

<b>BOARD OF TRUSTEES</b>	<b>RETREAT</b>
SANTA MONICA COMMUNITY COLLEGE DISTRICT	March 21, 2005

PUBLIC NOTICE

SANTA MONICA COMMUNITY COLLEGE DISTRICT  
BOARD OF TRUSTEES WORKSHOP

MARCH 21, 2005

There will be a special meeting/workshop of the Santa Monica Community College District Board of Trustees on Monday, March 21, 2005 at 6:30 p.m. in Business Building Room 111 Santa Monica College, 1900 Pico Boulevard, Santa Monica, California. A closed session for the purpose of collective bargaining will be held at 5:30 p.m.

**I. ORGANIZATIONAL FUNCTIONS**

- A Call to Order
- B Roll Call

Carole Currey, Chair  
Nancy Greenstein, Vice-Chair  
Dr. Susan Aminoff  
Dr. Dorothy Ehrhart-Morrison  
Rob Rader  
Herbert Roney  
Dr. Margaret Quiñones  
Dina Cervantes, Student Trustee

**II. CLOSED SESSION (5:30 p.m.)**

Collective Bargaining, pursuant to Government Code Section 54957.6

**III. MAJOR ITEMS OF BUSINESS**

Page No.

- #1 Resolution Authorizing Issuance of Not to Exceed \$58,000,000 of SMCCD General Obligation Bonds

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**IV. PRESENTATIONS AND DISCUSSION**

*No action will be taken*

- Discussion on CEO Search

Facilitator: David Viar, Executive Director  
Community College League of California

**V. ADJOURNMENT:**

The next regular meeting of the Santa Monica Community College District Board of Trustees will be Monday, April 4, 2005 at 7 p.m. (5:30 p.m. if there is a closed session) in the Santa Monica College Board Room and Conference Center, Business Building Room 117, 1900 Pico Boulevard, Santa Monica, California.

<b>BOARD OF TRUSTEES</b>	<b>Action</b>
Santa Monica Community College District	March 21, 2005

**MAJOR ITEMS OF BUSINESS**

**RECOMMENDATION NO. 1**      **RESOLUTION AUTHORIZING ISSUANCE OF NOT TO EXCEED \$58,000,000 OF SANTA MONICA COMMUNITY COLLEGE DISTRICT GENERAL OBLIGATION BONDS, 2004 ELECTION, 2005 SERIES A AND ORDERING CERTAIN ACTIONS IN CONNECTION THEREWITH**

WHEREAS, the issuance of not to exceed \$135,000,000 aggregate principal amount of general obligation bonds (the "Authorization") of the Santa Monica Community College District (the "District"), County of Los Angeles (the "County"), State of California, was authorized at an election (the "Election") held in said District on November 2, 2004, the proceeds of which are to be used for the construction, equipping, furnishing and improvement of certain specified capital facilities of the District; and

WHEREAS, the Registrar-Recorder of the County has certified to the effect that the official canvass of returns for the Election reflected that more than fifty-five percent (55%) of the votes cast on the District's bond measure submitted to the voters at the Election (the "Measure") were cast in favor of the Measure, and such result has been entered in the minutes of this Board of Trustees (the "District Board"); and

WHEREAS, Section 15140 of the Education Code of the State of California authorizes the Board of Supervisors of the County (the "County Board") to borrow funds through the issuance of bonds in the name and on behalf of the District, pursuant to a resolution adopted by the District; and

WHEREAS, no general obligation bonds under the Authorization have heretofore been issued by the County Board on behalf of the District; and

WHEREAS, it now appears to this District Board that financial market conditions are favorable for the issuance and sale of not to exceed \$58,000,000 in one or more series of bonds of the Authorization to be used for the various purposes outlined in the official Project List of the District approved at the Election; and

WHEREAS, this District Board hereby determines that such bonds should be offered at this time, in one or more series, and requests the County Board to offer such bonds for sale;

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Santa Monica Community College District as follows:

*Section 1. This District Board hereby determines that general obligation bonds of the District in the aggregate principal or issue amount of not to exceed \$58,000,000 (the "Bonds") be offered for sale, in one or more series, the proceeds of which are to be used for the construction, equipping, furnishing and improvement of certain capital facilities of the District as set forth in the Measure approved at the Election, as detailed in the official Project List for the Authorization.*

Section 2. For the above purposes, this District Board hereby requests the County Board to issue the Bonds and to order such Bonds to be sold to RBC Dain Rauscher, Inc, as the Underwriter, at a negotiated sale in accordance with a Contract of Purchase to be prepared and entered into by and among the District, the County and the Underwriter in connection with the sale of the Bonds, substantially in the form submitted to and considered by this Board (the "Contract of Purchase"). The Bonds shall bear or accrete interest at rates not to exceed 8% per annum and shall not exceed 25 years in maturity from their date of issuance. The form of Contract of Purchase on file with the District Board is hereby approved and the Interim Superintendent/President of the District, its Vice President, Business & Administration or any designee of either thereof (each, an "Authorized Officer,"), and each of them is hereby authorized to execute the Contract of Purchase, with such changes therein, deletions therefrom and modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The District has instructed the Underwriter to establish the terms, series, interest structure and redemption provisions for the Bonds in order to take advantage of financial market conditions prevailing at the date of sale of the Bonds under the Contract of Purchase. Depending upon market conditions, the District may elect to purchase bond insurance to secure the payment of principal of and interest on or accreted value of the Bonds, or any portion thereof.

