# STRATEGIC EXECUTION PLAN (CFO) SUPPLEMENT A

# USE OF GENERAL OBLIGATION BOND PROCEEDS TO REPLACE OTHER SOURCES OF FUNDING FOR PROJECTS ON THE BOND PROJECT LIST: REFINANCING CERTAIN OUTSTANDING CERTIFICATES OF PARTICIPATION AND FUNDING CERTAIN PROJECTS



Prepared by:

Office of the Chief Financial Officer Los Angeles Unified School District

## **December 20, 2005**

### **Strategic Execution Plan (CFO)**

Use of General Obligation Bond Proceeds to Replace Other Sources of Funding for Projects on the Bond Project List – Refinancing Certain Outstanding Certificates of Participation and Funding Certain Capital Projects

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# STRATEGIC EXECUTION PLAN (CFO) SUPPLEMENT A DECEMBER 20, 2005

Use of General Obligation Bond Proceeds to Replace Other Sources of Funding for Projects on the Bond Project List – Refinancing Certain Outstanding Certificates of Participation and Funding Certain Capital Projects

<u>Preface.</u> This Supplement A supplements the Strategic Execution Plan (CFO) dated as of May 11, 2004 that pertained to the District's Measure R bond authorization. It is intended that this Supplement A be added in its entirety to the said Strategic Execution Plan.

Part A. Background. In July 2005, the Board of Education of the District (the "Board") approved ballot language, a Bond Project List and a Tax Statement for a \$3.985 billion general obligation bond authorization that was approved by voters at an election on November 8, 2005 (the "Measure Y Authorization"). Part 1 of the Bond Project List: New Construction/Acquisition Projects set forth in the Measure Y Authorization includes, among other things, the following language pertaining to certain uses of proceeds of the Measure Y bonds (the "Bonds"):

"Proceeds of the Bonds may be used to replace other sources of funding for projects contained on the Bond Project List, for example, to refund certificates of participation, when such replacement or refunding is lawful and deemed by the District to be appropriate."

Since the District first issued certificates of participation ("COPs") in 1986, a total of approximately \$930 million of projects have been funded using this method of borrowing. Excluding administrative facilities such as the Beaudry Building and equipment projects funded with COPs, the District has paid an estimated \$301.6 million of debt service to date and will pay an additional \$331.9 million of debt service in the future on COPs that have funded facilities projects alone, for a total of \$633.5 million, as provided in Table 1 in Appendix A.

The District is in the process of addressing budget solutions for Fiscal Year 2005-06 and Fiscal Year 2006-07. Proposed solutions include using up to \$190 million of Measure Y general obligation bond proceeds to replace the General Fund as the funding source for certain COPs issues that funded facilities and capital projects that are in keeping with the Measure Y Bond Project List. Given the District's historical commitment to use its General Fund and Capital Facilities Fund to fund facilities and capital projects, this proposed use of Measure Y funds is reasonable. Thus, this Supplement A includes a project whereby \$190 million of Measure Y funds are used to reduce the District's COPs debt burden.

An additional project included in this Supplement A is the allocation of \$50 million of proceeds of the Bonds for administrative oversight work on Measure Y projects. This oversight work is expected to cost \$10 million annually in each of the five fiscal years beginning Fiscal Year 2005-06. On November 9, 2004 the State Attorney General opined that such costs fall within the purposes of Proposition 39, pursuant to which the Measure Y election was held and the Bonds will be issued. The District will establish and maintain time reporting/accounting systems that will document such work done by administrators to specific bond projects.

Thus, this Strategic Plan (CFO) sets forth the following two projects (the "Projects"):

- Project 1. \$190 million to replace the General Fund as the source of funding for certain outstanding certificates of participation ("COPs");
- Project 2. \$50 million to fund administrative oversight work attributable to Measure Y projects; and

The purpose of this Strategic Execution Plan (CFO) is to provide the scope of work, cost plan and proposed schedule for the Projects.

#### Part B. Scope of Work

<u>The Projects</u>. Funding of all or a portion of the Projects will be accomplished initially through the issuance of the first series of Bonds expected to be completed in February 2006. Future series may also be utilized, but the total amount of Measure Y Authorization will not exceed \$240 million.

The funding of Project 1 will require the CFO to identify a plan of finance that determines which COPs issues to fund with Measure Y proceeds. The Office of the Chief Financial Officer (the "CFO") has prepared Table 2 in Appendix B that summarizes the District's outstanding certificates of participation ("COPs") and the projects they funded. Highlighted in yellow in Table 2 are outstanding COPs issues that funded projects consistent with those on the Measure Y Bond Project List. For purposes of presentation, the CFO identified outstanding COPs as of July 1, 2005.

The CFO proposes to use the entire \$190 million listed in Project 1 to replace the General Fund as the funding source for certain COPs issues. The District's General Fund needs as much relief as possible to free resources for other educational purposes in the current fiscal environment. Thus, the plan will be to allocate the \$190 million toward COPs being paid from General Fund resources rather than to COPs being paid from Capital Facilities Fund resources while assuring that the selected COPs issues funded projects consistent with the Measure Y Bond Project List.

Following are the critical elements in the Scope of Work for the Projects:

1. Select bond and tax counsel, financial advisor(s) and underwriter(s) to develop the plan of finance for the Projects. As of December 1, 2005, the CFO has selected

these financing team members from the bond and tax counsel, financial advisor and underwriting benches that have been formed based upon a competitive RFP process.

