

STATE BOARD OF EDUCATION
Consent Item
September 29, 2014

SUBJECT: Adoption of Resolutions Authorizing the Issuance and Sale of Not Exceeding \$160,000,000 State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series TBD

PROPOSED BOARD ACTION

For Approval

AUTHORITY FOR STATE BOARD ACTION

Section 9(d), Article XII of the Florida Constitution, as amended, and Section 215.79, Florida Statutes

EXECUTIVE SUMMARY

The Division of Bond Finance of the State Board of Administration has prepared the following resolutions for adoption by the State Board of Education: 1) the Twenty-ninth Supplemental Authorizing Resolution to the Master Authorizing Resolution adopted on February 4, 1992, authorizing the issuance of not exceeding \$160,000,000 State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series TBD; and 2) a resolution authorizing the competitive sale and delivery of the Bonds, not exceeding \$160,000,000.

The Twenty-ninth Supplemental Authorizing Resolution includes the authorization for bonds necessary to refinance a portion of certain previously issued Capital Outlay Bonds. The Bonds will be payable primarily by Motor Vehicle License Tax revenues and will be additionally secured by the full faith and credit of the state.

The sale resolution authorizes the Division of Bond Finance of the State Board of Administration to prepare and publish a notice of bond sale for the Bonds (via a competitive sale), authorizes the preparation and execution of a preliminary and final official statement, and provides certain other details and authorizations in connection with the sale and issuance of the Bonds.

Supporting Documentation Included: Twenty-ninth Supplemental Authorizing Resolution and Sale Resolution

Facilitator: Linda Champion, Deputy Commissioner of Finance and Operations

A RESOLUTION SUPPLEMENTING A RESOLUTION ENTITLED “A RESOLUTION AUTHORIZING THE ISSUANCE OF STATE OF FLORIDA, FULL FAITH AND CREDIT, STATE BOARD OF EDUCATION CAPITAL OUTLAY BONDS, FOR THE PURPOSE OF FINANCING AND REFINANCING THE COST OF CAPITAL OUTLAY PROJECTS, PURSUANT TO ARTICLE XII, SECTION 9, SUBSECTION (d) OF THE CONSTITUTION OF FLORIDA, AS AMENDED; PROVIDING THE TERMS AND CONDITIONS UPON WHICH SUCH BONDS MAY BE ISSUED; AND PROVIDING AN EFFECTIVE DATE”, AND AUTHORIZING THE ISSUANCE OF CAPITAL OUTLAY REFUNDING BONDS, 2014 SERIES (TO BE DETERMINED), FOR THE PURPOSE OF REFUNDING ALL OR A PORTION OF THE OUTSTANDING STATE OF FLORIDA, FULL FAITH AND CREDIT, STATE BOARD OF EDUCATION CAPITAL OUTLAY BONDS, 2005 SERIES A, 2005 SERIES B, AND 2006 SERIES A.

BE IT RESOLVED BY THE STATE BOARD OF EDUCATION OF FLORIDA:

ARTICLE I
AUTHORITY, DEFINITIONS AND FINDINGS

Section 1.01. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Act.

Section 1.02. DEFINITIONS. (a) All of the definitions contained in Section 1.02 of the Master Resolution shall be deemed applicable to this Twenty-ninth Supplemental Authorizing Resolution, except to the extent that the same are inconsistent or in conflict with the definitions set forth below.

(b) The following terms shall have the following meanings in this Twenty-ninth Supplemental Authorizing Resolution:

“Refunding Bonds” means the State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series (to be determined), issued pursuant to this Resolution.

“Twenty-ninth Supplemental Authorizing Resolution” or “Resolution” means this Twenty-ninth Supplemental Authorizing Resolution.

“Escrow Deposit Agreement” means the agreement provided for in Section 4.02(a) of this Resolution.

“Federal Securities” means direct obligations of, or obligations the principal of and interest on which are guaranteed by, the United States government and which are not redeemable prior to maturity at the option of the obligor.

“Master Resolution” means the resolution adopted on February 4, 1992, authorizing the issuance of Capital Outlay Bonds.

“Parity Bonds” means the Outstanding State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Bonds issued pursuant to the Master Resolution.

