

## **RESOLUTION NO. 16-17-27**

**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. 04-2 (WOODBURY) IMPROVEMENT AREA A SPECIAL TAX REFUNDING BONDS, SERIES A, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$45,000,000, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE, AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT AND A REPRESENTATION LETTER, AUTHORIZING THE INCLUSION OF CERTAIN INFORMATION WITH RESPECT TO IRVINE UNIFIED SCHOOL DISTRICT COMMUNITY FACILITIES DISTRICT NO. 04-2 (WOODBURY) AND IMPROVEMENT AREA A THEREOF IN AN OFFICIAL STATEMENT OF THE IRVINE UNIFIED SCHOOL DISTRICT FINANCING AUTHORITY TO BE DISTRIBUTED 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. 04-2 (Woodbury) (the “Community Facilities District”) under the provisions of the Mello-Roos Community Facilities Act of 1982 (the “Act”);

**WHEREAS**, the Board of Education has, pursuant to Section 53350 of the Act, designated a portion of the Community Facilities District as an improvement area, which improvement area is known as Irvine Unified School District Community Facilities District No. 04-2 (Woodbury) Improvement Area A (the “Improvement Area”);

**WHEREAS**, the Community Facilities District is authorized under the Act to levy special taxes within the Improvement Area (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 a portion of the Facilities, the Community Facilities District issued \$38,000,000 aggregate principal amount of Irvine Unified School District Community Facilities District No. 04-2 (Woodbury) Improvement Area A Special Tax Bonds, Series 2006 (the “Prior Bonds”);

**WHEREAS**, the Community Facilities District has determined that debt service savings can be achieved by refunding 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. 04-2 (Woodbury) Improvement Area A Special Tax Refunding Bonds, Series A (the “Series A Bonds”), in the aggregate principal amount of not to exceed \$45,000,000;

**WHEREAS**, in order to provide for the authentication and delivery of the Series A Bonds, to establish and declare the terms and conditions upon which the Series A 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 obtaining a reserve insurance policy for the reserve fund for the Series A Bonds (a “Reserve Policy”) could be economically advantageous, and the Community Facilities District desires to apply for a Reserve Policy;

**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**, the Irvine Unified School District Financing Authority (the “Authority”) proposes to issue its Irvine Unified School District Financing Authority Special Tax Revenue Refunding Bonds, Series 2016 (the “Authority Bonds”), and use a portion of the proceeds of the sale thereof to purchase the Series A Bonds from the Community Facilities District;

**WHEREAS**, the Authority has presented the Community Facilities District with a proposal, in the form of a Bond Purchase Agreement, to purchase the Series A 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**, Stifel, Nicolaus & Company, Incorporated, on behalf of itself and Piper Jaffray & Co. (the “Underwriters”), has presented the Authority with a proposal, in the form of a Bond Purchase Agreement, to purchase the Authority Bonds from the Authority, attached to which Bond Purchase Agreement is a Representation Letter to be executed and delivered by the Community Facilities District (such Representation Letter, 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 “Representation Letter”);

**WHEREAS**, a form of the Preliminary Official Statement to be distributed in connection with the public offering of the Authority Bonds has been prepared, which Preliminary Official Statement contains certain information regarding the Community Facilities District, the Improvement Area, the Indenture and the Series A Bonds (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 Representation Letter; and
- (e) the Preliminary Official Statement;

**WHEREAS**, the Community Facilities District desires to issue and sell the Series A Bonds and to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the actions described above; and

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

**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 A Bonds, in the aggregate principal amount of not to exceed \$45,000,000, 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 A 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 result in the aggregate principal amount of the remaining Outstanding Series A Bonds being greater than \$45,000,000, shall not result in the final maturity date of the Series A Bonds being later than September 1, 2036 and shall not result in the true interest cost for the Series A 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, 2018 and redeeming the Prior Bonds on September 1, 2018 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 A Bonds, including the charges of any agent in connection with the issuance of the Series A 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 A 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 purchaser’s discount (not including any original issue discount) from the principal amount of the Series A Bonds in excess of 1.00% of the aggregate principal amount of the Series A Bonds.

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

**Section 7.** The Representation Letter, 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 Representation Letter 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 Representation Letter by such Authorized Officer.

**Section 8.** The information regarding the Community Facilities District, the Improvement Area, the Indenture and the Series A Bonds contained in 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 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 Authority Bonds is hereby authorized and approved.

**Section 9.** The preparation and delivery of a final Official Statement containing information regarding the Community Facilities District, the Indenture and the Series A Bonds (the "Official Statement"), and its use in connection with the offering and sale of the Series 2016 Authority Bonds, be and the same is hereby authorized and approved. The information regarding the Community Facilities District, the Improvement Area, the Indenture and the Series A Bonds contained in the Official Statement shall be in substantially the form of that contained in the Preliminary Official Statement, with such changes, insertions and omissions as may be approved by an Authorized Officer.

**Section 10.** The assessed values of the property within the Improvement Area 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 A Bonds will be at least three times the principal amount of the Series A 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 Improvement Area or a special assessment levied on property within the Improvement Area.

**Section 11.** The Authorized Officers are each hereby authorized and directed to apply for and obtain a Reserve Surety to satisfy the reserve requirement for the Series A Bonds if so obtaining such Reserve Surety is economically advantageous. The Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the Community Facilities District, to execute and deliver a contract for such Reserve Surety if such contract is deemed by the Authorized Officer executing the same to be in the best interests of the Community Facilities District, such determination to be conclusively evidenced by such Authorized Officer's execution and delivery of such contract.

**Section 12.** 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.** All actions heretofore taken by the officers and employees of the School District in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed and ratified.

**Section 14.** This Resolution shall take effect immediately upon its adoption.

**APPROVED AND ADOPTED** by the Board of Education of the Irvine Unified School District on \_\_\_\_\_, 2016.

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President of the Board of Education

ATTEST:

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Clerk of the Board of Education

STATE OF CALIFORNIA     )  
  )  
COUNTY OF ORANGE     )           ss

I, Ira Glasky, 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 \_\_\_\_\_, 2016, 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: \_\_\_\_\_, 2016

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Clerk of the Board of Education