

WHEREAS, by said District Resolution, the District has requested that this Board of Supervisors (the “Board”) of the County of Contra Costa (the “County”) authorize the District on its own behalf to issue and sell the Series 2014 Bonds at a negotiated sale, all pursuant to Sections 53506 and following of the Government Code and Section 15140(b) of the Education Code and subject to the terms set forth in the District Resolution, and has represented and warranted to the Board that it has not received a qualified or negative certification in its most recent interim report;

NOW THEREFORE, IT IS HEREBY DETERMINED AND ORDERED as follows:

Section 1. Recitals. All of the above recitals are true and correct.

Section 2. Authorization of District Issuance and Sale. The Board hereby authorizes the issuance and private negotiated sale of the Series 2014 Bonds by the District on its own behalf, pursuant to the terms set forth in the District Resolution and as authorized by and in full compliance with all applicable laws, including but not limited to Sections 15140 and 15146 of the Education Code, as permitted by Section 53508.7 of the Government Code, as determined by the District’s bond counsel. This authorization shall only apply to the Series 2014 Bonds authorized to be issued by said District Resolution.

Section 3. Purpose. The purpose of this action is to permit the District to sell its Series 2014 Bonds in the manner that the District determines is in its best interests and the best interests of its taxpayers, as provided in the District Resolution.

Section 4. District Responsibilities. Pursuant to Section 15140(c) of the Education Code, the Board of Education of the District shall transmit the District Resolution and a copy of the final debt service schedule for the Series 2014 Bonds, reflecting the principal amounts and interest rates of such Series 2014 Bonds as determined in the sale thereof, to the Treasurer-Tax Collector of the County (the “County Treasurer”) and to the County Controller (the “County Controller”), forthwith after the sale of the Series 2014 Bonds, and in any event no later than the date reasonably requested by such officers, in order to permit the County to establish tax rates and necessary funds or accounts for the Series 2014 Bonds.

Section 5. County Responsibilities. (a) The County, including the officers thereof and this Board of Supervisors, assumes no responsibility for any of the proceedings following the adoption of this Resolution which involve or result in the sale and issuance of the Series 2014 Bonds, including but not limited to, any proceedings for the sale and issuance of the Series 2014 Bonds or the validity of the Series 2014 Bonds.

(b) The County shall levy and collect taxes, pay principal and interest on the Series 2014 Bonds when due, and hold the bond proceeds and tax funds for the Series 2014 Bonds that have been duly issued and sold by the District as otherwise required by law.

(c) The County, including the officers and employees thereof and this Board of Supervisors, assumes no responsibility for establishing a tax rate for any new issue of bonds in any year in which the information required by Section 4 hereof to be delivered to the County officers is delivered later than the deadline established by such officers in order to permit compliance with Government Code Section 29100 and following.

(d) Except as otherwise provided by this Resolution and by law, neither the County, this Board or any officers, officials or employees of the County shall have any liability hereunder or by reason hereof or in connection with the transactions contemplated hereby and the Series 2014 Bonds shall be payable solely from tax proceeds available therefor as set forth in this Section 5.

Section 6. Delegation to County Treasurer. The County Treasurer, or his/her designee, is hereby authorized and directed to act on behalf of and with the authority of the County to take any official action and to execute and deliver any certificates, receipts, orders, or other documents required or intended to be signed and delivered by the County, which the County Treasurer deems necessary or advisable, in connection with the issuance and delivery of the Series 2014 Bonds.

Section 7. Indemnification of County. The County acknowledges and relies upon the fact that the District has represented that it shall indemnify and hold harmless, to the extent permitted by law, the County and its officers and employees ("Indemnified Parties"), against any and all losses, claims, damages or liabilities, joint or several, to which such Indemnified Parties may become subject because of action or inaction related to the adoption of this Resolution, or related to the proceedings for sale, award, issuance and delivery of the Series 2014 Bonds in accordance herewith and with the District Resolution and that the District shall also reimburse any such Indemnified Parties for any legal or other expenses incurred in connection with investigating or defending any such claims or actions.

Section 8. Limited Responsibility for Official Statement. Neither this Board of Supervisors nor any officer of the County has prepared or reviewed the official statement of the District describing the Series 2014 Bonds (the "Official Statement"), and this Board of Supervisors and the various officers of the County take no responsibility for the contents or distribution thereof; provided, however, that solely with respect to a section contained or to be contained therein describing the County's investment policy, current portfolio holdings and valuation procedures, as they may relate to funds of the District held by the County Treasurer, the County Treasurer is hereby authorized and directed to prepare and review such information for inclusion in the District's Official Statement and in a preliminary Official Statement, and to certify in writing prior to or upon the issuance of the Series 2014 Bonds that the information contained in such section does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they are made, not misleading.

Section 9. Delivery of Resolution. The Clerk of the Board of Supervisors is hereby directed to deliver a copy of this Resolution to the Superintendent of the District.

Section 10. Effective Date: This Resolution shall take effect from and after its adoption.

* * * * *

CLERK'S CERTIFICATE

I, _____, Deputy Clerk of the Board of Supervisors (the "Board") of the County of Contra Costa, do hereby certify that the attached is a full, true and correct copy of a resolution and order duly adopted at a regular meeting of the Board duly and regularly and legally held at the regular meeting place thereof on _____, 2014, and duly entered in the minutes of said meeting, of which meeting all the members of the Board had due notice and at which a quorum thereof was present.

An agenda of said meeting was posted at least 72 hours before said meeting at 651 Pine Street, Room 107, Martinez, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda. A copy of said agenda is attached hereto.

I further certify that I have carefully compared the attached copy with the original minutes of said meeting on file and of record in my office. 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.

WITNESS my hand this _____ day of _____, 2014.

Deputy Clerk of the Board of Supervisors
County of Contra Costa