- 2. Review each eligible COPs issue for Project 1 with bond and tax counsel to:
  - (a) Confirm eligibility, i.e. that the projects funded by the COPs are projects eligible for funding with Measure Y proceeds;
  - (b) Identify bond law and/or tax issues related to how Measure Y proceeds can be used to prepay and/or defease COPs payments or to redeem COPs principal.
- 3. Review each eligible COPs issue for Project 1 with the financial advisor(s) and underwriter(s) to:
  - (a) Analyze the impacts of allocating up to \$190 million to one-time or ongoing General Fund budget relief;
  - (b) Identify which eligible COPs issues should be included in the plan of finance;
  - (c) Evaluate potential financing approaches relative to the District's Debt Policy;
  - (d) Preserve the District's credit ratings;
  - (e) Assure that the structuring of the bond issue keeps the resulting tax levy within Proposition 39 requirements.
- 4. Prepare the Bond issue for sale by finalizing the structure and obtaining ratings.
- 5. Complete the sale of the Bonds and use the proceeds to fund Projects 1 and 2.

<u>Part C. Cost Estimates</u>. It is expected that funding for all or a portion of the Projects will be obtained through the first issuance of Measure Y bonds (which may be comprised of one or more series of bonds). Other components of the Measure Y program may be funded along with the Projects if approved Strategic Execution Plan(s) are in place at the time of the first issuance of Measure Y bonds. If the Projects are not completed through the first issuance, future series may be issued, but the total Measure Y Authorization applied to Projects 1 and 2 will not exceed \$240 million.

Based upon the costs associated with the District's prior Proposition BB, Measure K and Measure R bond issues as well as projects involving a scope of work similar to this Supplement A, the CFO has prepared a conservative budget for the estimated costs of issuance and underwriting. The detailed estimates are provided in Appendix C.

In addition, this Supplement A notes that \$5.6 million will be included in the Costs of Issuance Fund established for the Bonds to pay the actual costs of the Measure Y election (preparation of ballots, polling booth expenses and vote counting and reporting). The funding of the Costs of Issuance Fund is from original issue premium (from the underwriters' spread) due to the sale of the Bonds.

Regarding election costs, the District's policy is to thoroughly audit the supporting documentation underlying the invoice received from the City and/or County for election costs before paying said invoice. In the case of the Measure Y election costs, the District has not yet completed an audit but has estimated the election costs to be approximately \$5.6 million.

<u>Part D. Proposed Schedule</u>. It is vital that the Projects be funded in a timely manner so that General Fund budget relief will be achieved in Fiscal Year 2005-06 and beyond. The CFO anticipates that it will take approximately 8 weeks to complete the Projects. A preliminary schedule for the transaction is provided in Appendix D.



Table 1
COPs Debt Service Paid for Facilities Projects - Excludes Beaudry Administration COPs, Equipment Financings (IT, E-Rate, Buses, A/C, Other Equipment and Miscellaneous Non-facilities) (amounts are in \$ thousands)