“Refunded Bonds” means all or a portion of the Outstanding State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Bonds, 2005 Series A, dated May 1, 2005, maturing in years to be determined by the Division, 2005 Series B, dated July 1, 2005, and 2006 Series A, dated June 15, 2006, maturing in years to be determined by the Division, which will be refunded by the Refunding Bonds.

“Retirement Fund” means the State of Florida, Full Faith and Credit, State Board of Education, 2013 Series A Capital Outlay Refunding Bonds Retirement Fund created pursuant to Section 4.01(c) hereof.

“Retirement (or Refunding) of the Refunded Bonds” or words of similar import, means the payment of the principal of the Refunded Bonds, redemption premiums, if any, the interest payable on the Refunded Bonds through the date of redemption of each series of the Refunded Bonds, and the fees and expenses in connection with retirement of the Refunded Bonds. Such phrase shall also mean defeasance and release of the pledge of and lien on the Motor Vehicle License Taxes with respect to the Refunded Bonds, upon deposit of an amount of moneys into escrow which shall be invested in Federal Securities, the principal of and income on which will be sufficient for such purposes, as provided herein.

Section 1.03. FINDINGS. It is hereby found, determined and declared by this State Board as follows:

(a) That it is desirable and in the best interests of the citizens of Florida and of the State Board to refund the Refunded Bonds, thereby obtaining a lower net average interest cost rate.

(b) That the Refunded Bonds may be refunded in accordance with Article XII, Section 9(d)(13) of the State Constitution and Section 215.79, Florida Statutes.

(c) That the amount of Refunding Bonds authorized to be issued by this Twenty-ninth Supplemental Authorizing Resolution, together with the Parity Bonds and the Prior Lien Obligations, does not exceed ninety per centum (90%) of the amount of such Bonds which the State Board has found and determined, and does hereby by the adoption of this Twenty-ninth Supplemental Authorizing Resolution find and determine, can be serviced as to both principal and interest from the Motor Vehicle License Taxes accruing to the school districts and Florida College System institution districts under the provisions of the School Capital Outlay Amendment.

(d) That this State Board is legally authorized to issue the Refunding Bonds authorized by this Twenty-ninth Supplemental Authorizing Resolution pursuant to the terms, restrictions and conditions contained in the Master Resolution.

(e) That the Division of Bond Finance shall serve as the agent of the State Board with respect to the Refunding Bonds, pursuant to the provisions of Section 215.61(4), Florida Statutes.

(f) The State Board has previously found and determined with respect to the Refunded Bonds, that the debt service payable with respect to the Refunded Bonds did not exceed 90% of the amount of revenue accruing to the respective school districts and Florida College System institution districts benefitted by the issuance of the Refunded Bonds under the School Capital Outlay Amendment. The State Board shall determine the reasonable allocation of the interest savings from the issuance of the Refunding Bonds among the respective school districts and Florida College System institution districts as required by the School Capital Outlay Amendment.

ARTICLE II

AUTHORIZATION OF REFUNDING

There is hereby authorized the refunding of the Refunded Bonds to be accomplished in the manner hereinafter provided.

ARTICLE III

AUTHORIZATION AND TERMS OF REFUNDING BONDS

SECTION 3.01. AUTHORIZATION OF REFUNDING BONDS. Subject and pursuant to the provisions of this Twenty-ninth Supplemental Authorizing Resolution, bonds of the State Board are hereby authorized to be issued in the aggregate principal amount of not exceeding \$160,000,000. Such bonds shall each be designated "State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, 2014 Series (to be determined)", or by such other designation as the Director of the Division of Bond Finance in his sole discretion may determine. The Refunding Bonds shall be issued under and secured by the Master Resolution, as supplemented by this Twenty-ninth Supplemental Authorizing Resolution, and all the terms and provisions contained in the Master Resolution shall be applicable to the Refunding Bonds, except as expressly set forth herein, including the pledge of the Motor Vehicle License Taxes and the pledge of the Full Faith and Credit of the State of Florida to the payment of the principal, premium if any, and interest on the Refunding Bonds.

