be responsible for ensuring an adequate succession plan for transferring post-issuance arbitrage compliance responsibility when changes in staff occur.
- (ii) The Tax Compliance Officer should coordinate procedures for record retention and review in accordance with the provisions of this Policy described below. In addition, the Tax Compliance Officer shall ensure that adequate records are established and maintained to set forth the date, amount, and nature of each expenditure of proceeds of each issue of Tax-Advantaged Obligations and investment earnings thereon (the “Proceeds”). Such records shall be consistent with and may be part of the Issue Expenditure Reports described under “Expenditure of Proceeds” above. The Tax Compliance Officer shall also establish and maintain a record of each investment of Proceeds, which shall include (i) the purchase date, (ii) the purchase price, (iii) information establishing that the purchase price is the fair market value as of such date (e.g., the published quoted bid by a dealer in such an investment on the date of purchase), (iv) any accrued interest paid, (v) the face amount, (vi) the coupon rate, (vii) periodicity of interest payments, (viii) disposition price, (ix) any accrued interest received, and (x) disposition date. To the extent any investment becomes allocable to

Proceeds after it was originally purchased, it shall be treated as if it were acquired at its fair market value at the time it becomes allocable to Proceeds. To the extent Proceeds are maintained by the County Treasurer, the Tax Compliance Officer shall advise the County Treasurer of the requirement to maintain such records with respect to each investment of Proceeds by the County Treasurer, and obtain a copy of such records from the County Treasurer at least annually.

- (iii) The Tax Compliance Officer should review post-issuance arbitrage compliance procedures and systems with bond counsel or tax counsel at least annually.

The following procedures shall be implemented with respect to the issuance of each issue of Tax-Advantaged Obligations:

- (i) Following the issuance of each issue of Tax-Advantaged Obligations, the Tax Compliance Officer shall obtain and maintain each of the documents listed above under “Issuance of Obligations” including, a fully executed tax certificate and issue price certificate with respect to such issue and any information reporting forms filed with the Internal Revenue Service with respect to each issue, together with proof of filing. A copy of such certificate and information reporting forms, together with the Timetable (as defined below), shall be provided to the County Treasurer as soon as practicable after the issue date of each issue of Tax-Advantaged Obligations.
- (ii) The Tax Compliance Officer should confirm that bond counsel has filed with the Internal Revenue Service (the “IRS”) the applicable information report (e.g., Form 8038-G, Form 8038 or Form 8038-B) for such issue.
- (iii) The Tax Compliance Officer should coordinate receipt and retention of relevant books and records with respect to the investment and expenditure of the proceeds of such Tax- Advantaged Obligations with other members of the District’s staff and staff of the County Treasurer.
- (iv) A record should be maintained with respect to each issue of Tax-Advantaged Obligations containing a schedule setting forth (i) the latest date such proceeds may be invested at an unrestricted yield, (ii) the benchmarks that must be satisfied in order to meet an exception to the arbitrage rebate rules, (iii) the dates on which any arbitrage rebate computations are required to be completed and arbitrage rebate is required to be paid to the United States Treasury and (iv) any date by which proceeds are required to either be expended or applied to redeem bonds and any other dates on which all or a portion of the Proceeds of such issue are required or expected to be expended (the “Timetable”)

Arbitrage – the following procedures should be carried-out from the issue date through the final redemption date of each issue of Tax-Advantaged Obligations:

- (i) The Tax Compliance Officer should coordinate the tracking of expenditures and any investment earnings with other applicable District staff, including staff of the Facilities Division. The Tax Compliance Officer should obtain and review at least monthly reports of the expenditure and investment of proceeds of each issue of Tax-

Advantaged Obligations that are on deposit in the District's Building Fund. The Tax Compliance Officer should maintain a procedure for the allocation of proceeds of the issue and investment earnings to expenditures, including the reimbursement of pre-issuance expenditures.

