

RESOLUTION NO. 14-15-30

A RESOLUTION OF THE BOARD OF EDUCATION OF THE IRVINE UNIFIED SCHOOL DISTRICT AUTHORIZING THE ISSUANCE OF IRVINE UNIFIED SCHOOL DISTRICT COMMUNITY FACILITIES DISTRICT NO. 01-1 (SOUTH IRVINE COMMUNITIES) SPECIAL TAX REFUNDING BONDS, SERIES 2015, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$108,000,000, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE, AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT, AUTHORIZING THE PREPARATION AND DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION THEREWITH AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the Board of Education (the “Board of Education”) of the Irvine Unified School District (the “School District”) has formed the Irvine Unified School District Community Facilities District No. 01-1 (South Irvine Communities) (the “Community Facilities District”) under the provisions of the Mello-Roos Community Facilities Act of 1982 (the “Act”);

WHEREAS, the Community Facilities District is authorized under the Act to levy special taxes (the “Special Taxes”) to pay for the costs of certain public facilities (the “Facilities”) and to issue bonds payable from the Special Taxes;

WHEREAS, in order to provide funds to finance and refinance a portion of the Facilities, the Community Facilities District issued \$103,475,000 aggregate principal amount of Irvine Unified School District Community Facilities District No. 01-1 (South Irvine Communities) Special Tax Bonds, Series 2005 (the “Prior Bonds”), pursuant to the Amended and Restated Indenture, dated as of November 1, 2005, by and between the Community Facilities District and The Bank of New York Trust Company, N.A., as trustee;

WHEREAS, the Community Facilities District has determined that it would be advantageous to refund the outstanding Prior Bonds;

WHEREAS, in order to provide funds to refund the outstanding Prior Bonds, the Community Facilities District proposes to issue its Irvine Unified School District Community Facilities District No. 01-1 (South Irvine Communities) Special Tax Refunding Bonds, Series 2015 (the “Series 2015 Bonds”), in the aggregate principal amount of not to exceed \$108,000,000;

WHEREAS, in order to provide for the authentication and delivery of the Series 2015 Bonds, to establish and declare the terms and conditions upon which the Series 2015 Bonds are to be issued and secured and to secure the payment of the principal thereof, premium, if any, and interest thereon, the Community Facilities District proposes to enter into an Indenture with The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”) (such Indenture, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Indenture”);

WHEREAS, the Community Facilities District has determined that securing the timely payment of the principal of and interest on the Series 2015 Bonds by obtaining a bond insurance policy with respect thereto could be economically advantageous and that it could be economically advantageous to obtain a reserve surety for the Series 2015 Bonds in lieu of providing a cash funded reserve therefor;

WHEREAS, the moneys to defease and redeem the Prior Bonds will be applied to such purpose pursuant to an Escrow Agreement by and between the Community Facilities District and The Bank of New York Mellon Trust Company, N.A., as prior trustee and as escrow bank (such Escrow Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Escrow Agreement”);

WHEREAS, Stifel, Nicolaus & Company, Incorporated, on behalf of itself and Piper Jaffray & Co., has presented the Community Facilities District with a proposal, in the form of a Bond Purchase Agreement, to purchase the Series 2015 Bonds from the Community Facilities District (such Bond Purchase Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Purchase Agreement”);

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (“Rule 15c2-12”) requires that, in order to be able to purchase or sell the Series 2015 Bonds, the underwriters thereof must have reasonably determined that the issuer thereof has, or one or more appropriate obligated persons have, undertaken in a written agreement or contract for the benefit of the holders of the Series 2015 Bonds to provide disclosure of certain financial information and certain material events on an ongoing basis;

WHEREAS, in order to cause such requirement to be satisfied, the Community Facilities District desires to enter into a Continuing Disclosure Agreement with the Trustee relating to the Series 2015 Bonds (such Continuing Disclosure Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Continuing Disclosure Agreement”);

WHEREAS, a form of the Preliminary Official Statement to be distributed in connection with the public offering of the Series 2015 Bonds has been prepared (such Preliminary Official Statement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Preliminary Official Statement”);

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

- (a) the Indenture;
- (b) the Escrow Agreement;
- (c) the Purchase Agreement;
- (d) the Continuing Disclosure Agreement; and

(e) the Preliminary Official Statement;

WHEREAS, the Community Facilities District desires to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the offering, sale and issuance of the Series 2015 Bonds;

WHEREAS, the Board of Education is the legislative body of the Community Facilities District; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Education of the Irvine Unified School District, as follows:

Section 1. The above recitals are true and correct, and the Board of Education so finds and determines.

Section 2. Subject to the provisions of Section 3 hereof, the issuance of the Series 2015 Bonds, in an aggregate principal amount of not to exceed \$108,000,000, on the terms and conditions set forth in, and subject to the limitations specified in, the Indenture, be and the same is hereby authorized and approved. The Series 2015 Bonds shall be dated, shall bear interest at the rates, shall mature on the dates, shall be subject to call and redemption, shall be issued in the form and shall be as otherwise provided in the Indenture, as the same shall be completed as provided in this Resolution.

Section 3. The Indenture, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, be and the same is hereby approved. Each of the President of the Board of Education, and such other members of the Board of Education as the President may designate, the Superintendent of the School District and the Assistant Superintendent/Chief Financial Officer of the School District, and such other officer or employee of the School District as the Superintendent may designate (the "Authorized Officers") is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Indenture in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Indenture by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not authorize an aggregate principal amount of Series 2015 Bonds in excess of \$108,000,000, shall not result in a final maturity date of the Series 2015 Bonds later than September 1, 2038 and shall not result in a true interest cost for the Series 2015 Bonds in excess of 5.00%.

