

Office of Superintendent of Schools  
Board Meeting of February 12, 2003

January 31, 2003

Financial Affairs  
Richard H. Hinds, Chief Financial Officer

**SUBJECT: CERTIFICATES OF PARTICIPATION (COP) REFUNDING**

**COMMITTEE: FINANCIAL AFFAIRS**

On January 15, 2003 the School Board approved Resolution #03-02 authorizing the refunding of the Certificates of Participation Series 1993, Series 1998B and Series 2001A.

As a result of developing the sale of the refunding Certificates of Participation counsel has determined that an Amending and Supplementing Resolution is required.

Attached is Resolution #03-11, Amending and Supplementing Resolution 03-02, to provide for: authorizing a ground lease for the 1993 Schedule; substitution of trustee for the 1993 Certificates of Participation; execution of one or more purchase contracts and correcting prepayment prices, as provided by the original indenture, to be 102 for Series 1993, 101 for Series 1998B and 101 for Series 2001A.

**RECOMMENDED:** That The School Board of Miami-Dade County, Florida approve Resolution #03-11 (Exhibit A), Amending and Supplementing Resolution #03-02.

**G-32**



## RESOLUTION NO. 2003-11

**A RESOLUTION OF THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA AMENDING AND SUPPLEMENTING RESOLUTION NO. 2003-02 OF THE SCHOOL BOARD ADOPTED ON JANUARY 15, 2003; APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF AN AMENDED AND RESTATED SERIES 1988 GROUND LEASE AND CONTRACTS OF PURCHASE FOR EACH OF THE SERIES 2003A, SERIES 2003B AND SERIES 2003C CERTIFICATES; AND PROVIDING FOR AN EFFECTIVE DATE.**

WHEREAS, the School Board of Miami-Dade County, Florida (the "School Board") as the governing body of the School District of Miami-Dade County, Florida (the "District"), has determined to finance certain of its capital needs through a master lease purchase agreement pursuant to Sections 1001.42 and 1013.15, Florida Statutes; and

WHEREAS, the School Board has the power under Section 1001.42(2) Florida Statutes, to receive, purchase, acquire, lease, sell, hold, transmit and convey title to real and personal property for educational purposes, and under Section 1001.42(9) and 1013.15(2), Florida Statutes, to enter into leases or lease purchase arrangements of sites and educational facilities for school purposes; and

WHEREAS, Miami-Dade County School Board Foundation, Inc. (the "Foundation"), a not-for-profit corporation, has been formed to lease purchase certain real property, educational facilities and equipment to the School Board; and

WHEREAS, pursuant to its authority, at its meeting on January 15, 2003, the School Board duly adopted Resolution No. 2003-02 with respect to a proposed issuance of (i) Certificates of Participation, Series 2003A (the "Series 2003A Certificates") to refund Certificates of Participation, Series 1998B (the "Series 1998B Certificates") issued in the aggregate principal amount of \$69,605,000; (ii) Certificates of Participation, Series 2003B (the "Series 2003B Certificates") to refund Certificates of Participation, Series 2001A (the "Series 2001A Certificates") issued in the aggregate principal amount of \$133,650,000; and (iii) Certificates of Participation, Series 2003C (the "Series 2003C Certificates") to refund Certificates of Participation (G. Holmes Braddock Senior High School Facility), Series 1993 (the "Series 1993 Certificates") issued in an aggregate principal amount of \$53,330,000; and

WHEREAS, subsequent to January 15, 2003, the Underwriters (as hereinafter defined) determined that certain revisions to the financing structure would be in the best interests of the School Board; and

WHEREAS, in connection with the issuance of the Series 1993 Certificates, the Foundation and the School Board entered into a Ground Lease dated as of May 1, 1988, as amended and restated by an Amended and Restated Ground Lease dated as of May 1, 1993 (the "Prior Ground Lease"), pursuant to which the School Board leased certain facility sites to the Foundation and subleased from the Foundation certain facility sites and leased the improvements thereon; and

WHEREAS, the School Board has decided to amend and restate the Prior Ground Lease (the "Amended and Restated Ground Lease"); and

WHEREAS, the Foundation has entered into a Trust Agreement dated as of March 1, 1988 (the "Original Trust Agreement"), as amended and supplemented by a First Supplemental Trust Agreement dated as of May 1, 1993 (the "First Supplemental Trust Agreement" and with the Original Trust Agreement, the "Prior Trust Agreement"), each with JP Morgan Chase Bank (successor to Chemical Bank), as trustee (the "Prior Trustee"), pursuant to which Prior Trust Agreement were issued the Series 1993 Certificates; and

WHEREAS, pursuant to Section 705 of the Prior Trust Agreement, the Prior Trustee has given notice of its intent to resign as trustee under the Prior Trust Agreement, effective as of May 5, 2003, and the School Board wishes to provide for a successor trustee; and

WHEREAS, certain proceeds of the Series 2003A Certificates and Series 2003B Certificates will be deposited with The Bank of New York Trust Company of Florida, N.A., as agent for The Bank of New York, acting as Escrow Agent (the "Escrow Agent"), under separate Escrow Deposit Agreements (the forms of which were approved by Resolution 2003-02) each to be entered into by the School Board and the Escrow Agent, and invested in Government Obligations (as defined therein) until used to pay interest on, and to redeem the Series 1998B Certificates on August 1, 2008, and the Series 2001A Certificates on May 1, 2011, each at a price equal to 101% of the respective principal amount thereof; and