Section 3.02. DESCRIPTION OF REFUNDING BONDS. The Refunding Bonds shall be issued only as fully registered bonds without coupons in the denominations of \$1,000 or any integral multiple thereof; shall be dated and mature as determined pursuant to a subsequent resolution adopted by the State Board on or prior to the sale of the Refunding Bonds; shall bear interest at not exceeding the maximum lawful rate of interest authorized on the date of sale of the Refunding Bonds, payable semi-annually on July 1 and January 1 of each year; and shall be payable as to both principal and interest, shall be subject to registration, exchange, and transfer, shall be executed and authenticated, shall be subject to prior redemption in the manner, shall be in the form, and shall have such other terms as set forth in Article III of the Master Resolution.

The Refunding Bonds may be sold at one time or in installments from time to time as the State Board may determine. If issued in installments, each installment shall have an identifying number. The Refunding Bonds may also be sold as a part of the same series of other Capital Outlay Bonds authorized to be issued, whether for new money or refunding purposes. The Refunding Bonds may be made redeemable at the option of the State Board upon such terms and conditions as determined pursuant to a subsequent resolution adopted by the State Board prior to the issuance of the Refunding Bonds.

ARTICLE IV

APPLICATION OF REFUNDING BOND PROCEEDS

SECTION 4.01. APPLICATION OF REFUNDING BOND PROCEEDS. Upon receipt of the proceeds of the Refunding Bonds, the State Board shall transfer and apply such proceeds as follows:

(a) The amount necessary to pay all costs and expenses of the Division of Bond Finance in connection with the preparation, sale and issuance of the Refunding Bonds, including a reasonable charge for the services of the Division of Bond Finance, shall be transferred to the Division of Bond Finance to be deposited in the Bond Proceeds Trust Fund, subject to disbursement of the funds to

the Bond Fee Trust Fund and the Arbitrage Compliance Trust Fund pursuant to written instructions at the delivery of the Refunding Bonds unless such amount shall be provided from another legally available source.

(b) The accrued interest on the Refunding Bonds, plus an amount determined in the sole discretion of the State Board and the Division of Bond Finance as being necessary, together with such accrued interest, to provide for the payment of interest on the Refunding Bonds for a period not to exceed 12 months from the date of issuance of the Refunding Bonds shall be transferred to the Board of Administration and deposited in the Sinking Fund created by the Master Resolution.

(c) All remaining proceeds shall be transferred to the Board of Administration for deposit into a trust fund, hereby created, to be known as the "State of Florida, Full Faith and Credit, State Board of Education, 2014 Series (to be determined) Capital Outlay Refunding Bonds Retirement Fund" (hereinafter referred to as the "Retirement Fund"). Such amount, together with the income on the investment thereof and other available monies(if necessary), shall be sufficient to pay when due the entire principal of the Refunded Bonds, together with interest accrued and to accrue thereon to their respective maturity dates or, if called for redemption prior to maturity, such prior redemption dates and redemption premiums, if any, and the expenses and fees listed in the Escrow Deposit Agreement as hereinafter provided in Section 4.02(a) below. The Director of the Division of Bond Finance is authorized to determine the redemption date of the Refunded Bonds, provide for the publication of any notice of redemption and take any other actions necessary or desirable to refund and redeem the Refunded Bonds.

SECTION 4.02. RETIREMENT FUND. The moneys deposited by the Board of Administration in the Retirement Fund shall be administered and applied as follows:

(a) The Retirement Fund shall be held in irrevocable trust by the Board of Administration and, except as provided in subsection (b) of this Section 4.02, shall be applied solely to refund the Refunded Bonds and to the payment of the fees and expenses incurred in connection with such refunding. The application of the moneys in the Retirement Fund shall be made for said purposes pursuant to an Escrow Deposit Agreement to be entered into between the State Board and the Board of Administration, in the form normally utilized by the State Board.

(b) Moneys on deposit in the Retirement Fund shall be used to purchase Federal Obligations in accordance with the schedules given in the Escrow Deposit Agreement. The maturing Federal Obligations, the earnings thereon, and the cash on deposit in the Retirement Fund shall be sufficient to accomplish the refunding described above in Section 4.01(c). In the alternative, in the discretion of the Director of the Division of Bond Finance, moneys on deposit in the retirement fund shall be invested in the State Treasury, or in such other legally authorized investments, until such time as such funds are needed to effect the redemption of the Refunded Bonds.

