



INGLEWOOD UNIFIED SCHOOL DISTRICT

401 S. Inglewood, Avenue, Inglewood, California 90301 phone: 310/419-2700

June 15, 2016

Dr. Vincent Matthews
STATE ADMINISTRATOR

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

37 July 5, 2016

LORI GLASGOW
EXECUTIVE OFFICER

ADVISORY BOARD

Mrs. Margaret Richards-Bowers
President, Seat #1

Ms. Melody Ngaue-Tuuholoaki
Vice President, Seat #3

Dr. Carliss R. McGhee
Seat #2

Mrs. Margaret Evans
Seat #4

Dr. D'Artagnan Scorza
Seat #5

The Honorable Board of Supervisors
County of Los Angeles
c/o Adela Guzman, Head, Board Specialist
383 Hall of Administration
500 W. Temple Street
Los Angeles, CA 90012

Re: Inglewood Unified School District, 2016 General Obligation Refunding Bonds: Request to the Los Angeles County Board of Supervisors to Levy Taxes and to Direct the Auditor-Controller to Place Taxes on Tax Roll.

Dear Supervisors:

ADMINISTRATION

Dr. Tiffany Rudek
Chief Academic Officer

Ms. Nora Roque
Executive Director
Human Resources Services

Dr. Antonio A. Raymo
Chief Business Official

At this time, the Inglewood Unified School District (the "District") has authorized and intends to issue its 2016 General Obligation Refunding Bonds, in an aggregate principal amount not-to-exceed \$45,000,000 (the "Bonds") to refinance certain outstanding indebtedness of the District. The above actions were approved by a resolution (the "District Resolution") adopted by the State Administrator of the District on March 9, 2016 pursuant to Section 53550 *et seq.* of the California Government Code and other applicable provisions of law with respect to the Bonds. The District Resolution is in full force and effect and the District has taken no action to amend or rescind the District Resolution. A certified copy of the District Resolution is enclosed herein.

The District formally requests, in accordance with California Education Code Section 15250 and other applicable provisions of law, that the Board of Supervisors (the "Board of Supervisors") of the County of Los Angeles (the "County") adopt the enclosed resolution (the "County Resolution") to levy the appropriate taxes for the payment of the Bonds and to direct the Auditor-Controller of the County to place these taxes on the tax roll every year, beginning with fiscal year 2016-17, according to a debt service schedule and instructions that will be provided upon the sale of the Bonds, and to direct the County Treasurer and Tax Collector to serve as the Paying Agent for the Bonds.

Mission Statement

The mission of the Inglewood Unified School District is to ensure that all our students are taught rigorous standards based curriculum supported by highly qualified staff in an exemplary educational system characterized by high student achievement, social development, safe schools, and effective partnerships with all segments of the community.

IT IS THEREFORE REQUESTED THAT:

1. The Board of Supervisors adopt the County Resolution on the next available Board of Supervisors meeting.
2. After the Board of Supervisors has taken action on this letter, the District requests that the Clerk of the Board of Supervisors furnish two (2) certified copies of the Resolution to:

District Bond Counsel:

David Casnocha
Stradling Yocca Carlson and Rauth
44 Montgomery Street, Suite 4200
San Francisco, CA 94104

and send one (1) copy of the Resolution to each of the following:

Los Angeles County Treasurer and Tax Collector
Attention: John Patterson
500 W. Temple Street, Suite 437
Los Angeles, CA 90012

Los Angeles County Auditor-Controller
Attention: Jackie Guevarra
500 W. Temple Street, Suite 603
Los Angeles, CA 90012

Los Angeles County Counsel
Attention: Thomas Parker
500 W. Temple Street, Room 648
Los Angeles, CA 90012

Sincerely,

INGLEWOOD UNIFIED SCHOOL DISTRICT

By: 

Dr. Antonio Raymo
Chief Business Official

Enclosures

Mission Statement

The mission of the Inglewood Unified School District is to ensure that all our students are taught rigorous standards based curriculum supported by highly qualified staff in an exemplary educational system characterized by high student achievement, social development, safe schools, and effective partnerships with all segments of the community.

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA AUTHORIZING THE LEVY OF TAXES FOR GENERAL OBLIGATION REFUNDING BONDS OF THE INGLEWOOD UNIFIED SCHOOL DISTRICT, DESIGNATING THE PAYING AGENT THEREFOR AND DIRECTING THE COUNTY AUDITOR-CONTROLLER TO MAINTAIN TAXES ON THE TAX ROLL.

WHEREAS, a duly called special municipal election was held in the Inglewood Unified School District (the "District"), Los Angeles County (the "County"), State of California, on November 3, 1998 (the "Election") and thereafter canvassed pursuant to law;

WHEREAS, at such Election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum amount of \$131,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, pursuant to the Authorization, the District has previously caused the issuance of the \$51,000,000 of general obligation bonds, styled as "Inglewood Unified School District (County of Los Angeles, California) General Obligation Bonds, 1998 Election, 2006 Series D (the "Prior Bonds");

WHEREAS, pursuant to Senate Bill (SB) 533 (Chapter 325, Stats. 2012), the State Superintendent of Public Instruction (the "State Superintendent") has assumed the exercise of all powers and responsibilities of the District's governing board (the "Board") necessary for the management of the District, including such powers and responsibilities as are relevant and necessary to carry out the transactions contemplated hereby;

WHEREAS, pursuant to SB 533, the State Superintendent has delegated the exercise of such powers and responsibilities to a State Administrator (the "State Administrator");