| F: 1   | Bravo Me                                    | edical Magn  | et School                                |                                     | Amb   | assador   |  |   | Belmont  | Land Bank                            | 21.10/  | 00.50/  | Po  | ortable Cla     |   | ther Schoo   | l Facilities  |  | 700/  | 250/                                     | TD 4.1  |
|--|---|--|--|-------------------------------------|---|---|--|---|--|--------------------------------------|---|---|---|-----------------|---|--|---|--|---|--|---|
| Fiscal<br>Year   | 1988 COPs                                   | 1991 COPs  | 2002 COPs                                | 1990                                | 1993  | 1998  | Land Bank II<br>2001D                    | 1996A   | 1997   | 2001A                                | 31.1%<br>1989   | 90.5%<br>1990A  | 1991A   | 1996B           | QZABs<br>2000A  | 2000B  | 2002B   | 2003A  | 50%<br>2004A  | 35%<br>2004B                             | Total<br>Cost   |
| 1987<br>1988<br>1989<br>1990<br>1991<br>1992<br>1993<br>1994<br>1995<br>1996<br>1997<br>1998<br>1999<br>2000<br>2001<br>2002<br>2003<br>2004<br>2005   | Cap Int.<br>Cap Int.<br>Cap Int.<br>2,952.8 | Cap Int. 6,345.6 4,678.4 4,678.1 4,677.0 4,679.8 4,676.6 4,681.5 4,680.3 4,677.4 836.0 | 2,900.6<br>3,745.5<br>3,745.8<br>3,744.0 | Cap. Int.<br>Cap. Int.<br>Cap. Int. | 1,742.2<br>5,695.8<br>5,689.0<br>5,681.8<br>5,678.1 | 4,144.9<br>5,522.6<br>5,526.2<br>5,520.2<br>5,524.8<br>5,526.3<br>5,524.1                       | 1,200.0<br>2,400.0<br>2,400.0<br>2,400.0 | 1,515.9<br>4,820.9<br>4,817.7<br>4,811.8<br>4,813.3<br>4,808.4<br>4,802.0<br>4,798.2<br>4,976.2                       | 3,500.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0   | 2,708.0<br>2,779.6<br>253.4<br>506.8 | Cap. Int. 216.2 1,217.7 1,216.9 1,215.2 1,212.4 1,209.6 1,206.4 1,203.9 | Cap. Int. 412.1 2,341.0 2,471.0 2,133.3 2,137.1 2,140.5 2,133.3 2,128.9 201.2 | Missing<br>Missing<br>Missing<br>Missing<br>Missing<br>Missing<br>Missing | 789.5<br>Called | 2,542.2<br>2,542.2<br>2,542.2<br>2,542.2<br>2,542.2                       | 665.9<br>5,009.4<br>5,029.2<br>5,024.1<br>4,685.0              | 341.4<br>3,289.3  | 235.4  | 660.0   | 531.5                                    | 3,169.0<br>1,629.7<br>9,903.5<br>10,106.9<br>13,719.6<br>13,712.7<br>18,724.3<br>26,302.3<br>22,773.0<br>22,215.9<br>25,225.1<br>32,524.8<br>34,164.7<br>34,814.5<br>32,038.2   |
| Total To Date  | 2,952.8                                     | 44,610.6   | 14,135.9                                 | -                                   | 24,486.9  | 37,289.1  | 8,400.0                                  | 40,164.4  | 59,500.0   | 6,247.7                              | 8,698.3   | 16,098.4  | -   | 789.5           | 12,711.0  | 20,413.6   | 3,630.7   | 235.4  | 660.0   | 531.5                                    | 301,024.1   |
| Future Paym  | ents  |  |  |                                     |   |   |  |   |  |                                      |   |   |   |                 |   |  |   |  |   |  |   |
| 2006<br>2007<br>2008<br>2009<br>2010<br>2011<br>2012<br>2013<br>2014<br>2015<br>2016<br>2017<br>2018<br>2019<br>2020<br>2021<br>2022<br>2023<br>2024<br>2025<br>2026<br>2027<br>2028<br>2029 |   |  | 3,745.0<br>3,743.3<br>3,748.5            |                                     |   | 5,524.1<br>5,525.6<br>5,523.1<br>5,521.5<br>5,519.2<br>5,521.7<br>5,520.1<br>5,523.5<br>5,523.0 |  | 4,790.9<br>4,786.8<br>4,783.1<br>4,778.9<br>4,773.6<br>4,766.2<br>4,757.5<br>4,748.9<br>4,742.1<br>4,738.3<br>4,731.6 | 7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0<br>7,000.0 |                                      |   |   |   |                 | 2,542.2<br>2,542.2<br>2,542.2<br>2,542.2<br>2,542.2<br>2,542.2<br>2,542.2 | 4,684.3<br>4,131.8<br>3,820.6<br>1,132.9<br>1,129.2<br>1,128.4 | 3,836.5<br>3,831.5<br>3,841.1<br>3,839.1<br>3,818.3<br>3,810.6<br>3,805.2 | 1,032.6<br>1,033.6<br>1,033.1<br>1,035.9<br>1,027.3<br>1,032.1<br>1,037.5<br>1,033.9<br>684.4<br>679.1<br>677.4<br>679.5<br>679.9<br>678.9<br>677.1<br>674.2<br>191.0<br>674.7<br>188.5<br>191.7 | 977.7<br>977.7<br>977.7<br>1,354.5<br>4,680.4<br>4,678.3<br>4,678.2<br>4,679.2<br>4,679.0 | 787.4<br>787.4<br>3,085.2<br>-<br>-<br>- | 29,264.2<br>33,576.4<br>33,260.3<br>27,204.2<br>30,519.6<br>30,482.3<br>29,341.2<br>22,985.0<br>17,105.5<br>12,417.4<br>12,409.1<br>7,679.5<br>679.9<br>677.1<br>674.2<br>191.0<br>674.7<br>188.5<br>191.7<br>189.6<br>192.0<br>189.0 |
| Future Cost  | _   | -  | 11,236.8                                 | -                                   | -   | 49,701.9  | -  | 57,151.4  | 91,000.0   | -                                    | -   | -   | _   | -               | 17,795.4  | 16,027.2   | 26,782.2  | 15,513.1   | 32,363.4  | 5,447.4                                  | 317,571.3   |



