

RESOLUTION NO. _____

BOARD OF SUPERVISORS, SAN MATEO COUNTY, STATE OF CALIFORNIA

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**RESOLUTION OF THE BOARD OF SUPERVISORS OF
SAN MATEO COUNTY, CALIFORNIA, AUTHORIZING THE ISSUANCE OF
RAVENSWOOD CITY SCHOOL DISTRICT
(SAN MATEO COUNTY, CALIFORNIA)
ELECTION OF 2000 GENERAL OBLIGATION BONDS, SERIES B**

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

WHEREAS, a duly called special election was held in the Ravenswood City School District (the "District"), San Mateo County (the "County"), State of California, on November 7, 2000 (the "Election") and thereafter canvassed pursuant to law;

WHEREAS, at such election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum principal amount of \$10,000,000 payable from the levy of an ad valorem tax against the taxable property in the District;

WHEREAS, the County has previously issued \$2,500,000 Ravenswood City School District (San Mateo County) Election of 2000 General Obligation Bonds, Series A (the "Series A Bonds");

WHEREAS, at this time this County Board of Supervisors (the "Board") has received

the resolution of the governing board of the District requesting the issuance of a second series of such Bonds in an aggregate principal amount not to exceed \$2,500,000 (the "Series B Bonds");

WHEREAS, the Board of Supervisors is informed and accepts, and is relying on the representation of the District, that it is necessary and desirable and that said Series B Bonds be issued and sold by negotiated sale, for the purposes for which said Series B Bonds have been authorized and on the terms and conditions set forth in the resolution of the Board of Trustees of the District;

WHEREAS, pursuant to Section 265 of the Internal Revenue Code of 1986, as amended (the "Code"), under certain circumstances, certain obligations the interest on which is excluded from gross income for federal income tax purposes under Section 103 of the Code may be designated by the issuer thereof as "bank qualified tax-exempt obligations," thereby allowing certain financial institutions that are holders of such qualified tax-exempt obligations to deduct for federal income tax purposes a portion of such institution's interest expense that is allocable to such qualified tax-exempt obligations, all as determined in accordance with Sections 265 and 291 of the Code;

WHEREAS, the District Board has designated the Series B Bonds as "bank qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Code; and

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation bonds of the District, and the indebtedness of the District, including this proposed issue of Series B Bonds, is within all limits prescribed by law;

NOW THEREFORE, IT IS HEREBY DETERMINED AND ORDERED, that:

SECTION 1. Purpose of Series B Bonds. To raise money for the purpose authorized by the voters of the District at the Election and to pay all necessary legal, financial, engineering and contingent costs in connection therewith, the County authorizes the issuance of the Series B Bonds.

SECTION 2. Terms and Conditions of Sale. The Series B Bonds shall be sold at a negotiated sale upon the direction of the Superintendent of the District and the Treasurer-Tax Collector of the County. The Series B Bonds shall be sold pursuant to the terms and conditions set forth in the Purchase Contract, as described below.

SECTION 3. Approval of Purchase Contract. The form of Contract of Purchase (the "Purchase Contract") by and among the County, the District and M. L. Stern & Co., Inc. (the "Purchaser"), for the purchase and sale of the Series B Bonds is hereby approved and the Treasurer-Tax Collector of the County (the "Treasurer-Tax Collector"), or a designated deputy thereof, or the President of the Board of Supervisors (the "President") or such President's designee is hereby authorized to execute and deliver the Purchase Contract, and the Superintendent of the District, the District's chief business officer (the "CBO") or any person designated by the Superintendent, each alone, on behalf of the District, is hereby authorized and requested to acknowledge the execution of such Purchase Contract, if necessary, but with such changes therein, deletions therefrom and modifications thereto as the Treasurer-Tax Collector, or designated deputy thereof, or the President or such President's designee may approve, such approval to be conclusively evidenced by his or her execution and delivery thereof; provided, however, that the maximum interest rate on the Series B Bonds shall not exceed the maximum rate permitted by law and the underwriter's discount, excluding original issue discount, thereon

shall not exceed 1.75% of the aggregate of principal amount of Series B Bonds issued. The Treasurer-Tax Collector, any designated deputy thereof, or the County President is further authorized to determine the principal amount of the Series B Bonds to be specified in the Purchase Contract for sale by the County Board up to \$2,500,000 and to enter into and execute the Purchase Contract with the Underwriter, if the conditions set forth in this Resolution are satisfied.

