

RESOLUTION NO. 070557

BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA

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**RESOLUTION AUTHORIZING THE SAN MATEO-FOSTER CITY SCHOOL DISTRICT
TO ISSUE AND SELL SERIES A BONDS AND SERIES Q BONDS WITHOUT
FURTHER ACTION OF THE COUNTY**

RESOLVED, by the Board of Supervisors of the County of San Mateo, State of California, that

WHEREAS, an election was duly and regularly held in the San Mateo-Foster City School District (the "District") on February 5, 2008, in accordance with Section 1(b)(3) of Article XIII A of the California Constitution, for the purpose of submitting a bond measure (the "Bond Measure") to the qualified electors of the District, authorizing the issuance of general obligation bonds in the aggregate principal amount of \$175,000,000 (the "Bonds"), and more than 55% of the votes cast were in favor of the issuance of the Bonds; and

WHEREAS, Section 15140(b) of the Education Code of the State of California ("Education Code") authorizes a county board of supervisors to allow school districts over which the county superintendent of schools has jurisdiction to issue and sell school bonds directly without further action by the Board of Supervisors or officers of the county if said school district has not received a qualified or negative certification in its most recent interim report; and

WHEREAS, the Board of Trustees of the District, a school district under the

jurisdiction of the Superintendent of Schools of the County of San Mateo, has adopted, or will shortly adopt, a District Resolution (the "Series A Resolution") providing for the issuance and sale of San Mateo-Foster City School District General Obligation Bonds, Election of 2008, Series A, in an aggregate principal amount not to exceed \$55,000,000 ("Series A Bonds"), and requesting that this Board of Supervisors of the County of San Mateo (the "County") authorize the District to issue and sell its proposed Series A Bonds on its own behalf at a negotiated sale pursuant to and subject to the Education Code and applicable law; and

WHEREAS, a portion of the national allocation for the issuance of Qualified School Construction Bonds ("QSCB") under the American Recovery and Reinvestment Act of 2009 has been granted to the District in the amount of \$25,000,000 (the "District Allocation") to provide financing for the construction, reconstruction or repair of public school facilities, or the acquisition of land on which such facilities are to be constructed; and

WHEREAS, such QSCB bonds must, under present rules, be issued by December 31, 2009, unless an extension is granted.

WHEREAS, in order to take advantage of the District Allocation, the District has adopted, or will shortly adopt, a District Resolution (the "Series Q Resolution") providing for the issuance and sale of San Mateo-Foster City School District General Obligation Bonds, Election of 2008, Series Q, in an aggregate principal amount not to exceed \$25,000,000 ("Series Q Bonds"), and requesting that the County authorize the District to

issue and sell its proposed Series Q Bonds on its own behalf at a negotiated sale pursuant to and subject to the Education Code and applicable law; and

WHEREAS, the District has represented and warranted to the County 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. Authorization of Negotiated Sale.

(a). This Board hereby authorizes the issuance and negotiated sale by the San Mateo-Foster City School District, on its own behalf, of the San Mateo-Foster City School District General Obligation Bonds, Election of 2008, Series A, in an aggregate principal amount not to exceed \$55,000,000 (the "Series A Bonds"), as permitted by the California Education Code and applicable law, and the terms set forth in the Series A Resolution.

(b). This Board hereby authorizes the issuance and negotiated sale by the San Mateo-Foster City School District, on its own behalf, of the San Mateo-Foster City School District General Obligation Bonds, Election of 2008, Series Q, in an aggregate principal amount not to exceed \$25,000,000 (the "Series Q Bonds"), as permitted by the California Education Code and applicable law, and the terms set forth in the Series Q Resolution.

Section 2. No Qualified or Negative Certification.

If the District shall have received, at the time of the sale or issuance of the

bonds, a qualified or negative certification in its most recent interim report (as defined in Article 3 of Chapter 6 of Part 24 of Division 3 of Title 2 of the Education Code, or any successor law) the District shall not be entitled to issue bonds pursuant to the authority granted by this Resolution.