WHEREAS, the State Trustee determined in a resolution adopted on March 9, 2016 (the "District Resolution") to authorize the issuance and sale of general obligation refunding bonds (the "Refunding Bonds") in the aggregate principal amount of not to exceed \$45,000,000 to refund a portion of the Prior Bonds pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Sections 53550 and 53580;

WHEREAS, the County Board of Supervisors (the "County Board") has been formally requested by the District to levy taxes in an amount sufficient to pay the principal of and interest on the Refunding Bonds when due, and to direct the County Auditor-Controller (the "Auditor-Controller") to place on its 2016-17 tax rolls, and all subsequent tax rolls, taxes sufficient to fulfill the requirements of the debt service schedule for the Bonds that will be provided to the Auditor-Controller by the District following the sale of the Refunding Bonds; and

WHEREAS, the District has requested that the County Treasurer and Tax Collector (the "Treasurer") be appointed by the County Board to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Paying Agent") for the Bonds pursuant to the District Resolution.

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. Levy of Taxes. That this Board levy taxes in an amount sufficient to pay the principal of and interest on the Bonds.

SECTION 2. Preparation of Tax Roll. That the Auditor-Controller is hereby directed to place on its 2016-17 tax roll, and all subsequent tax rolls, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the Refunding Bonds, which will be provided to the Auditor-Controller by the District following the sale of the Refunding Bonds.

SECTION 3. Paying Agent. That the Treasurer act as initial Paying Agent for the Bonds. The Treasurer is authorized to contract with a third party to perform the services of Paying Agent.

SECTION 4. Effective Date. That this Resolution shall take effect immediately upon its passage.

The foregoing resolution was adopted on the 5th day of July, 2016, by the Board of Supervisors of Los Angeles County and ex officio the governing body of all other special assessment and taxing districts, agencies and authorities for which said County Board so acts.



LORI GLASGOW,
Executive Officer-Clerk of the Board of
Supervisors of the County of Los Angeles

By: _____

Rachelle Smithman
Deputy

APPROVED AS TO FORM:

MARY C. WICKHAM
County Counsel

By: _____

Thomas R. Baker
Deputy County Counsel

INGLEWOOD UNIFIED SCHOOL DISTRICT
(Los Angeles County, California)
2016 General Obligation Refunding Bonds

I, Dr. Vincent Matthews, hereby certify that I am the duly qualified and acting State Administrator of the Inglewood Unified School District (the "District") and the attached Resolution is a full, true and correct copy of the resolution adopted by the State Administrator on March 9, 2016 relating to the above-captioned bonds, and that such resolution was duly adopted and has not been modified, amended, rescinded or revoked and is in full force and effect on the date hereof.

WITNESS my hand, this 15th day of June, 2016.

INGLEWOOD UNIFIED SCHOOL DISTRICT

By: Vincent Charles Matthews
Dr. Vincent Matthews
State Administrator

INGLEWOOD UNIFIED SCHOOL DISTRICT

RESOLUTION NO. 18/2015-2016

**RESOLUTION AUTHORIZING THE ISSUANCE OF THE INGLEWOOD
UNIFIED SCHOOL DISTRICT (LOS ANGELES COUNTY, CALIFORNIA)
2016 GENERAL OBLIGATION REFUNDING BONDS**

WHEREAS, a duly called special municipal election was held in the Inglewood Unified School District (the "District"), Los Angeles County (the "County"), State of California, on November 3, 1998 (the "Election") and thereafter canvassed pursuant to law;

WHEREAS, at such Election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum amount of \$131,000,000, payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, pursuant to the Authorization, the District has previously caused the issuance of the \$51,000,000 of general obligation bonds, styled as "Inglewood Unified School District (County of Los Angeles, California) General Obligation Bonds, 1998 Election, 2006 Series D (the "Prior Bonds");

WHEREAS, pursuant to Senate Bill (SB) 533 (Chapter 325, Stats. 2012), the State Superintendent of Public Instruction (the "State Superintendent") has assumed the exercise of all powers and responsibilities of the District's governing board (the "Board") necessary for the management of the District, including such powers and responsibilities as are relevant and necessary to carry out the transactions contemplated hereby;

WHEREAS, pursuant to SB 533, the State Superintendent has delegated the exercise of such powers and responsibilities to a State Administrator (the "State Administrator");

WHEREAS, pursuant to Section 53550 *et seq.* of the California Government Code, the State Administrator finds that the District is authorized to issue general obligation refunding bonds (the "Refunding Bonds") to refund all or a portion of the outstanding Prior Bonds (so refunded, the "Refunded Bonds");

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation bonds of the District, and whereas the indebtedness of the District, including this proposed issue of Refunding Bonds, is within all limits prescribed by law; and

WHEREAS, at this time the State Administrator desires to appoint professionals related to the issuance of the Refunding Bonds.

NOW, THEREFORE, BE IT FOUND, DETERMINED AND RESOLVED BY THE STATE ADMINISTRATOR OF THE INGLEWOOD UNIFIED SCHOOL DISTRICT, LOS ANGELES COUNTY, CALIFORNIA AS FOLLOWS:

SECTION 1. Purpose. To refund all or a portion of the outstanding principal amount of the Prior Bonds, and to pay all necessary legal, financial, and contingent costs in connection therewith, the State Administrator hereby authorizes the issuance of the Refunding Bonds, to be styled as "Inglewood Unified School District (Los Angeles County, California) 2016 General Obligation Refunding Bonds" (the "Refunding Bonds"), in one or more Series of Taxable and Tax-Exempt Current Interest Bonds, in an aggregate principal amount not-to-exceed \$45,000,000, and with appropriate Series designation if more than one Series is issued. Additional costs authorized to be paid from the proceeds of the Refunding Bonds are all of the authorized costs of issuance set forth in Section 53550(e) and (f) and Section 53587 of the Government Code.