COPS Currently Being Paid From General Fund Are Highlighted in Yellow

| Issue<br>COPs Paid from | Date       | Principal   |  |                     | Debt Service |            |            |  |  |
|-------------------------|------------|-------------|--|---------------------|--------------|------------|------------|--|--|
| COPs Paid from          |            | Principal   | Funded   | Funded by Project*  | FY 2004-05   | FY 2005-06 | FY 2006-07 |  |  |
|                         | General Fu | ınd:        |  |                     |              |            |            |  |  |
| 2000 A (QZAB)           | 5/23/2000  | 15 222 250  | 29 projects at 9 District academies; 2 charter | 30,146,700          |              |            | 2,537,225  |  |  |
| 2000 A (QZAB)           | 3/23/2000  | 13,223,330  | schools added to projects                      | 30,140,700          | -            | -          | 2,337,223  |  |  |
| 2001 Series B           | 11/6/2001  | 68,890,000  | Improvements to Beaudry Building               | 59,707,608          | -            |            | 3,444,500  |  |  |
|                         | 12/19/2002 |             | E-Rate K-8 Computers                           | 22,000,000          | -            | 24,250     | 2,443,200  |  |  |
| 2002 Selles B           | 12/19/2002 | 30,280,000  | E-Rate Fourth Year Match                       | 3,200,000           | _            | 24,230     | 2,443,200  |  |  |
|                         |            |             | New school furniture and equipment             | 2,600,000           |              |            |            |  |  |
|                         |            |             | Telephone equipment                            | 5,000,000           |              |            |            |  |  |
|                         |            |             | FEMA hazard mitigation                         | 2,700,000           |              |            |            |  |  |
|                         |            |             | Other capital outlay reductions - 5 year       | 98,392              |              |            |            |  |  |
|                         |            |             | Portables                                      | 20,800,000          |              |            |            |  |  |
|                         |            |             | LACES Sports Facility                          | 10,100,000          |              |            |            |  |  |
|                         |            |             | M&O parking for gardening vehicles             | 2,500,000           |              |            |            |  |  |
|                         |            |             | Other capital outlay reductions - 10 year      | 3,528,717           |              |            |            |  |  |
|                         |            |             | Auditorium air conditioning                    | 32,500,000          |              |            |            |  |  |
|                         |            |             | Gymnasium air conditioning                     | 14,800,000          |              |            |            |  |  |
|                         |            |             | Park Avenue Elementary environmental           | 9,400,000           |              |            |            |  |  |
|                         |            |             | remediation.                                   |                     |              |            |            |  |  |
|                         |            |             | Museum School                                  | 3,500,000           |              |            |            |  |  |
| 2002 Series C           | 12/19/2002 | 8,950,000   | HVAC upgrades to Beaudry; upgrades to          | 8,700,000           | -            | -          | 606,100    |  |  |
|                         |            |             | 12th floor of Beaudry and painting and         |                     |              |            |            |  |  |
|                         |            |             | lighting upgrades of the garage                |                     |              |            |            |  |  |
| 2003 A                  | 6/26/2003  | 78,900,000  | Portable classrooms                            | 3,100,000           | -            | -          | 14,639,399 |  |  |
|                         |            |             | Park Avenue Elementary environmental           | 6,800,000           |              |            |            |  |  |
|                         |            |             | remediation.                                   |                     |              |            |            |  |  |
|                         |            |             | Air conditioning                               | 7,000,000           |              |            |            |  |  |
|                         |            |             | Parking facility (Maxine Waters)               | 3,000,000           |              |            |            |  |  |
|                         |            |             | Information Technology projects                | 88,300,000          |              |            |            |  |  |
| 2003 B                  | 6/26/2003  | 30,065,000  | Warehouse                                      | 33,000,000          | -            | -          | 2,163,386  |  |  |
| 2004 A                  | 7/13/2004  |             | COPs Restructuring*                            | 54,460,594          | 1,319,900    | 1,955,400  | 1,955,400  |  |  |
| 2004 B                  | 7/13/2004  | 6,925,000   | COPs Restructuring**                           | 4,000,000           | 1,518,600    | 2,249,700  | 2,249,700  |  |  |
| 2005 Series A           | 5/24/2005  | 86,525,000  | Acquisition of fee title to Beaudry Building   | 20,000,000          | 1,000,000    | 1,238,968  | 3,510,499  |  |  |
| (refunded 2001 S        | eries C)   |             | Purchase of Z debt                             | 39,000,000          |              |            |            |  |  |
| ĺ                       |            |             | Purchase of ZZ debt                            | 15,500,000          |              |            |            |  |  |
| 2005 Series B           | 5/24/2005  | 21,340,000  | Improvements to Beaudry Building               | 20,000,000          |              |            |            |  |  |
|                         |            | 315,933,350 | <u> </u>                                       | Total General Fund  | 3,838,500    | 5,468,318  | 33,549,409 |  |  |
|                         |            | , ,         | Fund (net of 2004 COPs attributable to Beau    | udry and Warehouse) | 3,079,755    | 4,344,274  | 32,425,365 |  |  |

LAUSD COPs Database

|       | Issue | Outstanding | Projects | Amount             | Debt Service                     |
|-------|-------|-------------|----------|--------------------|----------------------------------|
| Issue | Date  | Principal   | Funded   | Funded by Project* | FY 2004-05 FY 2005-06 FY 2006-07 |

COPs Paid From Capital Facilities Account: Note: Belmont COPs are being paid from developer fees, not GF.