SECTION 4. Certain Definitions. As used in this Resolution, the terms set forth below shall have the meanings ascribed to them (unless otherwise set forth in the Purchase Contract):

(a) “Bond Insurer” means any insurance company which issues a municipal bond insurance policy insuring the payment of principal of and interest on the Series B Bonds.

(b) “Bond Payment Date” means (unless otherwise provided by the Purchase Contract) January 1 and July 1 of each year commencing January 1, 2003 with respect to the interest on the Bonds and July 1 of each year commencing July 1, 2003 with respect to the principal payments on the Bonds.

(c) “Bond Registrar” means the San Mateo County Treasurer-Tax Collector or such other entity designated by the San Mateo County Treasurer-Tax Collector.

(d) “Depository” means the securities depository acting as Depository pursuant to Section 5(c) hereof.

(e) “DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, in its capacity as securities depository for the Series B Bonds.

(f) “Information Services” means Financial Information, Inc.’s Financial Daily Called Bond Service; Moody’s Investor’s Service; or Standard & Poor’s J.J. Kenny

Information Services Called Bond Service.

(g) “Nominee” means the nominee of the Depository, which may be the Depository, as determined from time to time pursuant to Section 5(c) hereof.

(h) “Participants” means those broker-dealers, banks and other financial institutions from time to time for which the Depository holds book-entry certificates as securities depository.

(i) “Principal” or “Principal Amount” means the principal or principal amount of a bond.

(j) “Record Date” means the fifteenth (15th) day of the month preceding each Bond Payment Date.

(k) “Securities Depositories” means The Depository Trust Company, 711 Stewart Avenue, Garden City, New York 11530, Facsimile transmission: (516) 227-4039, (516) 227-4190.

(l) “Series B Bonds” means the Series B Bonds the interest on which is payable semiannually on each Bond Payment Date specified for each such Series B Bond as designated and maturing in the years and in the amounts set forth in the Purchase Contract.

(m) “Term Bonds” means those Series B Bonds for which mandatory redemption dates have been established in the Purchase Contract.

(n) “Transfer Amount” means the aggregate principal amount.

SECTION 5. Terms of the Series B Bonds.

(a) Denomination, Interest, Dated Dates. The Series B Bonds shall be issued as current interest bonds registered as to both principal and interest, in the denominations of \$5,000 or any integral multiple thereof.

Each Series B Bond shall be dated the date of its initial issuance or such date as shall appear in the Purchase Contract (the "Dated Date"), and shall bear interest from the Bond Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the 16th day of the month next preceding any Bond Payment Date to that Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before December 15, 2002, in which event it shall bear interest from the Dated Date.

The Series B Bonds shall bear interest at a rate or rates such that the interest rate shall not exceed the maximum rate permitted by law. Interest shall be payable on the respective Bond Payment Dates.

(b) Redemption.

(i) Optional Redemption. Unless otherwise provided in the Purchase Contract, the Series B Bonds maturing on or before July 1, 2012, are not subject to redemption prior to their fixed maturity dates. Unless otherwise provided in the Purchase Contract, the Series B Bonds maturing on or after July 1, 2013, may be redeemed before maturity at the option of the District, from any source of funds, on July 1, 2012, or on any Bond Payment Date thereafter as a whole or in part. For the purposes of such selection, Series B Bonds will be deemed to consist of \$5,000 portions, and any such portion may be separately redeemed. Unless otherwise provided in the Purchase Contract, the Series B Bonds called prior to maturity will be redeemed at the following redemption prices, expressed as a percentage of par value, together with accrued interest to the date of redemption:

<u>Redemption Dates</u>	<u>Redemption Prices</u>
July 1, 2012 and January 1, 2013	102%
July 1, 2013 and January 1, 2014	101
July 1, 2014 and thereafter	100

(ii) Mandatory Redemption. Unless otherwise provided in the Purchase Contract, the Term Bonds are subject to mandatory redemption from monies in the Debt Service Fund established in Section 12 hereof prior to their stated maturity date, at the Principal Amount thereof without premium on each July 1, as set forth in the Purchase Contract and in the Official Statement.

(iii) Selection of Bonds for Redemption. Whenever provision is made in this Resolution for the redemption of Series B Bonds and less than all Outstanding Series B Bonds are to be redeemed, the Bond Registrar identified below, upon written instruction from the District, shall select Series B Bonds for redemption as so directed and if not directed, in inverse order of maturity. Within a maturity, the Bond Registrar shall select Series B Bonds for redemption by lot. Redemption by lot shall be in such manner as the Bond Registrar shall determine; provided, however, that the portion of any Series B Bond to be redeemed in part shall be in the Principal Amount of \$5,000 or any integral multiple thereof.