SECTION 2. Paying Agent. The State Administrator does hereby appoint the Paying Agent (as defined herein) to act as the paying agent, bond registrar and transfer agent for the Refunding Bonds on behalf of the District. The District acknowledges that ongoing expenses and fees of the Paying Agent and all other fees and costs incurred in connection with the Refunding Bonds will be paid by the District.

SECTION 3. Terms and Conditions of Sale. The Refunding Bonds shall be sold via private placement upon the direction of the State Administrator or the Chief Business Official of the District (the "Chief Business Official"). The Refunding Bonds shall be sold pursuant to the terms and conditions set forth in the Commitment Letter (as defined below).

SECTION 4. Approval of Placement Agent Agreement and Commitment Letter. The form of Placement Agent Agreement (the "Placement Agent Agreement"), by and between the District and RBC Capital Markets, LLC (the "Placement Agent") and the form of the agreement for purchase and sale for the Bonds (the "Commitment Letter"), by and between the District and the purchaser named therein, substantially in the forms on file with the State Administrator, are hereby approved and the State Administrator and the Chief Business Official, and such other officer of the District as the State Administrator or Chief Business Official may designate (collectively, the "Authorized Officers"), each alone, are hereby authorized to execute and deliver the Placement Agent Agreement and the Commitment Letter, but with such changes therein, deletions therefrom and modifications thereto as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; provided, however, that (i) the maximum interest rates of the Refunding Bonds shall not exceed the maximum rate permitted by law, and (ii) the sale of the Refunding Bonds shall produce a minimum debt service savings to the taxpayers of \$5,000,000. The Authorized Officers, each alone, are further authorized to determine the principal amount of the Refunding Bonds to be specified in the Commitment Letter for sale by the District up to \$45,000,000 and to enter into and execute the Commitment Letter with the Purchaser, if the conditions set forth in this Resolution are satisfied.

SECTION 5. Certain Definitions. As used in this Resolution, the terms set forth below shall have the meanings ascribed to them (unless otherwise set forth in the Commitment Letter):

- (a) "Act" means Sections 53550 *et seq.* of the California Government Code.

(b) **“Authorizing Documents”** means the authorizing resolution(s), indenture, agreement or other legal document(s) pursuant to which the Prior Bonds were authorized and issued.

(c) **“Bond Insurer”** means any insurance company which issues a municipal bond insurance policy insuring the payment of principal of and interest on the Refunding Bonds.

(d) **“Bond Payment Date”** means, unless otherwise provided by the Commitment Letter, April 1 and October 1 of each year commencing October 1, 2016, with respect to the interest on the Refunding Bonds, and October 1 of each year commencing October 1, 2016, with respect to the principal payments on the Refunding Bonds.

(e) **“Bond Register”** means the records maintained by the Paying Agent for the registry of ownership of the Refunding Bonds.

(f) **“Code”** means the Internal Revenue Code of 1986, as the same may be amended from time to time. Reference to a particular section of the Code shall be deemed to be a reference to any successor to any such section.

(g) **“County”** means Los Angeles County, California.

(h) **“Current Interest Bonds”** means the Refunding Bonds the interest on which is payable semiannually on each Bond Payment Date specified for each such Bond as designated and maturing in the years and in the amounts set forth in the Commitment Letter.

(i) **“Date of Delivery”** means the date of initial execution and delivery of the Refunding Bonds.

(j) **“Escrow Agent”** means U.S. Bank National Association, or any other successor thereto, in its capacity as escrow agent for the Refunded Bonds.

(k) **“Escrow Agreement”** means the agreement governing the deposit of funds or securities to refund the Refunded Bonds, dated as of July 1, 2016, or such other date as provided therein, by and between the District and Escrow Agent.

(l) **“Federal Securities”** means securities as permitted, in accordance with the Authorizing Documents, to be deposited with the Escrow Agent for the purpose of defeasing the Prior Bonds.

(m) **“Financial Advisor”** means Isom Advisors, a Division of Urban Futures, Inc., appointed as financial advisor with respect to the issuance of the Refunding Bonds pursuant to Section 19(e) hereof.

(n) **“Information Services”** means Financial Information, Inc.’s Financial Daily Called Bond Service; Mergent, Inc.’s Called Bond Department; or Standard & Poor’s J. J. Kenny Information Services “Called Bond Service.”

(o) **“Outstanding”** means, when used with reference to the Refunding Bonds, as of any date, Bonds theretofore issued or thereupon being issued under this resolution except:

(i) Refunding Bonds canceled at or prior to such date;

(ii) Refunding Bonds in lieu of or in substitution for which other Refunding Bonds shall have been delivered pursuant to Section 8 hereof; or

(iii) Refunding Bonds for the payment or redemption of which funds or Government Obligations in the necessary amount shall have been set aside (whether on or prior to the maturity or redemption date of such Refunding Bonds), in accordance with Section 19 of this Resolution

(p) **“Owners”** or **“Registered Owner”** means the registered owner of a Bond as set forth on the registration books maintained by the Paying Agent pursuant to Section 6 hereof.

(q) **“Paying Agent”** means the Treasurer, and afterwards any successor thereto, acting as paying agent, transfer agent, authentication agent and bond registrar for the Refunding Bonds. The Treasurer is authorized to contract with a third party to provide the services of Paying Agent hereunder.