| (Terunded 1990)  | Scries A) | 131,630,000 |  | Facilities Account | 25,049,265 | 20,899,838 | 20,648,625 |
|------------------|-----------|-------------|--|--------------------|------------|------------|------------|
| (refunded 1996 S | 1         |             | King Drew Medical Magnet School Parking lot at East LA Skills Center | 1,500,000          | 4,790,103  | 040,438    | 947,923    |
| 2005 Series C    | 10/1/1996 |             | of Francisco Bravo Medical Magnet School                             | 54,300,000         | 4,796,165  | 646,438    | 947,925    |
|                  |           |             | refunded 1985 COP that funded construction                           |                    |            |            |            |
| 2002 Series A    | 3/6/2002  |             | Current refunding of 1992 COPs that advance                          | 36,872,566         | 3,744,000  | 3,745,000  | 3,743,300  |
|                  |           |             | Construction for Venice LA Skills Center                             | 1,500,000          |            |            |            |
|                  |           |             | Construction for East LA Skills Center                               | 2,000,000          |            |            |            |
|                  |           |             | Preparation Center   |                    |            |            |            |
|                  |           |             | Construction for Maxine Waters Employment                            | 5,000,000          |            |            |            |
|                  |           |             | Improvements at San Pedro HS sports fields                           | 700,000            |            |            |            |
|                  |           |             | round schools and gymnasiums at multi-track                          |                    |            |            |            |
|                  |           |             | Air conditioning for auditoriums at year-                            | 14,600,000         |            |            |            |
|                  |           |             | Portable classrooms for Children's Centers                           | 2,200,000          |            |            |            |
|                  |           |             | enrollment growth  | 19,000,000         |            |            |            |
| 2000 Series B    | 10/4/2000 | 14,875,000  | E-Rate Portable classrooms for 9th Grade CSR and                     | 115,000,000        | 4,685,000  | 4,684,300  | 4,131,800  |
|                  |           |             | 1993 COPs that had refinanced 1990 COPs                              |                    |            |            |            |
| 1998-A           | 6/10/1998 | 39,355,000  | Ambassador acquisition deposit; refinanced                           | 60,872,290         | 5,524,100  | 5,524,100  | 5,525,600  |
| 1997 Series A    | 12/9/1997 | 67,200,000  | Belmont Learning Complex   | 89,810,434         | 6,300,000  | 6,300,000  | 6,300,000  |