(iv) Notice of Redemption. When redemption is authorized or required pursuant to Section 5(b)(i) hereof, the Bond Registrar, upon written instruction from the District, shall give notice (a "Redemption Notice") of the redemption of the Series B Bonds. Such Redemption Notice shall specify: (a) the Series B Bonds or designated portions thereof (in the case of redemption of the Series B Bonds in part but not in whole)

which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of the Bond Registrar, (d) the redemption price, (e) the CUSIP numbers (if any) assigned to the Series B Bonds to be redeemed, (f) the Bond numbers of the Series B Bonds to be redeemed in whole or in part and, in the case of any Series B Bond to be redeemed in part only, the Principal Amount of such Series B Bond to be redeemed, and (g) the original issue date, interest rate and stated maturity date of each Series B Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Series B Bond or portion thereof being redeemed at the redemption price thereof, together with the interest accrued or accreted to the redemption date, and that from and after such date, interest with respect thereto shall cease to accrue.

The Bond Registrar shall take the following actions with respect to such Redemption Notice:

(a) At least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of Bonds designated for redemption by registered or certified mail, postage prepaid, at their addresses appearing on the Bond Register.

(b) At least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given by (i) registered or certified mail, postage prepaid, (ii) telephonically confirmed facsimile transmission, or (iii) overnight delivery service, to each of the Securities Depositories.

(c) At least 30 but not more than 45 days prior to the

redemption date, such Redemption Notice shall be given by (i) registered or certified mail, postage prepaid, or (ii) overnight delivery service, to one of the Information Services.

Neither failure to receive or failure to publish any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Series B Bonds. Each check issued or other transfer of funds made by the Bond Registrar for the purpose of redeeming Series B Bonds shall bear or include the CUSIP number identifying, by issue and maturity, the Series B Bonds being redeemed with the proceeds of such check or other transfer.

(v) Partial Redemption of Series B Bonds. Upon the surrender of any Series B Bond redeemed in part only, the Bond Registrar shall execute and deliver to the Owner thereof a new Series B Bond or Bonds of like tenor and maturity and of authorized denominations equal in Transfer Amounts to the unredeemed portion of the Series B Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the County and the District shall be released and discharged thereupon from all liability to the extent of such payment.

(vi) Effect of Notice of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside in the District's Debt Service Fund, the Series B Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Series B Bonds to be redeemed as provided in Section 5(b)(i) hereof, together with interest accrued to such redemption date, shall be held by the Bond Registrar so as to be available

therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Series B Bonds to be redeemed shall cease to accrue or accrete and become payable. All money held by or on behalf of the Bond Registrar for the redemption of Series B Bonds shall be held in trust for the account of the Owners of the Series B Bonds so to be redeemed.

All Series B Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section 5 shall be cancelled upon surrender thereof and be delivered to or upon the order of the County and the District. All or any portion of a Bond purchased by the County or the District shall be cancelled by the Bond Registrar.

(vii) Series B Bonds No Longer Outstanding. When any Series B Bonds (or portions thereof), which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Bond Registrar, in form satisfactory to it, and sufficient moneys shall be held by the Bond Registrar irrevocably in trust for the payment of the redemption price of such Series B Bonds or portions thereof, and accrued interest with respect thereto to the date fixed for redemption, all as provided in this Resolution, then such Series B Bonds shall no longer be deemed Outstanding and shall be surrendered to the Bond Registrar for cancellation.

(c) Book-Entry System.

(i) Definitions. As used in this Section, the terms set forth below shall have the meanings ascribed to them:

“Nominee” means the nominee of the Depository, which may be the

Depository, as determined from time to time pursuant to this Section.

“Participants” means those broker-dealers, banks and other financial institutions from time to time for which the Depository holds book-entry certificates as securities depository.

(ii) Election of Book-Entry System. The County shall cause the delivery of a separate single fully-registered bond (which may be typewritten) for each maturity date of such Series B Bonds in an authorized denomination. The ownership of each such Series B Bond shall be registered in the Bond Register (as defined below) in the name of the Nominee, as nominee of the Depository and ownership of the Series B Bonds, or any portion thereof may not thereafter be transferred except as provided in Section 5(c)(ii)(4).