- (ii) The Tax Compliance Officer should obtain a computation of the yield on each issue of Tax-Advantaged Obligations from the District's municipal advisor or senior manager and obtain from bond counsel or tax counsel a listing of all arbitrage yield restrictions attributable to Proceeds or amounts treated as proceeds of each issue. For example, with respect to each issue of qualified school construction bonds, the Tax Compliance Officer should obtain from tax counsel or bond counsel the yield limitation with respect to any invested sinking fund established for such issue.
- (iii) The Tax Compliance Officer should monitor compliance with the applicable "temporary period" (as defined in the Code and Treasury Regulations), and expectations for the expenditure of proceeds of the issue and advise the County Treasurer of the need to yield restrict investments with respect to proceeds that are not eligible to be invested at an unrestricted yield pursuant to a temporary period.
- (iv) The Tax Compliance Officer should coordinate with the County Treasurer and the bond trustee, if applicable, to ensure that investments acquired with proceeds of each issue of Tax-Advantaged Obligations are purchased at fair market value. In determining whether an investment is purchased at fair market value, any applicable Treasury Regulation safe harbor may be used. In the event Proceeds are invested in an investment contract or any other investment that is not traded on an established market, and for which fair market values are not continually published, the Tax Compliance Officer or County Treasurer shall consult with bond counsel or tax counsel to ensure that fair market rules set forth in the Treasury Regulations are satisfied.
- (v) The Tax Compliance Officer should coordinate with the County Treasurer, the Chief Facilities Executive, and the applicable bond trustee to avoid formal or informal creation of funds reasonably expected to be used to pay debt service on such issue without determining in advance whether such funds must be invested at a restricted yield.
- (vi) The Tax Compliance Officer should consult with bond counsel or tax counsel prior to engaging in any post-issuance credit enhancement transactions (e.g., bond insurance, letter of credit) or hedging transactions (e.g., interest rate swaps, caps).
- (vii) The Tax Compliance Officer should coordinate with bond counsel to identify situations in which compliance with applicable yield restrictions depends upon later investments and monitor implementation of any such restrictions.
- (viii) The Tax Compliance Officer should coordinate with the arbitrage rebate consultant, as described in (ix) below, to monitor compliance with six-month, 18-month or 2-year spending exceptions to the rebate requirement, as applicable.

- (ix) The Tax Compliance Officer should coordinate with Chief Financial Officer to ensure that the District continuously engages a firm nationally recognized in the area of arbitrage rebate compliance with respect to each issue of Tax-Advantaged Obligations to arrange, as applicable, for timely computation of arbitrage rebate or arbitrage yield reduction liability and, if rebate or a yield reduction payment is due to the IRS, for timely filing of Form 8038-T and, to arrange timely payment of such rebate liability. Such arbitrage rebate consultant shall also confirm whether any of the spending exceptions to the arbitrage rebate rules are satisfied. The Tax Compliance Officer should ensure that each arbitrage rebate consultant is provided with a copy of the Timetable with respect to each issue of Tax-Advantaged Obligations and that the contract or engagement letter with such arbitrage rebate consultant provides for such arbitrage rebate consultant to work with the District to refine the Timetable and provide timely notification to the Tax Compliance Officer of each deadline set forth in the Timetable. The Tax Compliance Officer shall maintain its records with respect to each issue of Tax-Advantaged Obligations copies of each report submitted by any arbitrage rebate consultant and each Form 8038-T filed by the District.
- (x) The Tax Compliance Officer should, in the case of any issue of refunding obligations, coordinate with the District's municipal advisor, the applicable bond trustee, and the applicable escrow agent to arrange for the purchase of the refunding escrow securities, should obtain a computation of the yield on such escrow securities from the verification agent and should monitor compliance with applicable yield restrictions. Timetables should be adjusted to reflect the termination of temporary periods, the allocation of Proceeds of the refunded bonds as transferred proceeds of the refunding bonds and other matters resulting from such refunding.

Retention of Records

Retention of Records. As described above, the District is required to prepare the Annual Reports, which summarize and analyze certain underlying documentation related to the Tax-Advantaged Obligations. In addition to the requirement to retain the Annual Report, the District will also need to retain the related underlying documentation (the "Records") described below.

Records Required to be Retained. The Records that must be retained include, but are not limited to, the following:

- (i) All legal and accounting documents relating to proceeds of the Tax-Advantaged Obligations, including opinions of counsel and the tax certificate with respect to each issue of Tax-Advantaged Obligations.
- (ii) Expenditure of Proceeds of Tax-Advantaged Obligations as described below.
 - (a) Documents evidencing the expenditure of the proceeds of the Tax-Advantaged Obligations and investment earnings thereon and the specific assets financed with such proceeds, including projected draw schedules and invoices (*e.g.*, records with respect to the bond accounts and funds);
 - (b) Documents setting forth all funds and accounts relating to the Tax-Advantaged

Obligations;

- (c) Documents pertaining to the investment of the proceeds of the Tax-Advantaged Obligations (e.g., records with respect to the bond accounts and funds), including the purchase and sale of securities, guaranteed investment contracts, and swap/hedge transactions;
- (d) With respect to all investments acquired in any fund or account in connection with the Tax-Advantaged Obligations, the information set forth under the heading “Arbitrage and Rebate” herein;
- (iii) Documents evidencing any allocations with respect to the proceeds of the Tax-Advantaged Obligations.
- (iv) Documents evidencing the use and ownership of the bond financed property, including contracts for the use of such property (e.g., the Annual Reports, and the logs described herein, and documents evidencing the sale or other disposition of the bond financed property).