Section 3. District Responsibilities

Whenever the District issues bonds payable from ad valorem taxes, including specifically pursuant to the authority granted by this Resolution and by Education Code Section 15140(b) of the Education Code, the District shall be required to transmit a copy of:

- (a) its resolution authorizing the issuance and sale of the bonds;
 - (b) the final debt service schedule for the bonds reflecting the principal amounts and interest rates of the bonds as determined in the sale of the bonds;
- to the County Controller and the County Treasurer-Tax Collector, forthwith after the sale of any bonds and in no event no later than reasonably requested by such officer, in order to permit the County to establish tax rates and necessary funds or accounts for the bonds.

Section 4. County Responsibilities.

- (a) The County, including the officers thereof and this Board of Supervisors, takes no responsibility for any act or omission that is in any way related to any bonds issued or sold by or on behalf of the District pursuant to the authority granted in this Resolution, including but not limited to any proceedings for the sale and issuance of the bonds, the validity of the bonds, or any disclosure issues related to the bonds.

(b) The County shall levy and collect taxes, pay bonds, and hold and invest bond proceeds and tax funds for bonds duly issued and sold by the District pursuant to the authority granted by this Resolution, as otherwise required by law. No part of any fund of the County is pledged or obligated to the payment of any bonds issued by the District pursuant to the authority granted by this Resolution.

(c) The County, including the officers, officials and employees thereof and this Board of Supervisors, takes no responsibility for establishing a tax rate for any new issue of bonds in any year in which the information required by Section 3(b) 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 et seq.

Section 5. Indemnification of County.

The County, including its Board of Supervisors, officers, officials, agents and employees, shall be required to only undertake those duties which are specifically set forth in this Resolution. The District agrees to indemnify, defend, and hold harmless the County, including its Board of Supervisors, officers, officials, agents and employees, against any and all liabilities, losses, costs and expenses (including attorneys fees and court costs), damages and claims which the County, including its Board of Supervisors, officers, officials, agents and employees, may incur in the exercise and performance of its or their powers and duties hereunder which are not solely due to its gross negligence or willful misconduct.

Section 6 Deposit and Investment of Series A and Series Q Bond Proceeds.

The proceeds of the Series A Bonds and the Series Q sold pursuant to the authority of this Resolution shall be deposited and invested as follows:

- (a) The proceeds of sale of the bonds, exclusive of any premium and accrued interest received, shall be deposited in the County Treasury to the credit of the building fund of the district. Any premium and accrued interest received by the District shall be deposited upon receipt in the interest and sinking fund of the District within the County treasury.
- (b) All funds held by the County Treasurer-Tax Collector relating to the bonds shall be invested at the County Treasurer-Tax Collector's discretion pursuant to law and the investment policy of the County.
- (c) Investment earnings on the money in the District's building fund shall be deposited in the building fund. Investment earnings on the money in the District's interest and sinking fund shall be deposited into the interest and sinking fund.

Section 7 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 8. Effective Date: This resolution shall take effect from and after its adoption

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Regularly passed and adopted this 15th day of December, 2009.

AYES and in favor of said resolution:

Supervisors: MARK CHURCH
CAROLE GROOM
RICHARD S. GORDON
ROSE JACOBS GIBSON
ADRIENNE J. TISSIER

NOES and against said resolution:

Supervisors: NONE

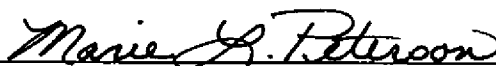
Absent Supervisors: NONE



President, Board of Supervisors
County of San Mateo
State of California

Certificate of Delivery

I certify that a copy of the original resolution filed in the Office of the Clerk of the Board of Supervisors of San Mateo County has been delivered to the President of the Board of Supervisors.



Marie L. Peterson, Deputy
Clerk of the Board of Supervisors

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