Section 4. The refunding of the Prior Bonds is hereby approved. Such refunding shall be accomplished by paying the principal of and interest on the Prior Bonds to and including September 1, 2015 and redeeming the Prior Bonds on September 1, 2015 by paying the redemption price therefor. In accordance with Section 53363.8 of the Act, the Board of Education hereby designates the following costs and expenses as the "designated costs of issuing the refunding bonds:"

(a) all expenses incident to the calling, retiring, or paying of the Prior Bonds and incident to the issuance of the Series 2015 Bonds, including the charges of any agent

in connection with the issuance of the Series 2015 Bonds or in connection with the redemption or retirement of the Prior Bonds;

(b) the interest upon the Prior Bonds from the date of sale of the Series 2015 Bonds to the date upon which the Prior Bonds will be paid pursuant to call; and

(c) any premium necessary in the calling or retiring of the Prior Bonds.

Section 5. The Escrow Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Escrow Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Escrow Agreement by such Authorized Officer.

Section 6. The Purchase Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Purchase Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Purchase Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in an aggregate underwriters' discount (not including any original issue discount) from the principal amount of the Series 2015 Bonds in excess of 0.75% of the aggregate principal amount of the Series 2015 Bonds.

The Board of Education hereby finds and determines that the sale of the Series 2015 Bonds at negotiated sale as contemplated by the Purchase Agreement will result in a lower overall cost.

Section 7. The Continuing Disclosure Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Continuing Disclosure Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Continuing Disclosure Agreement by such Authorized Officer.

Section 8. The Preliminary Official Statement, in substantially the form presented to this meeting and made a part hereof as though set forth in full herein, with such changes, insertions and omissions therein as may be approved by an Authorized Officer, be and the same is hereby approved, and the use of the Preliminary Official Statement in connection with the offering and sale of the Series 2015 Bonds is hereby authorized and approved. The Authorized Officers are

each hereby authorized to certify on behalf of the Community Facilities District that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

Section 9. The preparation and delivery of a final Official Statement (the “Official Statement”), and its use in connection with the offering and sale of the Series 2015 Bonds, be and the same is hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement, with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute the final Official Statement and any amendment or supplement thereto.

Section 10. The assessed values of the property within the Community Facilities District are set forth in the Preliminary Official Statement and the value-to-lien information with respect thereto is set forth therein and, based thereon, the Board of Education, for purposes of Section 53345.8 of the Act, hereby finds and determines that the value of the real property that would be subject to the Special Tax to pay debt service on the Series 2015 Bonds will be at least three times the principal amount of the Series 2015 Bonds to be sold and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act on property within the Community Facilities District or a special assessment levied on property within the Community Facilities District.

Section 11. The Community Facilities District has received from Build America Mutual Assurance Company (“BAM”), and there has submitted to this meeting (a) a Municipal Bond Insurance Commitment committing BAM, subject to the conditions specified therein, to issue its Municipal Bond Insurance Policy (the “Bond Insurance Policy”) guaranteeing the payment of principal of and interest on the Series 2015 Bonds when due, and (b) a Municipal Bond Debt Service Reserve Insurance Commitment committing BAM, subject to the conditions specified therein, to issue its Debt Service Reserve Insurance Policy (the “Reserve Policy”) with respect to the Series 2015 Bonds (collectively, the “Commitments”). The Authorized Officers are each hereby authorized and directed to obtain the Bond Insurance Policy for all or a portion of the Series 2015 Bonds and to obtain the Reserve Policy. The Authorized Officers are each hereby further authorized and directed, for and in the name and on behalf of the Community Facilities District, cause to be made in the forms of the Indenture and Preliminary Official Statement presented to this meeting such changes, insertions and omissions therein as are required to be made pursuant to the Commitments in order for BAM to issue the Bond Insurance Policy and the Reserve Policy.

Section 12.~~**Section 11.**~~ The Authorized Officers and the officers and employees of the School District are, and each of them is, hereby authorized and directed, for and in the name of the Community Facilities District to do any and all things and to execute and deliver any and all documents which they or any of them deem necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

Section 13, ~~Section 12~~. All actions heretofore taken by the officers and employees of the School District with respect to the issuance and sale of the Series 2015 Bonds, or in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed and ratified.

Section 14, ~~Section 13~~. This Resolution shall take effect immediately upon its adoption.

APPROVED AND ADOPTED by the Board of Education of the Irvine Unified School District on February 3, 2015.

President of the Board of Education

ATTEST:

Clerk of the Board of Education

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE) ss

I, _____, Clerk of the Board of Education of the Irvine Unified School District, hereby certify that the foregoing is a full, true and correct copy of a Resolution duly adopted at a regular meeting of the Board of Education of said School District duly and regularly held at the regular meeting place thereof on February 3, 2015, of which meeting all of the members of said Board of Education had due notice and at which a majority thereof were present; and that at said meeting said Resolution was adopted by the following vote:

AYES: BOARD MEMBERS:

NOES: BOARD MEMBERS:

ABSENT: BOARD MEMBERS:

An agenda of said meeting was posted at least 72 hours before said meeting at 5050 Barranca Parkway, Irvine, California, a location freely accessible to members of the public, and a brief general description of said Resolution appeared on said agenda.

I further certify that I have carefully compared the same with the original minutes of said meeting on file and of record in my office; that the foregoing Resolution is a full, true and correct copy of the original Resolution adopted at said meeting and entered in said minutes; and that said Resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: February 3, 2015

Clerk of the Board of Education