Required Retention Periods. The District will retain the Records and Reports until the date that is six years after the complete retirement of the related Tax-Advantaged Obligations, provided that if any portion of the related Tax-Advantaged Obligations is refunded, such retention period shall not expire prior to the date that is six years after the complete retirement of any issue that is refunded, directly or indirectly, such portion of the related Tax-Advantaged Obligation.

Form of Records. The District will keep all records in a manner that ensures complete access thereto for the applicable above described period either in hard copy or electronic format. If the records are kept in electronic format, compliance is necessary with the requirements of Revenue Procedure 97-22, 1997-1 C.B. 652, (or subsequent guidance provided by the Internal Revenue Service), which provides guidance for maintaining books and records by using an electronic storage system that either images their hardcopy books and records or transfers their computerized books and records to an electronic storage media (e.g., an electronic data compression system).

Failure to Retain Records. A failure to maintain material records required to be retained by this Section may result in the loss of the tax status of the Tax-Advantaged Obligations and could cause additional arbitrage rebate to be owed.

Reissuance

The following policies relate to compliance with rules and regulations regarding reissuance of Tax-Advantaged Obligations issued by the District:

The CFO and the Tax Compliance Officer in conjunction with the General Counsel are to (a) identify and consult with bond counsel regarding any post-issuance change to any terms of an issue of Tax-Advantaged Obligations, (b) request bond counsel to determine whether such potential change would cause the issue to be treated as “reissued” for federal income tax purposes, and (c) confirm with bond counsel whether any “remedial action” in connection with a “change in use” (as such terms are defined in the Code and Treasury Regulations) must be treated as a reissuance for certain tax

purposes.

Training

The District shall engage its bond counsel or special tax counsel to provide a seminar at least every five years, which shall be attended by the Tax Compliance Officer, representatives of the Chief Financial Officer, the General Counsel and the Chief Facilities Executive and staff members from each office of the District responsible for the expenditure of proceeds of the District's Tax-Advantaged Obligations. The County Treasurer and members of the Bond Oversight Committee should also be invited to participate in such seminar. Such seminar shall include a review of the District's compliance initiatives during the prior twelve-month period, discussions relating to restrictions on the use of proceeds of Tax-Advantaged Bonds, arbitrage requirements, and recent developments in such areas.

EXHIBIT 1 to Appendix ASAFE-HARBOR MANAGEMENT CONTRACT GUIDELINES
REV. PROC. 2017-13**General Rule.**

A contract between a state or local governmental unit (a “**Qualified User**”) and a manager or operator which is not a state or local government unit (a “**Provider**”) for the management of, or services rendered at, or incentive payment in respect of, a tax-exempt bond-financed facility (the “**Managed Property**”) that meets the safe-harbor guidelines of Rev. Proc. 2017-13 as summarized below, is treated as not creating any private business use under Section 141(b) of the Internal Revenue Code (the “**Code**”). In addition, if the guidelines are met, the burden to prove that the contract creates impermissible private activity would shift to the Internal Revenue Service (“**IRS**”) in a tax court proceeding. All contracts must be reviewed on a case-by-case basis.

Under Rev. Proc. 2017-13, a contract under which the only compensation consists of reimbursements of actual and direct expenses paid by the Provider to “Unrelated Parties” and reasonable related administrative overhead expenses of the Provider does not create private business use. “Unrelated Parties” are persons other than either: (1) a related party (as defined in § 1.150-1(b) of the federal income tax regulations) to the Provider; or (2) a Provider’s employee.

General Financial Requirements.

1. *Reasonable Compensation.* The compensation, including any payments to reimburse actual and direct expenses paid by the Provider and related administrative expenses of the Provider, must be reasonable.
2. *No net profits arrangements.* The compensation paid to the Provider must not include a share of net profits from the operation of the Managed Property.
 - Compensation to the Provider will not be treated as including a share of net profits if no element of the compensation takes into account, or is contingent upon, either the Managed Property’s net profits or both the Managed Property’s revenues and expenses for any fiscal period (other than any reimbursements of direct and actual expense paid by the Provider to Unrelated Parties).
 - For this purpose, the elements of the compensation are the eligibility for, the amount of, and the timing of the payment of the compensation.
 - Incentive compensation will not be treated as providing a share of net profits if the eligibility for the incentive compensation is determined by the Provider’s performance in meeting one or more standards that measure quality of services, performance, or productivity, and the amount and the timing of the payment of the compensation is not based on or contingent on the net profits of the Managed Property.
3. *No Bearing of Net Losses.* The contract must not, in substance, impose upon the Provider the burden of bearing any share of net losses from the operation of the Managed Property.

- An arrangement will not be treated as requiring the Provider to bear a share of net losses if:
 - the determination of the amount of the Provider's compensation and the amount of any expenses to be paid by the Provider (and not reimbursed), separately and collectively, do not take into account either the Managed Property's net losses or both the Managed Property's revenues and expenses for any fiscal period; and
 - the timing of the payment of compensation is not contingent upon the Managed Property's net losses.
- The reduction of a Provider's compensation by a stated dollar amount (or one of multiple stated dollar amounts) for failure to keep the Managed Property's expenses below a specified target (or one of multiple specified targets) will not be treated as bearing a share of net losses as a result of this reduction.

4. *Permissible Certain Types of Compensation.* Compensation in the form of capitation fees, periodic fixed fees, and per-unit fees is not treated as providing a share or net profits or requiring the Provider to bear a share or net losses regardless of whether the Service Provider pays expenses with respect to the Managed Property.

- *Capitation Fee* is a fixed periodic amount for each person for whom the Provider or the Qualified User assumes the responsibility to provide all needed services for a specified period, so long as the quantity and type of services actually provided to such persons varies substantially. A capitation fee may include a variable component of up to 20 percent of the total capitation fee designed to protect the Provider against risk such as risk of catastrophic loss.
- *Periodic Fixed Fee* is a stated dollar amount for services rendered for a specified period of time. The stated dollar amount may automatically increase according to a specified objective external standard (e.g., Consumer Price Index and similar external indices) that is not linked to the output or efficiency of the Managed Property.
- *Per-Unit Fee* is a fee based on a unit of services provided specified in contract or otherwise specially determined by an independent third party. The stated dollar amount may automatically increase according to a specified objective external (e.g., Consumer Price Index and similar external indices) standard that is not linked to the output or efficiency of the Managed Property.

5. *Timing of Payment of Compensation.* Deferral due to insufficient net cash flows will not cause the deferred compensation in the form of a capitation fee, periodic fixed fee or per-unit fee to be treated as contingent upon net profits or net losses if the contract includes the following requirements:

- The compensation is payable at least annually;
- The Qualified User is subject to reasonable consequences for late payment, such as reasonable interest charges or late payment fees; and

- The Qualified User will pay the deferred compensation (including interest and late payment fees) no later than the end of five years after the original due date of the payment.

Control by the Qualified User.

The Qualified User must exercise a significant degree of control over the use of the Managed Property.

- Generally, property that is leased, licensed or generally under the management or control of a Provider is treated as used in a private business use.
- This control requirement is met if the contract requires the Qualified User to approve the annual budget of the Managed Property, capital expenditures with respect to the Managed Property, each disposition of property that is part of the Managed Property, rates charged for the use of the Managed Property, and the general nature and type of use of the Managed Property (for example, the type of services).
- For this purpose, for example, a Qualified User may also show approval of capital expenditures for a Managed Property by approving an annual budget for capital expenditures described by functional purpose and specific maximum amounts; and a Qualified User may show approval of dispositions of property that is part of the Managed Property in a similar manner.
- Further, a Qualified User may show approval of rates charged for use of the Managed Property by either expressly approving such rates or approving a reasonable general methodology for setting such rates, or by including in the contract a requirement that the Provider charge rates that are reasonable and customary as specifically determined by an independent third party.

Permitted Terms.

The term of the contract, including all renewal options that may be exercised by the Provider, may not be greater than the lesser of 30 years or 80 percent of the weighted average reasonably expected economic life of the Managed Property.

- For this purpose, economic life is determined as of the beginning of the term of the contract, and a contract that is materially modified is retested as a new contract as of the date of the material modification.
- Any material modifications to a service contract will cause the term of the contract to be reviewed for purposes of Rev. Proc. 2017-13.
- If more than 25 percent of the proceeds of any bond issue is used to acquire land, then land is taken into account in the calculation and treated as having a 30-year life.

No Circumstances Substantially Limiting Exercise of Rights.

There must not be any role or relationship between the Qualified User and the Provider that would substantially limit the Qualified User's ability to exercise its rights under the contract, including cancellation rights (the “**Unrelated Person Requirement**”).

- This requirement is considered satisfied if:
 - not more than 20% of the voting power of the governing board of the Qualified User in the aggregate is vested in the directors, officers, partners, members, and employees of the Provider,
 - neither the chief executive officer or the chairperson (or equivalent executive) of the Provider is a member of the governing board of the Qualified User, and
 - the chief executive officer of the Provider (or any person with equivalent management responsibilities) is not the chief executive officer of the Qualified User or any entity that is part of the same “controlled group” as the Qualified User.
- For these purposes, an entity is part of the same “controlled group” as the Qualified User if one entity has either (i) the right or power both to approve and remove, without cause, a controlling portion of the governing board of the other entity, or (ii) the right or power to require the use of funds or assets of the controlled entity for any purpose of the controlling entity.