Section 3. The District Board hereby approves the use by the Underwriter of a Preliminary Official Statement relating to the Bonds, substantially in the form submitted to and considered by this District Board (the "Preliminary Official Statement") and following pricing, an Official Statement in connection with the sale of the Bonds (the "Official Statement"), in each case with such changes as may be approved by the Authorized Officer and such other officers of the District as may be authorized by the District Board are, and each of them acting alone hereby is, authorized to deliver copies of the Preliminary Official Statement and the Official Statement with such changes therein as such Authorized Officer shall approve, in his or her discretion, as being in the best interests of the District. Upon the approval of such changes by such Authorized Officer, the Preliminary Official Statement shall be "deemed final" as of its date except for the omission of certain information as provided in and pursuant to Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"). The Authorized Officer is hereby authorized and directed to execute such Official Statement with such changes therein, deletions therefrom and modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Bonds shall be issued in book-entry only form, to be lodged with The Depository Trust Company ("DTC") in New York, New York, which shall be the registered owner of the Bonds issued at the closing in the form of a single certificated Bond for each maturity within a series of the Bonds described in the Contract of Purchase. The Underwriter is directed to assist the District and the County in qualifying the Bonds for deposit with DTC.

Section 5. Unless the Treasurer and Tax Collector of the County (the "Treasurer") shall appoint a commercial bank as paying agent in connection with the closing of the Bonds, the Treasurer shall serve as Paying Agent for the Bonds, the first annual fees for which shall be paid from proceeds of the Bonds; subsequent annual fees shall be paid from ad valorem property tax levies within the District.

Section 6. The District Board hereby confirms the designation of RBC Dain Rauscher, Inc. as Underwriter and the law firm of Fulbright & Jaworski LLP., Los Angeles, California, as Bond Counsel to the District in connection with the authorization and issuance of the Bonds.

*Section 7. The District hereby covenants that it shall not, directly or indirectly, use or permit the use of any proceeds of any of the Bonds, or of any of the property financed or refinanced with the proceeds of the Bonds, or other funds of the District, or take or omit to take any action that would cause the Bonds to be deemed "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"). To that end, the District shall comply with all requirements of Section 148 of the Code and all regulations of the United States Department of the Treasury promulgated thereunder to the extent that such requirements are in effect and applicable to the Bonds.*

*Section 8. The District Board determines that all acts and conditions necessary to be performed by the District Board or to have been met precedent to and in the issuing and sale of the Bonds in order to make them the 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 Bonds have been performed and 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 Bonds.*

*Section 9. The form of Continuing Disclosure Undertaking on file with the District Board prepared in connection with the Bonds and to be dated the date of sale of the Bonds, for the benefit of the registered owners from time to time of the Bonds (the "Owners") is hereby approved and the District Board hereby authorizes the Authorized Officer to execute such Continuing Disclosure Undertaking with such changes therein as may be approved by the Authorized Officer. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Undertaking in order to assist the Underwriter to comply with the requirements of the Rule. Any Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the District to comply with its obligations under this Section; however, noncompliance with this Section shall not constitute a default under or cause the acceleration of the Bonds.*

*Section 10. Should the Authorized Officer, upon consultation and advice of the Underwriter, determine it is in the best interests of the District to obtain credit enhancement for the Bonds, including municipal bond insurance, to improve their marketability, the Authorized Officer is hereby authorized and directed to sign documents to secure such credit enhancement on such terms and subject to such conditions as may be established by the Authorized Officer, in agreements relating to such credit enhancement.*

*Section 11. The County Board is hereby requested to assist the District in the issuance and sale of the Bonds; in order to meet the requirements of law and the procedures of the County with respect to such a request, the Clerk of the District Board is hereby directed to lodge a certified copy of this Resolution with the Clerk of the County Board and with the Superintendent of Schools of the County promptly following adoption hereof, and the District represents and warrants to the County that annual administrative expenses associated with the Bonds at the time outstanding shall be the sole responsibility of the District and the District shall reimburse the County's costs and expenses incurred in connection with the issuance and sale of the Bonds. The Bonds are the general obligations of the District secured by tax levies and do not constitute an obligation of the County except as set forth in the resolution to be adopted by the County Board authorizing the issuance of the Bonds. The County will bear no responsibility for the acquisition, construction or installation of the project, or any part thereof.*

*Section 12. Officers of the District Board and District officials and staff, their authorized deputies and designees, 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 Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions as may have heretofore been taken by such officers, officials and staff are hereby ratified, confirmed and approved.*

Effective Date. This Resolution shall take effect immediately upon its adoption.

MOTION MADE BY:  
SECONDED BY:  
STUDENT ADVISORY:  
AYES:  
NOES: