

**RESOLUTION OF THE BOARD OF EDUCATION OF
THE MT. DIABLO UNIFIED SCHOOL DISTRICT
AMENDING RESOLUTION #10/11-47 AND PROVIDING FOR
ISSUANCE OF CERTAIN GENERAL OBLIGATION
BONDS PURSUANT TO THE EDUCATION CODE
OF THE STATE OF CALIFORNIA**

RESOLUTION 10/11-51

WHEREAS, this Board of Education (the “Board”) of the Mt. Diablo Unified School District (the “District”), County of Contra Costa (the “County”), State of California has previously adopted Resolution #10/11-47 (the “Adopted Resolution”) approving the issuance and sale of one or more series of general obligations bonds (the “Bonds”) pursuant to an authorization to issue not to exceed \$348,000,000 aggregate principal amount of general obligation bonds (the “Authorization”) of the District authorized at an election (the “Election”) held in the District on June 8, 2010; and

WHEREAS, the Adopted Resolution contemplates the issuance of the Bonds by the District pursuant to Section 53506 *et seq.* of the Government Code of the State; and

WHEREAS, Section 15140 of the Education Code of the State (the “Education Code”) requires that bonds of a school district with a qualified or negative certification be issued and sold by the Board of Supervisors of the County (the “County Board”); and

WHEREAS, the District has filed its 2010-11 Second Interim Report with a Qualified Certification within the meaning of Section 42133 of the Education Code; and

WHEREAS, in accordance with Section 15140, the District intends to cause the Bonds to be issued and sold by the County on behalf of the District; and

WHEREAS, the Board wishes to amend the Adopted Resolution to provide for issuance of the Bonds pursuant to the Education Code and hereby requests the County Board to offer such Bonds for sale;

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

Section 1. Recitals. The foregoing recitals are true and correct.

Section 2. Issuance Pursuant to the Education Code. The Bonds shall be issued and sold pursuant to Section 15264 of the Education Code (the “Bond Law”). Any terms or provisions to the contrary in the Adopted Resolution shall be interpreted so as to be consistent with issuance pursuant to the Bond Law. In the event of a conflict between the terms and provisions of this Resolution or the resolution to be adopted by the County Board approving issuance of the Bonds and the Adopted Resolution, the terms and provisions of this Resolution and the County Resolution shall prevail.

Section 3. Amendment to the Adopted Resolution. The District hereby amends the Adopted Resolution as follows:

(a) The definition of “Authorizing Law” is hereby amended and restated in its entirety to read as follows:

“Authorizing Law” shall mean, collectively, (i) Chapter 2, Part 10, Division 1, Title 1.5 of the Education Code (commencing with Section 15264), as amended, (ii) Article XIII A of the California Constitution and (iii) as to Qualified School Construction Bonds only, the ARRA.

Section 4. Due Authorization; Compliance with Law and the Constitution. The Board determines that all acts and conditions necessary to be performed by the 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; that the full faith and credit of the District are hereby pledged for the timely payment of the principal of and interest on the Bonds; and that no statutory or Constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

Section 5. Assistance of County. This Board hereby requests the County Board to issue the Bonds and to order such Bonds to be sold to Stone & Youngberg LLC, as representative of itself and George K. Baum & Company, at a negotiated sale in accordance with the Purchase Contract. The County Board is hereby further 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 President of the Board is hereby directed to lodge, or to cause to be lodged, a certified copy of this Resolution with the Clerk of the County Board, together with distribution instructions, 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 (as defined in the Adopted Resolution), or any part thereof.

Section 6. Indemnification. The District 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 a resolution by the County Board providing for the issuance and sale of the Bonds, or related to the proceedings for sale, award, issuance and delivery of the Bonds in accordance therewith and herewith. 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 7. Authorized Officers. Members of the Board and District officials and staff 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 in accordance with this Resolution 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.

Section 8. Effective Date. This resolution shall take effect immediately upon its adoption.

The foregoing resolution was, on the 15th day of March, 2011, adopted by the Board of Education of the Mt. Diablo Unified School District at a regular meeting by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

Clerk of the Board of Education of the Mt.
Diablo Unified School District

By: _____