Risk of Loss of the Managed Property.

The Qualified User must bear the risk of loss upon damage or destruction of the managed property (for example, upon *force majeure*).

No Inconsistent Tax Position.

The contract must contain language evidencing the agreement by the Provider to not take any tax position that it is inconsistent with being a service provider to the Qualified User with respect to the Managed Property, *e.g.*, the Provider must agree not to claim any depreciation or amortization, investment tax credit, or deduction for any payment as rent with respect to the Managed Property.

Functionally Related and Subordinate Use.

A Provider's use of the Managed Property that is functionally related and subordinate to performance of its services under a management contract for the Managed Property conforming to the requirements of Rev. Proc. 2017-13 does not result in private business use (for example, use of storage areas to store equipment used to perform activities required under a management contract that meets the requirements of Rev. Proc. 2017-13 does not result in private business use).

Certain Exceptions.

Certain arrangements generally are not treated as management contracts that are subject to the above rules. These include:

- Contracts for services that are solely incidental to the primary governmental function or functions of a bond-financed facility (*e.g.*, contracts for janitorial, office equipment repair, hospital billing or similar services);
- The mere granting of admitting privileges by a hospital to a doctor, even if those privileges are conditioned on the provision of *de minimis* services, if those privileges are available to all qualified physicians in the area, consistent with the size and nature of its facilities;
- A contract to provide for the operation of a facility or system of facilities that consists predominantly of public utility property (as defined in section 168(i)(10) of the 1986 Code), if the only compensation is the reimbursement of actual and direct expenses of the service provider and reasonable administrative overhead expenses of the service provider; and
- A contract for services, if the only compensation is the reimbursement of the service provider for actual and direct expenses paid by the service provider to unrelated parties. For this purpose, payments to employees of the Provider are not treated as payments to unrelated parties.

Terms to be Included in Each Management Contract.

Each Management Contract should evidence compliance with each of the requirements set forth above and explicitly include the following:

- Language evidencing control by the Qualified User.
- Language identifying the Managed Property and the parties' estimation of the reasonably expected economic life of the Managed Property at the time the parties enter into the Management Contract.
- Language identifying rates charged for use of the Managed Property or including a reasonable general description of the method used to set the rates, or evidencing that the Provider charges rates that are reasonable and customary as specifically determined by, or negotiated with, an independent third party.
- An explicit provision that all net losses from the Managed Property and the risks of damage, destruction or taking of the Managed Property, other than damage or destruction of the Managed Property resulting from negligence, recklessness or intentional acts of the Provider, are to be borne by the Qualified User.
- Representations of each party that the Unrelated Person Requirement is satisfied.

- Language evidencing the agreement by the Provider to not take any tax position that it is inconsistent with being a service provider to the Qualified User with respect to the Managed Property.

Appendix B Continuing Disclosure Procedures

LOS ANGELES UNIFIED SCHOOL DISTRICT

I. INTRODUCTION

A. Purpose

These continuing disclosure procedures (“Continuing Disclosure Procedures” or “Procedures”) of the Los Angeles Unified School District (the “District”) are intended to (a) ensure that the District’s Continuing Disclosure Documents (as defined below) are accurate and comply with all applicable federal and state securities laws, and (b) promote best practices regarding the preparation of the District’s Continuing Disclosure Documents.

B. Definitions

1. “Continuing Disclosure Documents” means (a) annual continuing disclosure reports filed with the Municipal Securities Rulemaking Board’s (“MSRB”), (b) event notices and any other filings with the MSRB, and (c) debt reports filed with the California Debt and Investment Advisory Commission (CDIAC).
2. “Official Statements” means preliminary and final official statements, private placement memoranda and remarketing memoranda relating to the District’s securities, together with any supplements, for which a continuing disclosure obligation is required.

II. KEY PARTICIPANTS

A. Disclosure Practices Working Group

1. *Composition.* The Disclosure Practices Working Group (the “Disclosure Working Group”) has been created by the Chief Financial Officer (“CFO”) to have general oversight over the entire continuing disclosure process. Membership in the Disclosure Working Group shall be appointed by the CFO and consist of persons relevant to the disclosure process. The following persons currently constitute the Disclosure Working Group.
 - (a) Chief Financial Officer;
 - (b) Chief Disclosure Officer;
 - (c) Disclosure Coordinator;
 - (d) Disclosure Counsel; and

(e) Any other individuals appointed by the CFO.