With respect to book-entry Series B Bonds, the District and the Bond Registrar shall have no responsibility or obligation to any Participant or to any person on behalf of which such a Participant holds an interest in such book-entry Series B Bonds. Without limiting the immediately preceding sentence, the District and the Bond Registrar shall have no responsibility or obligation with respect to (i) the accuracy of the records of the Depository, the Nominee, or any Participant with respect to any ownership interest in book-entry Series B Bonds, (ii) the delivery to any Participant or any other person, other than an owner as shown in the Bond Register, of any notice with respect to book-entry Series B Bonds, including any notice of redemption, (iii) the selection by the Depository and its Participants of the beneficial interests in book-entry Series B Bonds to be prepaid in the event the District redeems the Series B Bonds in part, or (iv) the payment by the Depository or any Participant or any other person, of any amount with respect to

Principal, premium, if any, or interest on the book-entry Series B Bonds. The District and the Bond Registrar may treat and consider the person in whose name each book-entry Series B Bond is registered in the Bond Register as the absolute owner of such book-entry Series B Bond for the purpose of payment of Principal of and premium and interest on and to such Series B Bond, for the purpose of giving notices of redemption and other matters with respect to such Series B Bond, for the purpose of registering transfers with respect to such Series B Bond, and for all other purposes whatsoever. The Bond Registrar shall pay all Principal of and premium, if any, and interest on the Series B Bonds only to or upon the order of the respective owner, as shown in the Bond Register, or his respective attorney duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to payment of Principal of, and premium, if any, and interest on the Series B Bonds to the extent of the sum or sums so paid. No person other than an owner, as shown in the Bond Register, shall receive a certificate evidencing the obligation to make payments of Principal of, and premium, if any, and interest on the Series B Bonds. Upon delivery by the Depository to the owner and the Bond Registrar, of written notice to the effect that the Depository has determined to substitute a new nominee in place of the Nominee, and subject to the provisions herein with respect to the Record Date, the word Nominee in this Resolution shall refer to such nominee of the Depository.

1. Delivery of Letter of Representations. In order to qualify the book-entry Series B Bonds for the Depository's book-entry system, the District and the Bond Registrar shall execute and deliver to the Depository a Letter of Representations. The execution and delivery of a Letter of Representations shall not in any way impose upon

the District or the Bond Registrar any obligation whatsoever with respect to persons having interests in such book-entry Series B Bonds other than the owners, as shown on the Bond Register. By executing a Letter of Representations, the Bond Registrar shall agree to take all action necessary at all times so that the District will be in compliance with all representations of the District in such Letter of Representations. In addition to the execution and delivery of a Letter of Representations, the District and the Bond Registrar shall take such other actions, not inconsistent with this Resolution, as are reasonably necessary to qualify book-entry Series B Bonds for the Depository's book-entry program.

2. Selection of Depository. In the event (i) the Depository determines not to continue to act as securities depository for book-entry Series B Bonds, or (ii) the District determines that continuation of the book-entry system is not in the best interest of the beneficial owners of the Series B Bonds or the District, then the District will discontinue the book-entry system with the Depository. If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or direct the preparation of a new single, separate, fully registered bond for each maturity date of such book-entry Series B Bond, registered in the name of such successor or substitute qualified securities depository or its Nominee as provided in subsection (4) hereof. If the District fails to identify another qualified securities depository to replace the Depository, then the Series B Bonds shall no longer be restricted to being registered in such Bond Register in the name of the Nominee, but shall be registered in whatever name or names the owners transferring or exchanging such Series B Bonds shall designate, in accordance with the provisions of this Section 5(c).

3. Payments to Depository. Notwithstanding any other provision of this Resolution to the contrary, so long as all outstanding Series B Bonds are held in book-entry and registered in the name of the Nominee, all payments with respect to Principal of and premium, if any, or interest on the Series B Bonds and all notices with respect to such Series B Bonds shall be made and given, respectively to the Nominees, as provided in the Letter of Representations or as otherwise instructed by the Depository and agreed to by the Bond Registrar notwithstanding any inconsistent provisions herein.

4. Transfer of Bonds to Substitute Depository.

(A) The Series B Bonds shall be initially issued as described in the Official Statement described herein. Registered ownership of such Series B Bonds, or any portions thereof, may not thereafter be transferred except:

(1) to any successor of DTC or its nominee, or of any substitute depository designated pursuant to Section 5(c)(ii)(4)(A)(2) (“Substitute Depository”); provided that any successor of DTC or Substitute Depository shall be qualified under any applicable laws to provide the service proposed to be provided by it;

(2) to any Substitute Depository, upon (1) the resignation of DTC or its successor (or any Substitute Depository or its successor) from its functions as depository, or (2) a determination by the District that DTC (or its successor) is no longer able to carry out its functions as depository; provided that any such Substitute Depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(3) to any person as provided below, upon (1) the resignation of DTC or its successor (or any Substitute Depository or its successor) from its functions

as depository, or (2) a determination by the District that DTC or its successor (or Substitute Depository or its successor) is no longer able to carry out its functions as depository.