(r) **“Record Date”** means the close of business on the fifteenth (15th) day of the month preceding each Bond Payment Date.

(s) **“Series”** means any Refunding Bonds executed, authenticated and delivered pursuant to the provisions hereof and identified as a separate series of bonds.

(t) **“Taxable Bonds”** means any Refunding Bonds not issued as Tax-Exempt Bonds.

(u) **“Tax-Exempt Bonds”** means any Refunding Bonds the interest on which is excludable from gross income for federal income tax purposes and is not treated as an item of tax preference for purposes of calculating the federal alternative minimum tax, as further described in an opinion of Bond Counsel supplied to the original purchasers of such Refunding Bonds.

(v) **“Term Bonds”** means those Refunding Bonds for which mandatory redemption dates have been established in the Commitment Letter.

(w) **“Treasurer”** means the Treasurer and Tax Collector of the County.

SECTION 6. Terms of the Refunding Bonds.

(a) **Denomination, Interest, Dated Dates.** The Refunding Bonds shall be issued as bonds registered as to both principal and interest, in the denominations of \$250,000 principal amount or any integral multiple of \$1,000 in excess thereof, or in such other denominations as are required in the Commitment Letter. The Refunding Bonds will be initially registered as provided in the Commitment Letter.

Each Refunding Bond shall be dated the Date of Delivery thereof or such other date as shall appear in the Commitment Letter, and shall bear interest at the rates set forth in the Commitment Letter from the Bond Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the 16th day of the month next preceding any Bond Payment Date to that Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before the first Record Date, in which event it shall bear interest from the Date of Delivery. Interest with respect to the Refunding Bonds shall be

payable on the respective Bond Payment Dates and shall be computed on the basis of a 360-day year of twelve 30-day months.

No Refunding Bonds shall mature later than the latest maturity date of any Refunded Bond.

(b) Redemption.

(i) Optional Redemption. The Refunding Bonds shall be subject to optional redemption if and to the extent specific in the Commitment Letter.

(ii) Mandatory Redemption. Any Refunding Bonds issued as Term Bonds shall be subject to mandatory sinking fund redemption as provided in the Commitment Letter.

(iii) Notice of Redemption. When optional redemption is authorized or required pursuant to Section 6(b)(i) hereof, the Paying Agent, upon written instruction from the District, shall give notice (a "Redemption Notice") of the redemption of the Refunding Bonds. Such Redemption Notice shall specify: the Refunding Bonds which are to be redeemed, the date of redemption, the place or places where the redemption will be made, including the name and address of the Paying Agent, the redemption price, the Refunding Bond numbers of the Refunding Bonds to be redeemed, and the original issue date, interest rate and stated maturity date of each Refunding Bond to be redeemed. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Refunding Bond being redeemed at the redemption price thereof, together with the interest accrued to the redemption date thereon, and that from and after such date, interest with respect thereto shall cease to accrue.

Such Redemption Notice shall, at least 30 but not more than 45 days prior to the redemption date, be given by the Paying Agent to the respective Owners (defined herein) of Refunding Bonds designated for redemption by registered or certified mail, postage prepaid, at their addresses appearing on the Bond Register.

A certificate of the Paying Agent or the District that a notice of redemption has been given as provided herein shall be conclusive as against all parties. Neither failure to receive any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Refunding Bonds.

With respect to any notice of optional redemption of Refunding Bonds pursuant to Section 6(b)(i) hereof, unless upon the giving of such notice such Refunding Bonds shall be deemed to have been defeased pursuant to Section 18 hereof, such notice shall state that such redemption shall be conditional upon the receipt by the Paying Agent (or an independent escrow agent selected by the District) on or prior to the date fixed for such redemption of the moneys necessary and sufficient to pay the principal of, and premium, if any, and interest on, such Refunding Bonds to be redeemed, and that if such moneys shall not have been so received said notice shall be of no force and effect, the Refunding Bonds shall not be subject to redemption on such date and such Refunding Bonds shall not be required to be redeemed on such date. In the event that such notice of redemption contains such a condition and such moneys are not so received, the redemption shall not be made and the Paying Agent shall within a reasonable time thereafter (but in no event later than the date originally set for redemption) give notice to the persons to whom and in the manner in which the notice of redemption was given that such moneys were not so received. In addition, the District shall have the right to rescind any notice of redemption, by written notice to the Paying Agent on or prior

to the date fixed for redemption. The Paying Agent shall distribute notice of rescission of such notice in the same manner that the notice was originally provided.

(iv) Effect of Notice of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest accrued to the applicable date of redemption) having been set aside as provided in Section 18 hereof, the Refunding Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Refunding Bonds to be redeemed as provided in Section 6(b)(i) hereof, together with interest accrued to such redemption date, shall be held by the Paying Agent (or an independent escrow agent selected by the District), as provided in Section 18 hereof, so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Refunding Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent (or an independent escrow agent selected by the District) for the redemption of Refunding Bonds shall be held in trust for the account of the Owners of the Refunding Bonds so to be redeemed.

(v) Refunding Bonds No Longer Outstanding. When any Refunding Bonds, which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Paying Agent, in form satisfactory to it, and sufficient moneys shall be held by the Paying Agent irrevocably held in trust for the payment of the redemption price of such Refunding Bonds, and, accrued interest thereon to the date fixed for redemption, all as provided in this Resolution, then such Refunding Bonds shall no longer be deemed Outstanding and shall be surrendered to the Paying Agent for cancellation.