2. The Disclosure Working Group shall consult with external professionals (such as those with expertise as bond counsel, tax counsel, disclosure counsel, and municipal advisor) or other interested parties as the CFO or any other member of the Disclosure Working Group determine is advisable related to continuing disclosure issues and practices. Meetings of the Disclosure Working Group may be held in person or via conference call.
3. The Disclosure Working Group is an internal working group of the District staff (with the exception of Disclosure Counsel) and not a decision-making or advisory body subject to the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.)
4. *Responsibilities.* The Disclosure Working Group is responsible for:
 - (a) Reviewing and approving all Continuing Disclosure Documents as contained in the District's Preliminary and Final Official Statements before such documents are posted;
 - (b) Reviewing annually the District's status and compliance with continuing disclosure obligations including filings of Annual Reports and Notices of Listed Events as described in Sections III.B. and III.C. below;
 - (c) Reviewing any items referred to the Disclosure Working Group; and
 - (d) Evaluating the effectiveness of these Continuing Disclosure Procedures and approving changes to these Continuing Disclosure Procedures.

B. Chief Disclosure Officer

1. *Appointment.* The CFO, in consultation with the other members of the Disclosure Working Group, shall select and appoint the Chief Disclosure Officer.
2. *Responsibilities.* The Chief Disclosure Officer is responsible for:
 - (a) Approving the Continuing Disclosure Documents, Listed Event Notices, and Voluntary Filings.
 - (b) Overseeing the work of the Disclosure Coordinator.

C. Disclosure Coordinator

1. *Appointment.* The CFO, in consultation with the other members of the Disclosure Working Group, shall select and appoint the Disclosure Coordinator (currently the Director of Treasury/Capital Fund Compliance).

2. *Responsibilities.* The Disclosure Coordinator is responsible for ensuring that the following are done:
 - (a) Preparing and filing the Continuing Disclosure Documents and seeking assistance from professionals in the municipal advisory and bond, tax, and disclosure counsel pools, as necessary;
 - (b) Serving as a “point person” to communicate issues or information that should be or may need to be included in any Continuing Disclosure Document or a specific filing of, for example, a Listed Event Notice or a Voluntary Filing;
 - (c) Monitoring compliance by the District with these Continuing Disclosure Procedures, including timely dissemination of the annual report and event filings as described in Sections III.B. and C. below;
 - (d) Recommending changes to these Continuing Disclosure Procedures to the Disclosure Working Group as required, necessary, or appropriate;
 - (e) Following up with others, including management of outside consultants assisting the District, in the preparation and dissemination of Continuing Disclosure Documents to make sure that assigned tasks have been completed on a timely basis and making sure that the filings are made on a timely basis and are accurate;
 - (f) Together with the CFO, coordinating the timely provision of information to Disclosure Counsel as needed to fulfill its responsibilities to the District;
 - (g) In anticipation of preparing Continuing Disclosure Documents, soliciting “material” information (as defined in Securities and Exchange Commission Rule 15c2-12) from District units;
 - (h) Maintaining records documenting the District’s compliance with these Continuing Disclosure Procedures;
 - (i) Reviewing compliance with and providing appropriate certifications in connection with the various covenants in bond, COPs, and TRANs documents. The Disclosure Coordinator shall review the bond documents to determine which covenants require an annual or regular certification and maintain a list of the same;
 - (j) Monitoring the websites and subscribing to the communications (e.g., news alerts, press releases, etc.) of each Rating Agency and Bond Insurer (defined herein) in order to be aware of any rating change as described in each Continuing Disclosure Document;
 - (k) CDIAAC Reporting – Report of Sales of Public Debt and Annual Debt

Transparency Report

(I) LACOE – Public Disclosure of Non-Voter Approved Debt

III. CONTINUING DISCLOSURE FILINGS

A. Overview of Continuing Disclosure Filings

1. Under the continuing disclosure undertakings in connection with its debt offerings, the District is required to file annual reports (“Annual Reports”) with the Municipal Securities Rulemaking Board’s (“MSRB”) Electronic Municipal Market Access (“EMMA”) system in accordance with such agreements in each year. Such Annual Reports are required to include the District’s audited financial statements and certain updated financial and operating information (or may incorporate by reference publicly available documents that contain such information).
2. In accordance with each Continuing Disclosure Documents, if audited financial statements are not available by the date the Annual Report is required to be filed, unaudited financial statements are to be included in such Annual Report and audited financial statements shall be filed when such statements become available. If unaudited financial statements are filed, the cover page may include a disclaimer stating that such financial statements are unaudited and are subject to adjustments and modifications, the result of which will be presented in the audited financial statements. In addition, in accordance with the applicable Continuing Disclosure Document, the District shall file or cause to be filed a notice of any failure to provide its Annual Report on or before the date specified in a Continuing Disclosure Document.
3. The District is also required under its continuing disclosure obligations to file notices of certain events on EMMA.
4. In accordance with State law, the District is required to file annual debt reports (“CDIAC Reports”) with the CDIAC for any issue of debt, including capital leases, issued during the reporting period. The CDIAC Reports are due within seven months of the close of the reporting period, defined as July 1st to June 30th.