Section 4.03. REGISTERED OWNERS NOT AFFECTED BY APPLICATION OF REFUNDING BOND PROCEEDS. The proceeds derived from the sale of the Refunding Bonds shall be applied and disbursed pursuant to the provisions of the Act and this Twenty-ninth Supplemental Authorizing Resolution. The Registered Owners of Refunding Bonds shall not have any responsibility whatsoever for the application or use of any of the proceeds derived from the sale of the Refunding Bonds, and the rights and remedies of the Registered Owners of Refunding Bonds and their right to payment, pursuant to the School Capital Outlay Amendment and this Twenty-ninth Supplemental Authorizing Resolution, shall not be affected or impaired by the application or use of such proceeds. Upon the issuance of the Refunding Bonds authorized by this Twenty-ninth Supplemental Authorizing Resolution, all the covenants and agreements between the State Board and the Registered Owners of Refunding Bonds contained in this Twenty-ninth Supplemental Authorizing Resolution shall be valid and binding covenants and agreements between the State Board and the Registered Owners of Refunding Bonds without regard to the application of the

proceeds of the Refunding Bonds.

ARTICLE V

APPLICATION OF PROVISIONS OF MASTER RESOLUTION AND SECURITY FOR THE REFUNDING BONDS

The Refunding Bonds herein authorized shall for all purposes (except as herein expressly changed) be considered to be Additional Parity Bonds issued under the authority of the Master Resolution and shall be entitled to all the protection and security provided therein for the Parity Bonds and shall be in all respects entitled to the same security, rights, and privileges enjoyed by the Parity Bonds.

The covenants and pledges contained in the Master Resolution (to the extent the same are not inconsistent with the provisions hereof) shall be applicable to the Refunding Bonds herein authorized in like manner as applicable to the Parity Bonds, and the Funds and Accounts established in the Master Resolution shall be continued and maintained as long as any of the Refunding Bonds and interest thereon issued hereunder are outstanding and unpaid. The principal of and interest on the Refunding Bonds herein authorized shall be payable from the Sinking Fund heretofore established by the Master Resolution on a parity with the Parity Bonds, and payment shall be made into such Sinking Fund from the Capital Outlay Fund in amounts fully sufficient to pay the principal of and interest on the Refunding Bonds herein authorized as such principal and interest become due.

ARTICLE VI

MISCELLANEOUS

Section 6.01. SEVERABILITY OF PROVISIONS. If any one or more of the covenants, agreements or provisions of this Twenty-ninth Supplemental Authorizing 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 or provisions and shall in no way affect the validity of any of the other covenants, agreements or provisions of this Twenty-ninth Supplemental Authorizing Resolution or of the Refunding Bonds.

Section 6.02. CONTINUING DISCLOSURE. (A) In order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the State Board hereby agrees to provide or cause to be provided such information as may be required, from time to time, under such rule.

(B) The Commissioner or Deputy Commissioner of Education, in conjunction with the appropriate officer of the Division, is authorized and directed to execute and deliver any documents or agreements which are necessary to comply with the requirements of Rule 15c2-12 of the Securities and Exchange Commission.

Section 6.03 REPEAL OF INCONSISTENT RESOLUTIONS. All resolutions and parts of resolutions heretofore adopted pertaining to the subject matter of this Twenty-ninth Supplemental Authorizing Resolution, to the extent that they are inconsistent with this Twenty-ninth Supplemental Authorizing Resolution, are hereby repealed, revoked, and rescinded.

Section 6.04. TIME OF TAKING EFFECT. This Twenty-ninth Supplemental Authorizing Resolution shall take effect immediately upon its adoption.

ADOPTED ON September 29, 2014.

A RESOLUTION AUTHORIZING THE COMPETITIVE SALE OF STATE OF FLORIDA, FULL FAITH AND CREDIT, STATE BOARD OF EDUCATION CAPITAL OUTLAY REFUNDING BONDS, 2014 SERIES (TO BE DETERMINED).

