

RESOLUTION NO. 2014-7

**RESOLUTION OF THE BOARD OF EDUCATION OF THE MARTINEZ
UNIFIED SCHOOL DISTRICT APPROVING THE FORM OF AND
AUTHORIZING DISTRIBUTION AND PUBLICATION OF AN
OFFICIAL STATEMENT**

WHEREAS, an election was duly called and regularly held in the Martinez Unified School District (the "District"), located in the County of Contra Costa (the "County"), California, on November 2, 2010, at which the following proposition (as abbreviated pursuant to Section 13247 of the California Elections Code) was submitted to the electors of the District (the "Bond Measure"):

"To qualify for State grants; install solar energy improvements; provide and upgrade classrooms; rehabilitate infrastructure; improve school grounds; enhance Alhambra's performing arts building; add culinary arts, career and technical education classrooms, and furnish computers and other electronic equipment, shall Martinez Unified School District be authorized to issue up to \$45,000,000 in bonds at legal interest rates, with citizens' oversight, independent annual performance and financial audits and no increase in the estimated tax rate?"

WHEREAS, at least fifty-five percent (55%) of the votes cast on the proposition were in favor of issuing the bonds; and

WHEREAS, on December 9, 2013, this Board of Education of the District adopted Resolution No. 2014-4 entitled "Resolution of the Board of Education of the Martinez Unified School District Authorizing the Issuance and Sale of Not to Exceed \$20,001,437.25 Aggregate Principal Amount of Bonds of Martinez Unified School District, by a Negotiated Sale Pursuant to a Bond Purchase Agreement, Prescribing the Terms of Sale, Approving the Form of and Authorizing the Execution and Delivery of a Bond Purchase Agreement and a Continuing Disclosure Certificate, and Authorizing the Execution of Necessary Documents and Certificates and Related Actions," in order for the District to issue and sell not to exceed \$20,001,437.25 aggregate principal amount of Martinez Unified School District (Contra Costa County, California) General Obligation Bonds, Election of 2010, Series 2014 (the "Series 2014 Bonds"); and

WHEREAS, this Board of Education of the District now desires to approve an official statement in preliminary form (the "Preliminary Official Statement") with respect to the Series 2014 Bonds proposed to be sold and authorized the distribution of copies of the Preliminary Official Statement to persons who may be interested in purchasing the Series 2014 Bonds; and

WHEREAS, there have been submitted and are on file with the Clerk of this Board of Education a proposed form of the Preliminary Official Statement with respect to the Series 2014 Bonds proposed to be sold;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Martinez Unified School District, as follows:

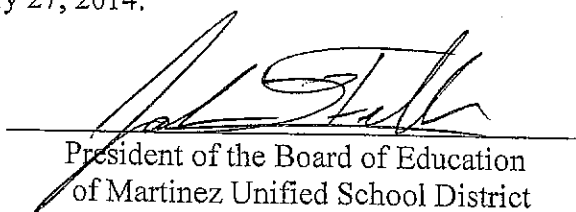
Section 1. Recitals. All of the above recitals are true and correct and the Board of Education so finds.

Section 2. Preliminary Official Statement. The Preliminary Official Statement to be distributed in connection with the public offering of the Series 2014 Bonds, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, with such changes, insertions and omissions as may be approved by the President of the Board of Education, or such other member of the Board of Education as the President may designate, the Superintendent of the District, the Chief Business Official of the District, or such other officer or employee of the District as the Superintendent may designate (each an "Authorized Officer"), is hereby approved, and the use of such Preliminary Official Statement in connection with the offering and sale of the Series 2014 Bonds is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the District that such Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2 12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

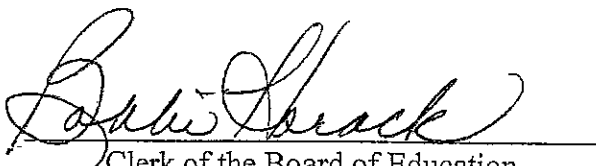
Section 3. Official Statement. The preparation and delivery of an Official Statement with respect to the Series 2014 Bonds, and its use by the underwriter for the Series 2014 Bonds in connection with the offering and sale of the Series 2014 Bonds, is hereby authorized and approved. Such Official Statement shall be in substantially the form of the Preliminary Official Statement distributed in connection with the public offering of the Series 2014 Bonds with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. The Authorized Officers are each hereby authorized and directed, for and in the name of and on behalf of the District, to execute the final Official Statement with respect to the Series 2014 Bonds and any amendment or supplement thereto and thereupon to cause such final Official Statement and any such amendment or supplement to be delivered to the underwriter for the Series 2014 Bonds.

Section 4. Effective Date. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED this day, January 27, 2014.


President of the Board of Education
of Martinez Unified School District

ATTEST:


Clerk of the Board of Education
of Martinez Unified School District

CLERK'S CERTIFICATE

Bobbi

I, Horack, Clerk of the Board of Education of the Martinez Unified School District, County of Contra Costa, California, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Education of said District duly and regularly held at the regular meeting place thereof on January 27, 2014, and entered in the minutes thereof, of which meeting all of the members of the Board of Education had due notice and at which a quorum thereof was present, and that at said meeting the resolution was adopted by the following vote:

AYES: Elsken, Fuller, Horack, McLaughlin, Siguenza

NOES: None

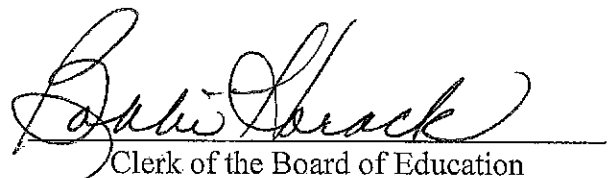
ABSTAIN: None

ABSENT: None

An agenda of the meeting was posted at least 72 hours before the meeting at 921 Susana Street, Martinez, California, a location freely accessible to members of the public, and a brief description of the resolution appeared on the agenda.

I further certify that I have carefully compared the same with the original minutes of said meeting on file and of record in my office; the foregoing resolution is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: January 27, 2014


Clerk of the Board of Education
of Martinez Unified School District