B. Annual Reports

The Disclosure Coordinator shall ensure that the preparation of the District’s Annual Reports commences as required under each specific continuing disclosure obligation. Before any annual report is submitted to EMMA, the Disclosure Coordinator shall confer with the Disclosure Working Group as needed regarding the content and accuracy of any Annual Report.

C. Event Filings

Each member of the Disclosure Working Group shall notify the other members of the Disclosure Working Group if he or she becomes aware of any of the material events listed in any of the District's continuing disclosure certificates. The Disclosure Working Group may meet to discuss the event and to determine, in consultation with counsel from the bond, tax, and disclosure counsel pool to the extent determined by the Disclosure Coordinator and the CFO, whether a filing is required or is otherwise desirable.

D. Paying Agent, Bond Insurer, and Rating Agency Filings

1. The Disclosure Coordinator shall submit to each issuer of a financial guaranty insurance or municipal bond insurance policy guaranteeing the scheduled payment of principal of and interest on an outstanding issue of bonds when due (a "Bond Insurer"), paying agent and trustee such annual or interim financial information and other information as it may request in accordance with the respective agreements with the District.
2. Each member of the Disclosure Working Group shall notify the other members of the Disclosure Working Group if he or she becomes aware of any of the events for which Moody's Investor's Service, Standard & Poor's Rating Services, a Standard & Poor's Financial Services LLC business, Fitch Ratings, KBRA or any other such rating agency then-rating the District's bonds (each, a "Rating Agency"), any Bond Insurer, paying agent or trustee of the District's bonds requires notice. The Disclosure Working Group may meet to discuss the event and to determine, in consultation with counsel from the bond, tax, and disclosure counsel pool to the extent determined by the Disclosure Coordinator and the CFO, whether a filing is required or is otherwise desirable.
3. The Disclosure Coordinator shall submit to each such Rating Agency such financial and other information it may request to obtain or maintain a rating on the Bonds

E. Uncertainty

The CFO may direct questions regarding the Procedures or disclosure to counsel from the bond, tax and disclosure counsel pool, the Office of General Counsel, or such other counsel or consultant as he/she deems appropriate.

F. Voluntary Disclosures

The District's policy is to only file annual financial information and operating data and listed event notices that are required under the Continuing Disclosure Documents and applicable federal securities laws. The Disclosure Coordinator may determine to file voluntary disclosure information that is not required under the Continuing Disclosure Documents.

G. CDIAC Reports

The Disclosure Coordinator shall ensure that the preparation of the CDIAC Reports shall be prepared as required under State law. Before any report is submitted to CDIAC, the Disclosure Coordinator shall confer with the Disclosure Working Group as needed regarding the content and accuracy of any CDIAC Report.

IV. DOCUMENTS TO BE RETAINED

The Disclosure Coordinator shall be responsible for maintaining records demonstrating compliance with these Continuing Disclosure Procedures. The Disclosure Coordinator shall retain an electronic or paper file (“Disclosure File”) for each Annual Report that the District files or causes to be filed on EMMA. Each Disclosure File shall include final versions of the Continuing Disclosure Documents; written confirmations, certifications, letters and legal opinions described herein; copies of these Continuing Disclosure Procedures and a list of individuals to whom they have been distributed and the dates of such distributions; and a written record of the dates of meetings and/or conference calls of the Disclosure Working Group. The Disclosure File shall be maintained in a central depository for a period of five years from the later of the date of delivery of the securities referenced in the Continuing Disclosure Document, or the date the Continuing Disclosure Document is published, posted, or otherwise made publicly available, as applicable.

V. EDUCATION

- A. The CFO shall ensure that the Disclosure Coordinator and the Disclosure Working Group are properly trained to understand and perform their responsibilities. Such training may include training sessions conducted by consultants with expertise in municipal securities law, municipal securities compliance and disclosure or by attendance at conferences, or other appropriate methods identified by the CFO.
- B. The District shall engage a law firm of nationally recognized standing in matters pertaining to the federal securities laws (“Disclosure Counsel”) to provide a seminar at least every five years, which shall be attended by the Disclosure Coordinator, representatives of the Chief Financial Officer and the General Counsel, and members of the District’s Board of Education. Members of the Bond Oversight Committee should also be invited to participate in such seminar. Such seminar shall include a review of the District’s disclosure compliance initiatives during the prior twelve-month period.