All Refunding Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section 6 shall be cancelled upon surrender thereof and be delivered to or upon the order of the District. A Refunding Bond purchased by the District shall be cancelled by the Paying Agent.

SECTION 7. Execution of Refunding Bonds. The Refunding Bonds shall be signed by the State Administrator, or a designee thereof, by his or her manual or facsimile signature and countersigned by the manual or facsimile signature of the Chief Business Official, or a designee thereof, all in their official capacities. No Refunding Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Refunding Bond is signed by the Paying Agent as authenticating agent. Authentication by the Paying Agent shall be conclusive evidence that the Refunding Bond so authenticated has been duly issued, signed and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

SECTION 8. Paying Agent; Transfer and Exchange. So long as any of the Refunding Bonds remain outstanding, the District will cause the Paying Agent to maintain and keep at its designated office all books and records necessary for the registration, exchange and transfer of the Refunding Bonds as provided in this Section. Subject to the provisions of Section 9 below, the person in whose name a Refunding Bond is registered on the Bond Register shall be regarded as the absolute Owner of that Refunding Bond for all purposes of this Resolution. Payment of or on account of the principal of and premium, if any, and interest on any Refunding Bond shall be made

only to or upon the order of that person; neither the District nor the Paying Agent shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the District's liability upon the Refunding Bonds, including interest, to the extent of the amount or amounts so paid.

Any Refunding Bond may be exchanged for Refunding Bonds of like tenor, maturity and transfer amount upon presentation and surrender at the designated office of the Paying Agent, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. A Refunding Bond may be transferred on the Bond Register only upon presentation and surrender of the Refunding Bond at the designated office of the Paying Agent together with an assignment executed by the Owner or by a person legally empowered to do so in a form satisfactory to the Paying Agent. Upon exchange or transfer, the Paying Agent shall complete, authenticate and deliver a new Refunding Bond or Refunding Bonds of like tenor and of any authorized denomination or denominations requested by the Owner equal to the transfer amount of the Refunding Bond surrendered and bearing or accruing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the District are required in connection with an exchange or transfer, the Paying Agent shall undertake the exchange or transfer of Refunding Bonds only after the new Refunding Bonds are signed by the authorized officers of the District. In all cases of exchanged or transferred Refunding Bonds, the District shall sign and the Paying Agent shall authenticate and deliver Refunding Bonds in accordance with the provisions of this Resolution. All fees and costs of transfer shall be paid by the requesting party. Those charges may be required to be paid before the procedure is begun for the exchange or transfer. All Refunding Bonds issued upon any exchange or transfer shall be valid obligations of the District, evidencing the same debt, and entitled to the same security and benefit under this Resolution as the Refunding Bonds surrendered upon that exchange or transfer.

Any Refunding Bond surrendered to the Paying Agent for payment, retirement, exchange, replacement or transfer shall be cancelled by the Paying Agent. The District may at any time deliver to the Paying Agent for cancellation any previously authenticated and delivered Refunding Bonds that the District may have acquired in any manner whatsoever, and those Refunding Bonds shall be promptly cancelled by the Paying Agent. Written reports of the surrender and cancellation of Refunding Bonds shall be made to the District by the Paying Agent as requested by the District. The cancelled Refunding Bonds shall be retained for three years, then returned to the District or destroyed by the Paying Agent as directed by the District.

Neither the District nor the Paying Agent will be required (a) to issue or transfer any Refunding Bonds during a period beginning with the opening of business on the 16th business day next preceding any Bond Payment Date and ending with the close of business on the Bond Payment Date or any day on which the applicable notice of redemption is given or (b) to transfer any Refunding Bonds which have been called for redemption.

SECTION 9. Payment. Payments of interest and mandatory sinking fund redemption payments on any Refunding Bond on any Bond Payment Date shall be made to the person appearing on the registration books of the Paying Agent as the Owner thereof as of the Record Date immediately preceding such Bond Payment Date, such interest and mandatory sinking fund redemption payments to be paid by check mailed to such Owner on the Bond Payment Date at his address as it appears on such registration books or at such other address as he may have filed with the

Paying Agent for that purpose on or before the Record Date. The Owner in an aggregate principal amount of \$1,000,000 or more may request in writing to the Paying Agent that such Owner be paid interest and mandatory sinking fund redemption payments by wire transfer to the bank and account number on file with the Paying Agent as of the Record Date. The principal, and redemption price (other than with respect to mandatory sinking fund redemption payments), if any, payable on the Refunding Bonds shall be payable upon maturity or earlier redemption upon surrender at the designated office of the Paying Agent. The interest, principal and premiums, if any, on the Refunding Bonds shall be payable in lawful money of the United States of America. The Paying Agent is hereby authorized to pay the Refunding Bonds when duly presented for payment at maturity, and to cancel all Refunding Bonds upon payment thereof. The Refunding Bonds are general obligations of the District, payable without limit as to rate or amount solely from the levy of *ad valorem* property taxes upon all property subject to taxation within the District. The Refunding Bonds do not constitute an obligation of the County and no part of any fund of the County is pledged or obligated to the payment of the Refunding Bonds.

SECTION 10. Form of Refunding Bonds. The Refunding Bonds shall be in substantially the form attached as Exhibit A, allowing those officials executing the Refunding Bonds to make the insertions and deletions necessary to conform the Refunding Bonds to this Resolution and the Commitment Letter or to correct or cure any defect, inconsistency, ambiguity or omission therefrom.