## Appendix C Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series A&B (2006)

| DISCLOSURE COUNSEL   45,000   2,500                               |   |             |
|---|---|-------------|
| Items included in "Costs of Issuance" category within Uses of Funds:    BOND COUNSEL  |   |             |
| BOND COUNSEL  DISCLOSURE COUNSEL  A5,000 PAYING AGENT  ESCROW AGENT  DISSEMINATION FEE  VERIFICATION AGENT FEE  POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series  POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series  POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET  \$0,000  MOODY'S RATING FEE  \$50,000  MOODY'S RATING FEE  \$50,000  FITCH RATING FEE  \$50,000  FINANCIAL ADVISORY FEES  \$125,000  FINANCIAL ADVISORY FEES  \$15,000  INVESTMENT ADVISORY FEE  \$30,000  RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  **Grand Total COI**  6,121,800  Underwriting and Insurance costs:  **Subtotal: Underwriting and Insurance}**  \$1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000   |   | (ESTIMATED) |
| BOND COUNSEL  DISCLOSURE COUNSEL  A5,000 PAYING AGENT  ESCROW AGENT  DISSEMINATION FEE  VERIFICATION AGENT FEE  POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series  POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series  POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET  \$0,000  MOODY'S RATING FEE  \$50,000  MOODY'S RATING FEE  \$50,000  FITCH RATING FEE  \$50,000  FINANCIAL ADVISORY FEES  \$125,000  FINANCIAL ADVISORY FEES  \$15,000  INVESTMENT ADVISORY FEE  \$30,000  RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  **Grand Total COI**  6,121,800  Underwriting and Insurance costs:  **Subtotal: Underwriting and Insurance}**  \$1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000  1,165,000   | Items included in "Costs of Issuance" category within Uses of Funds:      |             |
| DISCLOSURE COUNSEL   45,000   2,500                               |   |             |
| PAYING AGENT ESCROW AGENT 2,500 DISSEMINATION FEE 1,000 POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET 1,000 S & P RATING FEE 50,000 MOODY'S RATING FEE 50,000 FITCH RATING FEE 50,000 PRINTING/MAILING OF P.O.S. AND O.S. 18,000 FINANCIAL ADVISORY FEES 15,000 INVESTMENT ADVISORY FEE 30,000 RATING MEETINGS AND BOOKLETS 10,000 MISCELLANEOUS (cushion)  Grand Total COI 6,121,800 Underwriting and Insurance costs:  Subtotal: Underwriting and Insurance 1,165,000  Subtotal: Underwriting and Insurance 1,165,000  | BOND COUNSEL  | 100,000     |
| ESCROW AGENT DISSEMINATION FEE  DISSEMINATION FEE  POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series 1,800 POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET 1,000 S & P RATING FEE 50,000 MOODY'S RATING FEE 50,000 PRINTING/MAILING OF P.O.S. AND O.S. FINANCIAL ADVISORY FEES 125,000 INVESTMENT ADVISORY FEE 30,000 RATING MEETINGS AND BOOKLETS 10,000 MISCELLANEOUS (cushion)  Grand Total COI  Underwriting and Insurance costs:  Subtotal: Underwriting and Insurance 1,165,000  Subtotal: Underwriting and Insurance 1,165,000  Subtotal: Underwriting and Insurance 1,165,000  | DISCLOSURE COUNSEL  | 45,000      |
| DISSEMINATION FEE   1,000                                 | PAYING AGENT  | 2,500       |
| DISSEMINATION FEE   1,000                                 | ESCROW AGENT  | 2,500       |
| POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series  POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET  \$0,000 S & P RATING FEE  \$1,000 MOODY'S RATING FEE  \$50,000 PRINTING/MAILING OF P.O.S. AND O.S.  \$18,000 PRINTING/MAILING OF P.O.S. AND O.S.  \$18,000 FINANCIAL ADVISORY FEES  \$125,000 FINANCIAL ADV. DISBURSEMENTS  \$15,000 RATING MEETINGS AND BOOKLETS  \$10,000 MEASURE Y ELECTION COSTS  \$5,600,000 MISCELLANEOUS (cushion)  \$\$15,000  Grand Total COI  \$\$6,121,800  Underwriting and Insurance costs:  \$\$Subtotal: Underwriting and Insurance  \$\$1,165,000  \$\$1,165,000   | DISSEMINATION FEE   | 1,000       |
| POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET  \$ & P RATING FEE  \$ 50,000  FITCH RATING FEE  \$ 50,000  FITCH RATING FEE  \$ 50,000  FINANCIAL ADVISORY FEES  \$ 125,000  FINANCIAL ADV. DISBURSEMENTS  \$ 15,000  INVESTMENT ADVISORY FEE  \$ 30,000  RATING MEETINGS AND BOOKLETS  \$ 5,600,000  MISCELLANEOUS (cushion)  ### Grand Total COI  ### Cand Total COI  ### Conderwriting and Insurance costs:    BOND INSURANCE  | VERIFICATION AGENT FEE  | 5,000       |
| \$ & P RATING FEE \$50,000 MOODY'S RATING FEE \$50,000 FITCH RATING FEE \$50,000 FITCH RATING FEE \$50,000 FITCH RATING FEE \$50,000 FINANCIAL ADVISORY FEES \$18,000 FINANCIAL ADVISORY FEES \$15,000 FINANCIAL ADVISORY FEE \$15,000 FINANCIAL FINANCIAL FEED \$15,000 FINANCIAL FI | POSTING OF POS ON INTERNET AND E-MAIL DISTRIBUTION OF POS; \$1,800/series | 1,800       |
| MOODY'S RATING FEE  | POSTING OF INVESTOR MEETING INVITATION AND BOOKLET ON INTERNET            | 1,000       |
| FITCH RATING FEE  PRINTING/MAILING OF P.O.S. AND O.S.  FINANCIAL ADVISORY FEES  FINANCIAL ADV. DISBURSEMENTS  INVESTMENT ADVISORY FEE  RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  Grand Total COI  6,121,806  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  S0,000  15,000  6,121,806  Subtotal: Underwriting and Insurance  1,165,006  | S & P RATING FEE  | 50,000      |
| PRINTING/MAILING OF P.O.S. AND O.S.  FINANCIAL ADVISORY FEES  FINANCIAL ADV. DISBURSEMENTS  INVESTMENT ADVISORY FEE  RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  Grand Total COI  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000  | MOODY'S RATING FEE  | 50,000      |
| FINANCIAL ADVISORY FEES  FINANCIAL ADV. DISBURSEMENTS  INVESTMENT ADVISORY FEE  RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  Grand Total COI  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  125,000  15,000  6,000  6,121,800  Subtotal: Underwriting and Insurance  1,165,000  | FITCH RATING FEE  | 50,000      |
| FINANCIAL ADV. DISBURSEMENTS INVESTMENT ADVISORY FEE RATING MEETINGS AND BOOKLETS MEASURE Y ELECTION COSTS MISCELLANEOUS (cushion)  Grand Total COI  Underwriting and Insurance costs:  BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000   | PRINTING/MAILING OF P.O.S. AND O.S.                                       | 18,000      |
| INVESTMENT ADVISORY FEE RATING MEETINGS AND BOOKLETS MEASURE Y ELECTION COSTS MISCELLANEOUS (cushion)  Grand Total COI  6,121,800  Underwriting and Insurance costs:  BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000   | FINANCIAL ADVISORY FEES   | 125,000     |
| RATING MEETINGS AND BOOKLETS  MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  Grand Total COI  6,121,800  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000  | FINANCIAL ADV. DISBURSEMENTS  | 15,000      |
| MEASURE Y ELECTION COSTS  MISCELLANEOUS (cushion)  Grand Total COI  6,121,800  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000  | INVESTMENT ADVISORY FEE   | 30,000      |
| MISCELLANEOUS (cushion)  Grand Total COI  6,121,800  Underwriting and Insurance costs:  BOND INSURANCE  UNDERWRITING FEES  Subtotal: Underwriting and Insurance  1,165,000  | RATING MEETINGS AND BOOKLETS  | 10,000      |
| Underwriting and Insurance costs:  BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance 1,165,000   | MEASURE Y ELECTION COSTS  | 5,600,000   |
| Underwriting and Insurance costs:  BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance 1,165,000   | MISCELLANEOUS (cushion)   | 15,000      |
| BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance 1,165,000  | Grand Total COI   | 6,121,800   |
| BOND INSURANCE UNDERWRITING FEES  Subtotal: Underwriting and Insurance 1,165,000  |   |             |
| UNDERWRITING FEES  665,000  Subtotal: Underwriting and Insurance 1,165,000  | Underwriting and Insurance costs:   |             |
| UNDERWRITING FEES  665,000  Subtotal: Underwriting and Insurance 1,165,000  | BOND INSURANCE  | 500.000     |
|   | UNDERWRITING FEES   | 665,000     |
| Grand Total, All Costs 7,286,800  | Subtotal: Underwriting and Insurance                                      | 1,165,000   |
|   | Grand Total, All Costs  | 7,286,800   |