VI. AMENDMENTS

Other than timely meeting the requirements of its Continuing Disclosure Documents continuing disclosure certificates, any provisions of these Continuing Disclosure Procedures may be waived or amended at any time upon consultation with the CFO.

Appendix C Internal Control Procedures

LOS ANGELES UNIFIED SCHOOL DISTRICT

I. PURPOSE

These internal control procedures (“Internal Control Procedures” or “Procedures”) of the Los Angeles Unified School District (the “District”) are intended to ensure that the proceeds of the issuance general obligation bonds (“GO Bonds”), certificates of participation (“COPs”) and other lease-backed financings, tax and revenue anticipation notes (“TRANS”) and other forms of indebtedness will be directed to the intended and allowable use.

II. BACKGROUND

The District has been authorized by voters to issue up to \$27.6 billion in GO bonds under six separate bond measures. Pursuant to the requirements of the bond measures, the Bond Oversight Committee (BOC) was established. The BOC is a 15-member independent oversight panel that reviews the recommendations for expenditure of the bond proceeds.

The District issues COPs to fund other capital needs not covered by the GO Bond authorizations. The Bond Compliance Unit was established to monitor the use of the proceeds from the issuance of GO Bonds and COPs.

District schools and offices enter into capital lease agreements for various equipment items such as computers, printers and copiers. The process for lease agreements is outlined in the District’s procurement manual.

III. KEY CONTROL ACTIVITIES

A. Authorization and Approval of Projects

1. A Strategic Execution Plan is presented to the Board of Education outlining the proposed projects, funding sources (primarily GO bonds) and project schedule.
2. Non-Facilities projects are reviewed by OGC and the Bond Compliance Unit prior to the submission of the projects to the BOC or Board of Education for approval.
3. The BOC meets monthly to review and to adopt resolutions recommending the expenditure of bond funds to the Board of Education. LAUSD staff present proposed projects to the BOC for consideration as "Strategic Execution Plan" (SEP) amendments.
4. After the review and recommendation from the BOC, the Board of Education reviews and adopts the amendments to the SEP.

B. Budget and Expenditure Authorization

1. Initial budgets and budget adjustments (BAs), such as those to create and control positions, for GO bond and COPs funding sources are reviewed and approved by the Bond Compliance Unit for:
 - (a) Required Board and BOC project approval
 - (b) Appropriate use of funds under the state and federal law
2. Expenditure transfers for GO bond and COPs funding sources are reviewed and approved by the Accounting and Disbursements Division for appropriate accounting treatment, and approved by the Bond Compliance Unit for bond-eligibility.
3. In coordination with the Budget Services Division, the Bond Compliance Unit conducts an annual review of all existing and new positions funded or to be funded by bond funds and provides approval prior to the roll-over or creation of these positions into the new budget fiscal year.

C. Semi-Annual Certification

All employees whose positions are partially or fully funded from bond program(s) are required to certify, on a semi-annual basis, that they have worked on related bond eligible projects and activities for the period covered by the certification. The requirements and guidelines for the documentation of bond-funded employees are outlined in District Bulletin #BUL-6521.1.

D. Procurement Manual

The District's procurement manual outlines internal control procedures for procuring supplies, equipment, and general and professional services, including contracts and equipment leases.

E. Equipment Inventory

Each District site is required to maintain equipment inventory records for equipment whose current market value exceeds \$500. The requirements and guidelines for inventory records are outlined in District Bulletin #BUL-953.1.

F. Fixed Assets Module

The District uses SAP's Fixed Asset Module to account for the District's fixed assets. This serves as a subsidiary ledger for fixed assets and handles the acquisition, depreciation and retirement of assets.

G. SAP

The District uses SAP for recording financial transactions. This provides for a

workflow process that is used for enforcing internal controls. It also provides an audit trail for all transactions.

H. Audits

1. The GO Bond Funds are audited as part of the District's Annual Financial Audit.
2. The GO Bond Funds are also subject to a Performance Audit each year.
3. COPs proceeds and capital leases are audited as part of the District's Annual Financial Audit

IV. References

- A. Facilities Strategic Execution Plans <http://www.laschools.org/new-site/sep/>
- B. Facilities Policies and Procedures <http://mo.laschools.org/policies-procedures/>
- C. ITD Strategic Execution Plans <http://achieve.lausd.net/page/12419>
- D. Procurement Manual