SECTION 11. Delivery of Refunding Bonds. The proper officials of the District shall cause the Refunding Bonds to be prepared and, following their sale, shall have the Refunding Bonds signed and delivered, together with a true transcript of proceedings with reference to the issuance of the Refunding Bonds, to the Purchaser upon payment of the purchase price therefor.

SECTION 12. Deposit of Proceeds of Refunding Bonds; Escrow Agreement. An amount of proceeds from the sale of the Refunding Bonds necessary to purchase Federal Securities, or to otherwise refund the Refunded Bonds, shall be transferred to the Escrow Agent for deposit in the escrow fund (the "Escrow Fund") established under the Escrow Agreement, which amount, if uninvested shall be sufficient, or if invested shall, together with an amount or amounts of cash held uninvested therein, shall be sufficient to refund the Refunded Bonds, all as set forth in a certificate of an Authorized Officer. Premium or proceeds received from the sale of the Refunding Bonds desired to pay all or a portion of the costs of issuing the Refunding Bonds may be deposited in the fund of the District held by a fiscal agent selected thereby and shall be kept separate and distinct from all other District funds, and those proceeds shall be used solely for the purpose of paying costs of issuance of the Refunding Bonds.

Any accrued interest received by the District from the sale of the Refunding Bonds shall be kept separate and apart in the fund hereby created and established and to be designated as the "Inglewood Unified School District, 2016 General Obligation Refunding Bonds Debt Service Fund" (the "Debt Service Fund") for the Refunding Bonds and used only for payments of principal of and interest on the Refunding Bonds and for no other purpose. The Debt Service Fund shall be held by the County and invested in the County Investment Pool maintained by the Treasurer of the County. Any premium received by the District from the sale of the Refunding Bonds may be transferred to the Debt Service Fund or applied to the payment of the costs of issuance of the Refunding Bonds, or some combination of deposits. Any excess proceeds of the Refunding Bonds not needed for the authorized purposes set forth herein for which the Refunding Bonds are being issued shall be transferred to the Debt Service Fund and applied to the payment of the principal of and interest on

the Refunding Bonds. If, after payment in full of the Refunding Bonds, there remain excess proceeds, any such excess amounts shall be transferred to the general fund of the District.

The moneys in the Debt Service Fund, to the extent necessary to pay the principal of and interest on the Refunding Bonds as the same become due and payable, shall be transferred by the County to the Paying Agent, which in turn shall pay the principal of and interest on the Refunding Bonds.

Except as required below to satisfy the requirements of Section 148(f) of the Code, interest earned on the investment of monies held in the Debt Service Fund shall be retained in the Debt Service Fund and used to pay principal and interest on the Refunding Bonds when due.

SECTION 13. Rebate Fund.

(a) General. If necessary, there shall be created and established a special fund designated the "Inglewood Unified School District 2016 General Obligation Refunding Bonds Rebate Fund" (the "Rebate Fund"). All amounts at any time on deposit in the Rebate Fund shall be held in trust, to the extent required to satisfy the requirement to make rebate payments to the United States (the "Rebate Requirement") pursuant to Section 148 of the Code, as amended (the "Code"), as the same may be amended from time to time, and the Treasury Regulations promulgated thereunder (the "Rebate Regulations"). Such amounts shall be free and clear of any lien hereunder and shall be governed by this Section and Section 14 of this Resolution and by the Tax Certificate concerning certain matters pertaining to the use and investment of proceeds of the Refunding Bonds, executed and delivered to the District on the date of issuance of the Refunding Bonds, including any and all exhibits attached thereto (the "Tax Certificate").

(b) Deposits.

(i) Within forty-five (45) days of the end of each fifth Bond Year (as such term is defined in the Tax Certificate) (1) the District shall calculate or cause to be calculated with respect to the Refunding Bonds the amount that would be considered the "rebate amount" within the meaning of Section 1.148-3 of the Rebate Regulations, using as the "computation date" for this purpose the end of such five Bond Years, and (2) the District shall deposit to the Rebate Fund from deposits from the District or from amounts available therefor on deposit in the other funds established hereunder, if and to the extent required, amounts sufficient to cause the balance in the Rebate Fund to be equal to the "rebate amount" so calculated.

(ii) The District shall not be required to deposit any amount to the Rebate Fund in accordance with the preceding sentence if the amount on deposit in the Rebate Fund prior to the deposit required to be made under this subsection (b) equals or exceeds the "rebate amount" calculated in accordance with the preceding sentence. Such excess may be withdrawn from the Rebate Fund to the extent permitted under subsection (g) of this Section.

(iii) The District shall not be required to calculate the "rebate amount" and the District shall not be required to deposit any amount to the Rebate Fund in accordance with this subsection (b), with respect to all or a portion of the proceeds of the Refunding Bonds (including amounts treated as the proceeds of the Refunding Bonds) (1) to the extent such proceeds satisfy the expenditure requirements of Section 148(f)(4)(B) or Section 148 (f)(4)(C) of the Code or Section 1.148-7(d) of the Treasury Regulations or the small issuer exception of

Section 148(f)(4)(D) of the Code, whichever is applicable, and otherwise qualify for the exception of the Rebate Requirement pursuant to whichever of said sections is applicable, or (2) to the extent such proceeds are subject to an election by the District under Section 148(f)(4)(C)(vii) of the Code to pay a one and one-half percent (1½%) penalty in lieu of arbitrage rebate in the event any of the percentage expenditure requirements of Section 148(f)(4)(C) are not satisfied, or (3) to the extent such proceeds qualify for the exception to arbitrage rebate under Section 148(f)(4)(A)(ii) of the Code for amounts in a “bona fide debt service fund.” In such event, and with respect to such amounts, the District shall not be required to deposit any amount to the Rebate Fund in accordance with this subsection (b).