BE IT RESOLVED BY THE STATE BOARD OF EDUCATION OF FLORIDA, A BODY CORPORATE UNDER SECTION 2 OF ARTICLE IX OF THE FLORIDA CONSTITUTION:

Section 1. That not exceeding \$160,000,000 State of Florida, Full Faith and Credit, State Board of Education Capital Outlay Refunding Bonds, to be designated 2014 Series (To be determined) (or such other designation as may be determined by the director of the Division of Bond Finance)(the “Bonds”) heretofore authorized by a Master Resolution and a Twenty-ninth Supplemental Authorizing Resolution (collectively, the “Resolution”) adopted by the State Board of Education of Florida (the “Board of Education”) on the 4th day of February, 1992, and on the 29th day of September, 2014, respectively, are hereby authorized to be sold by competitive sale for the purpose of achieving debt service savings. The Bonds may be sold at different times in more than one series, or may be sold as a part of the same series of other Capital Outlay Bonds authorized to be issued, whether for new money or refunding purposes.

Proposals for purchase of the Bonds shall be received at the office of the Division of Bond Finance of the State Board of Administration (the “Division”), 1801 Hermitage Boulevard, Suite 200, Tallahassee, Florida 32308, or at another location designated in the Notice of Bond Sale, until the time and date of sale determined by the Director.

Section 2. The Division, as the agent of the Board of Education, is hereby authorized to sell the Bonds and to provide notice pursuant to applicable law of such sale at a time and in such manner as determined by the Director of the Division to be appropriate to provide adequate notice to potential bidders; provided, that if no bids are received, or if all bids received are rejected, such Bonds may again be offered for sale upon reasonable notice, the timing and manner of which shall be determined by the Director of the Division. Any prior publication of a Notice of Bond Sale, or short form thereof, is hereby ratified.

Section 3. The Director of the Division is hereby authorized to distribute an Official Notice of Bond Sale and a form of proposal for the sale of the Bonds. The Official Notice of Bond Sale shall be in such form as shall be determined by the Director of the Division, with the advice of bond counsel, and shall contain such information as required by applicable law. Any prior distribution of a Notice of Bond Sale and form of proposal is hereby ratified.

Section 4. The Director of the Division is hereby authorized to have up to 3,500 copies of the Preliminary Official Statement and 3,500 copies of the Final Official Statement relating to the public offering of the Bonds printed and distributed; to contract with national rating services to rate the Bonds; to conduct information meetings; and to take such other actions as may be deemed appropriate for the dissemination of information relating to the sale of the Bonds. Any prior printing and distribution of a Preliminary Official Statement is hereby ratified.

Section 5. The Commissioner or Deputy Commissioner of Education and an Assistant Secretary of the Governing Board of the Division are hereby authorized and empowered to award said Bonds, when offered, on their determination of the best proposal submitted in accordance with the terms of the Notice of Bond Sale provided for herein. Such award shall be final. The Secretary or other appropriate officer shall report such award to the Board of Education. In the event of the absence of the Commissioner or Deputy Commissioner of Education at the time bids are received, an Assistant Secretary of the Governing Board of the Division is authorized to act on behalf of the Board of Education in awarding the Bonds, with the concurrence of a duly designated representative of the Board of Education.

Section 6. The proper officials of the Board of Education are hereby authorized to execute the Bonds in the manner provided by the resolution authorizing the issuance of the Bonds, and the Division is hereby authorized to deliver such Bonds to the purchasers thereof upon payment of the purchase price, together with accrued interest to the date of delivery, and to distribute the proceeds of the Bonds as provided by the proceedings authorizing the issuance of the Bonds.

Section 7. The Bonds shall be dated, shall mature in such years and amounts, shall be payable, and shall be subject to redemption as provided by the Notice of Bond Sale and the Official Statement.

Section 8. In the event that market conditions preclude the sale of the principal amount of Bonds authorized to be sold by this resolution or if proceeds of all Bonds authorized to be sold pursuant to this resolution are not required at any particular time, then in such event, in order to sell the Bonds, the Director of the Division is hereby authorized to offer for sale a lesser principal amount than that set forth in this resolution.

Section 9. The appropriate officers and employees of the Board of Education and of the Division are authorized and empowered, collectively or individually, to take all actions and steps, to execute all instruments, documents, and contracts, and to take all other action on behalf of the Board of Education and the Division, in each case as they may deem necessary or desirable, in connection with the execution and delivery of the Bonds.

Section 10. All prior resolutions or parts of resolutions inconsistent with this resolution are hereby amended by this resolution but only to the extent of any such inconsistency.

Section 11. This resolution shall take effect immediately upon its adoption.

ADOPTED ON September 29, 2014.