 $<sup>*\</sup> LEAD\ UNDERWRITERS\ WILL\ OBTAIN\ AND\ PAY\ FOR\ DTC\ ELIGIBILITY\ AND\ ALL\ OTHER\ DIRECT\ UNDERWRITING\ EXPENSES\ (DALCOMP,\ CDIAC,\ MSRB,\ PSA,\ CAL\ PSA\ etc.).$ 



# Tamalpais Advisors, Inc.

LOS ANGELES UNIFIED SCHOOL DISTRICT GENERAL OBLIGATION BONDS, ELECTION OF 2004 SERIES F (2006), MEASURE R GENERAL OBLIGATION BONDS, ELECTION OF 2005 SERIES A AND B (2006), MEASURE Y

(as of December 13, 2005)

#### TIME AND RESPONSIBILITY SCHEDULE

|              |              | D  | ecem         | ıber |    |              |              | January      |    |              |    |              |              |              | February |    |              |    |              |              |  |
|--------------|--------------|----|--------------|------|----|--------------|--------------|--------------|----|--------------|----|--------------|--------------|--------------|----------|----|--------------|----|--------------|--------------|--|
| $\mathbf{S}$ | $\mathbf{M}$ | T  | $\mathbf{W}$ | T    | F  | $\mathbf{S}$ | $\mathbf{S}$ | $\mathbf{M}$ | T  | $\mathbf{W}$ | T  | $\mathbf{F}$ | $\mathbf{S}$ | $\mathbf{S}$ | M        | T  | $\mathbf{W}$ | T  | $\mathbf{F}$ | $\mathbf{S}$ |  |
|              |              |    |              | 01   | 02 | 03           | 01           | 02           | 03 | 04           | 05 | 06           | 07           |              |          |    | 01           | 02 | 03           | 04           |  |
| 04           | 05           | 06 | 07           | 08   | 09 | 10           | 08           | 09           | 10 | 11           | 12 | 13           | 14           | 05           | 06       | 07 | 08           | 09 | 10           | 11           |  |
| 11           | 12           | 13 | 14           | 15   | 16 | 17           | 15           | 16           | 17 | 18           | 19 | 20           | 21           | 12           | 13       | 14 | 15           | 16 | 17           | 18           |  |
| 18           | 19           | 20 | 21           | 22   | 23 | 24           | 22           | 23           | 24 | 25           | 26 | 27           | 28           | 19           | 20       | 21 | 22           | 23 | 24           | 25           |  |
| 25           | 26           | 27 | 28           | 29   | 30 | 31           | 29           | 30           | 31 |              |    |              |              | 26           | 27       | 28 |              |    |              |              |  |

#### **Abbreviations:**

| Los Angeles Unified School District                         | D   |
|---|-----|
| County of Los Angeles                                       | CLA |
| Sidley Austin Brown & Wood LLP, as Bond Counsel             | BC  |
| Sidley Brown Austin & Wood LLP, as Tax Counsel              | TC  |
| Hawkins, Delafield & Wood, as Disclosure Counsel            | DSC |
| Tamalpais Advisors, Inc Kelling Northcross & Nobriga        |     |
| as Financial Advisor  | FA  |
| Banc of America Securities, as Representation of            |     |
| Measure Y Underwriters, and Merrill Lynch as                |     |
| Representation of Measure R Underwriters                    | UW  |
| County of Los Angeles Counsel, as County Counsel            | CC  |
| The Depository Trust Company of New York                    | DTC |
| Public Financial Management, as Investment Advisor          | IA  |
| , as Printer  | PR  |
| Squires Sanders and Nixon Peabody, as Underwriters' Counsel |     |
| on the Series A and B Bonds and Series F Bonds              |     |
| respectively  | UC  |
| , as Verification Agent                                     | VA  |

3030 Bridgeway, Suite 340 Sausalito, California 94965 Phone: (415) 331-4473 Fax: (415) 331-4479 jbuckley@tamadvisors.com Los Angeles Unified School District GO Bonds, Measure R, Series F (2006); GO Bonds, Measure Y, Series A and B (2006) Time and Responsibility Schedule Page 2

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- ☐ Refers to Measure Y Bonds
- \* Refers to Measure R Bonds

| Date    |             |    | Event  | Responsibility       |
|---------|-------------|----|--|----------------------|
| Nov. 18 |             | ፨  | First draft of District Resolution and Reimbursement Resolution<br>Commence review of Facilities cash flows  | BC, DSC<br>D, FA, TC |
| Nov. 21 |             |    | Board Report prepared for Board review   | D                    |
| Nov. 23 |             | 銏  | Underwriter mini-RFPs due  | D, FA                |
| Dec. 1  |             | 畿  | Measure Y and Measure R Bonds previewed to Budget and Finance  | D                    |
|         |             | 畿  | Committee Underwriting teams are selected Comments due on documents  | FA, D                |
| Dec. 5  |             | 畿  | All-hands meeting, 10:30 a.m. Agenda deadline for December 13 Board of Education meeting; Board Report due   | All<br>D, FA, BC     |
|         |             |    | •  | BC                   |
| Dec. 6  |             | ** | RFPs for Printer, Escrow Agents, Verification Agent and Paying Agent distributed   | D, FA                |
| Dec. 12 |             | 畿  | Circulation of POSs and Escrow Agreement   | DSC                  |
| Dec. 13 |             |    | Board Report, Resolution and Reimbursement Resolution are  | D, BC                |
|         |             | ** | presented to Board (first reading) First Interim due Circulation of County Resolution and Purchase Contract  | D<br>BC, UC          |
| Dec. 14 |             | 畿  | Rating Agency update conference call re: First Interim (tent.)   | D, FA                |
| Dec. 15 |             | 銏  | Responses to RFPs for Printer, Escrow Agents, Verification Agent   | D, FA                |
|         |             |    | and Paying Agent due Investment Advisor prepares initial escrow analysis   | IA                   |
| Dec. 19 | 0<br>0<br>0 | 器器 | Comments due on County Resolution and Purchase Contract<br>Comments due on POSs<br>Conference call at 10:00 a.m. to review POSs<br>Dial-in number: 1-866-228-5702 Passcode: 444 444# | All<br>All<br>All    |