(c) Withdrawal Following Payment of Refunding Bonds. Any funds remaining in the Rebate Fund after redemption of all the Refunding Bonds and any amounts described in paragraph (ii) of subsection (d) of this Section, including accrued interest, shall be transferred to the General Fund of the District.

(d) Withdrawal for Payment of Rebate. Subject to the exceptions contained in subsection (b) of this Section to the requirement to calculate the “rebate amount” and make deposits to the Rebate Fund, the District shall pay to the United States, from amounts on deposit in the Rebate Fund,

(i) not later than sixty (60) days after the end of (a) the fifth (5th) Bond Year, and (b) each fifth (5th) Bond Year thereafter, an amount that, together with all previous rebate payments, is equal to at least 90% of the “rebate amount” calculated as of the end of such Bond Year in accordance with Section 1.148-3 of the Rebate Regulations; and

(ii) not later than sixty (60) days after the payment of all Refunding Bonds, an amount equal to one hundred percent (100%) of the “rebate amount” calculated as of the date of such payment (and any income attributable to the “rebate amount” determined to be due and payable) in accordance with Section 1.148-3 of the Rebate Regulations.

(e) Rebate Payments. Each payment required to be made pursuant to subsection (d) of this Section shall be made to the Internal Revenue Service Center, Ogden, Utah 84201, on or before the date on which such payment is due, and shall be accompanied by Internal Revenue Service Form 8038-T, such form to be prepared or caused to be prepared by or on behalf of the District.

(f) Deficiencies in the Rebate Fund. In the event that, prior to the time of any payment required to be made from the Rebate Fund, the amount in the Rebate Fund is not sufficient to make such payment when such payment is due, the District shall calculate the amount of such deficiency and deposit an amount equal to such deficiency into the Rebate Fund prior to the time such payment is due.

(g) Withdrawals of Excess Amount. In the event that immediately following the calculation required by subsection (b) of this Section, but prior to any deposit made under said subsection, the amount on deposit in the Rebate Fund exceeds the “rebate amount” calculated in accordance with said subsection, upon written instructions from the District, the District may withdraw the excess from the Rebate Fund and credit such excess to the Debt Service Fund.

(h) Record Retention. The District shall retain records of all determinations made hereunder until three years after the retirement of the Refunding Bonds.

(i) Survival of Defeasance. Notwithstanding anything in this Resolution to the contrary, the Rebate Requirement shall survive the payment in full or defeasance of the Refunding Bonds.

SECTION 14. Security for the Refunding Bonds. There shall be levied on all the taxable property in the District, in addition to all other taxes, a continuing direct *ad valorem* property tax annually during the period the Refunding Bonds are Outstanding in an amount sufficient to pay the principal of and interest on the Refunding Bonds when due, which moneys when collected will be deposited in the Debt Service Fund of the District and used for the payment of the principal of and interest on the Refunding Bonds when and as the same fall due, and for no other purpose. The District covenants to cause the County to take all actions necessary to levy such *ad valorem* property tax in accordance with this Section 14 and Section 53559 of the Act. The State Administrator hereby finds and determines that such *ad valorem* taxes shall be levied specifically to pay the Refunding Bonds being issued to finance and refinance specific projects authorized by the voters of the District at the Election.

The Refunding Bonds shall, pursuant to Government Code Section 53515, be secured by a statutory lien on all revenues received pursuant to the levy and collection of *ad valorem* taxes for the payment of the Refunding Bonds.

Pursuant to Government Code sections 5450 and 5451, the District hereby pledges all revenues received from the levy and collection of *ad valorem* property taxes for the payment of the Refunding Bonds and all amounts on deposit in the Debt Service Fund to the payment of the Refunding Bonds (the "Pledged Revenues"). Such pledge shall constitute a lien on and security interest in such taxes and amounts in the Debt Service Fund. This pledge shall constitute an agreement between the District and the Owners of the Refunding Bonds to provide security for the payment of the Refunding Bonds in addition to any statutory lien that may exist.

It is the intention of the District that (i) for purposes of 11 U.S.C. §902(2)(E), the Pledged Revenues constitute "taxes specifically levied to finance one or more projects or systems" of the District and are not "general property, sales or income taxes . . . levied to finance the general purposes of" the District, and (ii) the pledge of the Pledged Revenues constitutes a pledge of "special revenues" for purposes of 11 U.S.C. §§901 *et seq.*, and that a petition filed by the District under 11 U.S.C. §§901 *et seq.*, will not operate as a stay under 11 U.S.C. §362 of the application of such Pledged Revenues to payment when due of principal of and interest on the Refunding Bonds on each payment date in accordance with Section 9 hereof. The District will not take any action inconsistent with its agreement and statement of intention hereunder, and will not deny that the pledge of the Pledged Revenues constitutes a pledge of special revenues for purposes of 11 U.S.C. §§901 *et seq.*

The moneys in the Debt Service Fund, to the extent necessary to pay the principal of and interest on the Refunding Bonds as the same become due and payable, shall be transferred by the Treasurer of the County to the Paying Agent which, in turn, shall pay such moneys to the Registered Owner. Any moneys remaining in the Debt Service Fund after the Refunding Bonds and the interest thereon have been paid in full, or provision for such payment has been made, shall be transferred to the general fund of the District.