WHEREAS, to provide for revisions necessitated by the changes to the financing structure, the School Board desires to amend and supplement Resolution 2003-02;

**NOW THEREFORE, BE IT RESOLVED BY THE SCHOOL BOARD OF MIAMI-DADE COUNTY, FLORIDA THAT:**

**Section 1.** To provide for separate escrow deposit funds rather than the combined escrow deposit fund previously approved, the 1998B and 2001A Escrow Deposit Agreements each between the School Board and the Escrow Agent substantially in the respective form submitted to this meeting and attached hereto as **Exhibit A-1** and **Exhibit A-2** (the "1998B and 2001A Escrow Deposit Agreements") are hereby approved, with such insertions, modifications and changes as may be approved by the Superintendent, and the Chair or Vice Chair and the Secretary, upon such approval by the Superintendent, are hereby authorized and directed to execute the 1998B and 2001A Escrow Deposit Agreements. The execution and delivery of the

1998B and 2001A Escrow Deposit Agreements by the Chair or Vice Chair and the Secretary shall constitute conclusive evidence of the approval thereof.

The prepayment price of the Series 1998B Certificates and the Series 2001A Certificates upon the contemplated refunding is 101% of the respective principal amount thereof. The prepayment price of the Series 1993 Certificates upon the contemplated refunding is 102% of the principal amount thereof.

**Section 2.** To provide for the possibility of the sale of the Series 2003A Certificates, Series 2003B Certificates and Series 2003C Certificates on three different dates, three separate Contracts of Purchase substantially in the respective forms submitted to this meeting and attached hereto as **Exhibit B-1, Exhibit B-2 and Exhibit B-3** (collectively, the "Contracts of Purchase") are hereby approved, with such insertions, modifications and changes as may be approved by the Superintendent, and the Chair or Vice Chair and the Secretary, upon such approval by the Superintendent, are hereby authorized and directed to execute the Contracts of Purchase. The execution and delivery of the Contracts of Purchase by the Chair or Vice Chair and the Secretary shall constitute conclusive evidence of the approval thereof.

The principal amount of the Series 2003B Certificates shall not exceed \$140,000,000.

Lehman Brother Inc., Bear, Stearns & Co., Inc. and Siebert Brandford Shank & Co., LLC are appointed Co-Senior Managing Underwriters and Morgan Stanley, A.G. Edwards, UBS PaineWebber Inc. and JPMorgan are appointed Co-Managing Underwriters (collectively, the "Underwriters") for the Series 2003 Certificates.

**Section 3.** An Amended and Restated Series 1988 Ground Lease, substantially in the form submitted to this meeting and attached hereto as **Exhibit C** is hereby approved, with such insertions, modifications and changes as may be approved by the Superintendent, and the Chair or Vice Chair and the Secretary, upon such approval by the Superintendent, are hereby authorized and directed to execute the Amended and Restated Series 1988 Ground Lease. The execution of the Amended and Restated Series 1988 Ground Lease by the Chair or Vice Chair and the Secretary shall constitute conclusive evidence of the approval thereof.

**Section 4.** Pursuant to Section 707 of the Prior Trust Agreement, the School Board hereby appoints The Bank of New York Trust Company of Florida, N.A., as Successor Trustee under the Prior Trust Agreement.

**Section 5.** The members of the School Board and the officers, attorneys and other agents or employees of the School Board are hereby authorized to do all acts and things required of them by this Resolution or which are desirable or consistent with the requirements of this Resolution for the full punctual and complete performance of all the terms, covenants and agreements contained herein and each member, officer, attorney, agent and employee of the School District of Miami-Dade County, Florida is hereby authorized and directed to execute and deliver any and all papers and instruments and to be and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated hereunder.

**Section 6.** If any one or more of the covenants, agreements or provisions of this Resolution shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements and provisions of this Resolution and shall in no way affect the validity of any of the other covenants, agreements or provisions hereof or of Resolution 2003-02.

**Section 7.** Any covenants, agreements or provisions, or portions thereof, contained in Resolution 2003-02 which are in conflict with this Resolution shall be and the same are hereby superseded and repealed but only to the extent of such conflict.

**Section 8.** This Resolution shall take effect immediately upon its adoption.

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**ADOPTED** this 12<sup>th</sup> day of February, 2003.

(SEAL)

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Chair, The School Board of Miami-Dade  
County, Florida

Attest:

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Secretary, The School Board of  
Miami-Dade County, Florida

**EXHIBIT A-1**

**1998B ESCROW DEPOSIT AGREEMENT**



**EXHIBIT A-2**

**2001A ESCROW DEPOSIT AGREEMENT**

**EXHIBIT B-1**

**SERIES 2003A CONTRACT OF PURCHASE**

**EXHIBIT B-2**

**SERIES 2003B CONTRACT OF PURCHASE**

**EXHIBIT B-3**

**SERIES 2003C CONTRACT OF PURCHASE**

**EXHIBIT C**

**AMENDED AND RESTATED GROUND LEASE**

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