Los Angeles Unified School District GO Bonds, Measure R, Series F (2006); GO Bonds, Measure Y, Series A and B (2006) Time and Responsibility Schedule Page 3

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- ☐ Refers to Measure Y Bonds
- \* Refers to Measure R Bonds

| Date       |    | Event  | Responsibility                  |
|------------|----|--|---------------------------------|
| Dec. 20    | 畿  | Recirculate documents  | BC, DSC                         |
| Dec. 26-30 |    | District closed  |                                 |
| Jan. 2     |    | LAUSD Holiday  |                                 |
| Jan. 3     |    | Agenda deadline for Jan 10 Board meeting; clean copies of POSs,<br>Escrow Agreement and Purchase Contract due to Clayton<br>Springfield  | D, BC, DSC                      |
|            | 畿  | Comments due on documents Agenda deadline for Bond Oversight Committee meeting   | All<br>D, FA                    |
| Jan. 10    | ፨  | Measure Y Bond Resolution, form of POSs and other financing documents are approved by Board of Education (second reading)  | D                               |
|            | ** | Recirculate documents Review draft of Rating Book (tent.)  | BC, DSC, UC<br>D, FA            |
| Jan. 11    | ** | Rating agency and bond insurance packages distributed  | BC, DSC, UC,<br>FA              |
| Jan. 13    |    | Agenda deadline for Jan. 31 County Board of Supervisors Meeting<br>Certified copy of District Resolution, clean copies of County<br>Resolution & latest draft of POSs, Escrow Agreement and Purchase<br>Contract delivered to Doug Baron/John Wong of County | C, BC, DSC<br>D, BC, DSC,<br>UC |
| Jan. 16    |    | Martin Luther King Holiday   |                                 |
| Jan. 16-20 |    | Rating Agency/Investor/Insurer Meetings (New York)   | D, FA, UW                       |
| Jan. 18    | 銏  | Final comments due on POS<br>Bond Oversight Committee meeting – SEP (CFO) is approved  | All<br>D                        |
| Jan. 19    | 畿  | Delivery of POS to printer   | FA, DSC, PR                     |
| Jan. 25-26 | 畿  | Rating Agency/Investor/Insurer Meetings (SF)   | D, FA, UW                       |
| Jan. 27-30 | ** | Bond insurance bids due for Measure R bonds<br>Ratings due for Measure R bonds   | D, FA<br>D, FA                  |
| Jan. 31    |    | Final comments due on POS  | All                             |

Los Angeles Unified School District GO Bonds, Measure R, Series F (2006); GO Bonds, Measure Y, Series A and B (2006) Time and Responsibility Schedule Page 4

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- ☐ Refers to Measure Y Bonds
- \* Refers to Measure R Bonds

| Date      |    | Event   | Responsibility                |
|-----------|----|---|-------------------------------|
|           | 畿  | Los Angeles County Board approves sale of Measure Y Bonds<br>Pricing of Measure R Bonds   | C, D<br>D, C, FA, BC          |
| Feb. 1    |    | Delivery of POS to printer Bond insurance bids due for Measure Y bonds Ratings due for Measure Y bonds                                    | FA, DSC, PR<br>D, FA<br>D, FA |
| Feb. 1-14 | ** | Circulation/comment period for Closing documents  | BC                            |
| Feb. 7    | ** | Signing copies of all County documents delivered to Doug<br>Baron/John Wong at County<br>Price Measure Y Bonds<br>Finalize escrow details | BC, DSC, UC All D, IA         |
| Feb. 7-9  |    | US Treasury Quarterly Refunding   |                               |
| Feb. 14   | 畿  | Measure R Bonds Pre-closing   | All                           |
| Feb. 15   |    | Execution copies of all documents requiring County signatures delivered to Doug Baron/John Wong at the County                             | BC                            |
|           | 畿  | Measure R Bonds Closing, 8:00 a.m.  | All                           |
| Feb. 20   |    | President's Day Holiday   |                               |
| Feb. 8-21 |    | Circulation/comment period for closing documents<br>Delivery of Verification Report   | All<br>VA                     |
| Feb. 21   |    | Measure Y Bonds Pre-closing   | All                           |
| Feb. 22   |    | Measure Y Closing, 8:00 a.m. Purchase of escrow securities  | <b>All</b><br>D, IA           |
| Feb. 24   |    | Deliver final debt service schedules for Measure R and Measure Y bonds to County Auditor-Controller                                       | D, FA                         |