SECTION 15. Arbitrage Covenant. The District will restrict the use of the proceeds of the Refunding Bonds in such manner and to such extent, if any, as may be necessary, so that the Refunding Bonds will not constitute arbitrage bonds under Section 148 of the Code and the applicable regulations prescribed under that Section or any predecessor section.

SECTION 16. Legislative Determinations. The State Administrator determines that all acts and conditions necessary to be performed by the District or to have been met precedent to and in the issuing of the Refunding Bonds in order to make them legal, valid and binding general obligations of the District have been performed and have been met, or will at the time of delivery of the Refunding Bonds have been performed and have been met, in regular and due form as required by law; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Refunding Bonds. Furthermore, the State Administrator finds and determines pursuant to Section 53552 of the Act that the prudent management of the fiscal affairs of the District requires that it issue the Refunding Bonds without submitting the question of the issuance of the Refunding Bonds to a vote of the qualified electors of the District.

SECTION 17. Insurance. In the event the District purchases bond insurance for the Refunding Bonds, and to the extent that the Bond Insurer makes payment of the principal of or interest on the Refunding Bonds, it shall become the Owner of such Refunding Bonds with the right to payment of principal or interest on the Refunding Bonds, and shall be fully subrogated to all of the Owners' rights, including the Owners' rights to payment thereof. To evidence such subrogation (i) in the case of subrogation as to claims that were past due interest components, the Paying Agent shall note the Bond Insurer's rights as subrogee on the registration books for the Refunding Bonds maintained by the Paying Agent upon receipt of a copy of the cancelled check issued by the Bond Insurer for the payment of such interest to the Owners of the Refunding Bonds, and (ii) in the case of subrogation as to claims for past due principal, the Paying Agent shall note the Bond Insurer as subrogee on the registration books for the Refunding Bonds maintained by the Paying Agent upon surrender of the Refunding Bonds by the Owners thereof to the Bond Insurer or the insurance trustee for the Bond Insurer.

SECTION 18. Defeasance. The Refunding Bonds may be defeased prior to maturity in the following ways:

(a) **Cash:** by irrevocably depositing with an independent escrow agent selected by the District an amount of cash which together with amounts transferred from the Debt Service Fund, if any, is sufficient to pay and discharge all Refunding Bonds outstanding and designated for defeasance (including all principal and interest thereon and redemption premiums, if any) at or before their maturity date; or

(b) **Government Obligations:** by irrevocably depositing with an independent escrow agent selected by the District noncallable Government Obligations, together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys transferred from the Debt Service Fund, if any, together with the interest to accrue thereon, be fully sufficient to pay and discharge all Refunding Bonds outstanding and designated for defeasance (including all principal and interest thereon and redemption premiums, if any) at or before their maturity date;

then, notwithstanding that any of such Refunding Bonds shall not have been surrendered for payment, all obligations of the District with respect to all such designated outstanding Refunding Bonds shall cease and terminate, except only the obligation of the independent escrow agent selected by the District to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) of this Section, to the Owners of such designated Refunding Bonds not so surrendered and paid all sums due with respect thereto.

For purposes of this Section, Government Obligations shall mean:

Direct and general obligations of the United States of America, or obligations that are unconditionally guaranteed as to principal and interest by the United States of America (which may consist of obligations of the Resolution Funding Corporation that constitute interest strips. In the case of direct and general obligations of the United States of America, Government Obligations shall include evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances where (a) a bank or trust company acts as custodian and holds the underlying United States obligations; (b) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying United States obligations; and (c) the underlying United States obligations are held in a special account, segregated from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated or assessed at least as high as direct and general obligations of the United States of America by either Standard & Poor's or by Moody's Investors Service.

SECTION 19. Other Actions, Determinations and Approvals.

(a) District officials and staff are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to proceed with the issuance of the Refunding Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

(b) The State Administrator hereby finds and determines that the total net interest cost to maturity on the Refunding Bonds plus the principal amount of the Refunding Bonds will be less than the total net interest cost to maturity on the Refunded Bonds plus the principal amount of the Refunded Bonds.

(c) The State Administrator anticipates that the Refunded Bonds will be redeemed on the first optional redemption date of such Refunded Bonds following the issuance of the Refunding Bonds.

(d) The State Administrator hereby appoints U.S. Bank National Association as Escrow Agent for the Refunding Bonds and approves the form of the Escrow Agreement on file with the State Administrator. The Authorized Officers, each alone, are hereby authorized to execute the Escrow Agreement with such changes as they shall approve, such approval to be conclusively evidenced by such individual's execution and delivery thereof.

(e) The State Administrator hereby appoints (i) RBC Capital Markets, LLC as the Placement Agent (ii) Stradling Yocca Carlson & Rauth, a Professional Corporation, as Bond Counsel and (iii) Isom Advisors, a Division of Urban Futures, Inc. as Financial Advisor with respect to the issuance of the Refunding Bonds.

(f) The provisions of this Resolution may be amended by the Commitment Letter; if the Commitment Letter so provides, the Refunding Bonds may be issued as crossover refunding bonds pursuant to Section 53558(b) of the Government Code.

SECTION 20. Resolution to the County. The State Administrator is hereby directed to provide a certified copy of this Resolution to the Treasurer immediately following its adoption.

SECTION 21. Recitals. All the recitals in this Resolution above are true and correct and the State Administrator so finds, determines and represents.

SECTION 22. Effective Date. This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 9th day of March, 2016, by the following vote:



State Administrator
Inglewood Unified School District