(B) In the case of any transfer pursuant to Section 5(c)(ii)(4)(A)(1) or (2), upon receipt of all outstanding Series B Bonds by the Bond Registrar, together with a written request of the District to the Bond Registrar designating the Substitute Depository, a single new Series B Bond, which the District shall prepare or cause to be prepared, shall be executed and delivered for each maturity of Series B Bonds then outstanding, registered in the name of such successor or such Substitute Depository or their Nominees, as the case may be, all as specified in such written request of the District. In the case of any transfer pursuant to Section 5(c)(ii)(4)(A)(3), upon receipt of all outstanding Series B Bonds by the Bond Registrar, together with a written request of the District to the Bond Registrar, new Series B Bonds, which the District shall prepare or cause to be prepared, shall be executed and delivered in such denominations and registered in the names of such persons as are requested in such written request of the District, provided that the Bond Registrar shall not be required to deliver such new Bonds within a period of less than sixty (60) days from the date of receipt of such written request from the District.

(C) In the case of a partial redemption or an advance refunding of any Series B Bonds evidencing a portion of the Principal maturing in a particular year, DTC or its successor (or any Substitute Depository or its successor) shall make an appropriate notation on such Series B Bonds indicating the date and amounts of such reduction in Principal, in form acceptable to the Bond Registrar, all in accordance with the Letter of

Representations. The Bond Registrar shall not be liable for such Depository's failure to make such notations or errors in making such notations.

(D) The District and the Bond Registrar shall be entitled to treat the person in whose name any Series B Bond is registered as the owner thereof for all purposes of this Resolution and any applicable laws, notwithstanding any notice to the contrary received by the Bond Registrar or the District; and the District and the Bond Registrar shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owners of the Series B Bonds. Neither the District nor the Bond Registrar shall have any responsibility or obligation, legal or otherwise, to any such beneficial owners or to any other party, including DTC or its successor (or Substitute Depository or its successor), except to the Owner of any Series B Bonds, and the Bond Registrar may rely conclusively on its records as to the identity of the owners of the Series B Bonds.

SECTION 6. Execution of Series B Bonds. The Series B Bonds shall be signed by the President of the Board of Supervisors and the Treasurer-Tax Collector by their manual signatures and countersigned by the manual signature of and the seal of the County affixed thereto by the Clerk of the Board of Supervisors, all in their official capacities. No Series B Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Series B Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Series B Bond so authenticated has been duly issued, signed and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

SECTION 7. Bond Registrar; Transfer and Exchange. This Board does hereby

appoint the San Mateo County Treasurer-Tax Collector to act as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Bond Registrar") for the Series B Bonds.

So long as any of the Series B Bonds remains outstanding, the District will cause the Bond Registrar to maintain and keep at its principal office all books and records necessary for the registration, exchange and transfer of the Series B Bonds as provided in this Section. Subject to the provisions of Section 8 below, the person in whose name a Series B Bond is registered on the Bond Register shall be regarded as the absolute owner of that Series B Bond for all purposes of this Resolution. Payment of or on account of the Principal of and premium, if any, and interest on any Series B Bond shall be made only to or upon the order of that person; neither the District, the County nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the District's liability upon the Series B Bonds, including interest, to the extent of the amount or amounts so paid.

Any Series B Bond may be exchanged for Series B Bonds of like tenor, maturity and Transfer Amount upon presentation and surrender at the principal office of the Bond Registrar, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Series B Bond may be transferred on the Bond Register only upon presentation and surrender of the Series B Bond at the principal office of the Bond Registrar together with an assignment executed by the Owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer, the Bond Registrar shall complete, authenticate and deliver a new Series B Bond or Series B Bonds of like tenor and of any authorized denomination or denominations requested by the Owner equal

to the Transfer Amount of the Series B Bond surrendered and bearing or accruing interest at the same rate and maturing on the same date.

If any Series B Bond shall become mutilated, the County, at the expense of the Owner of said Series B Bond, shall execute, and the Bond Registrar shall thereupon authenticate and deliver, a new Series B Bond of like series, tenor and Transfer Amount in exchange and substitution for the Series B Bond so mutilated, but only upon surrender to the Bond Registrar of the Series B Bond so mutilated. If any Series B Bond issued hereunder shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Bond Registrar and, if such evidence be satisfactory to the Bond Registrar and indemnity for the Bond Registrar, the County and the District satisfactory to the Bond Registrar shall be given by the owner, the County, at the expense of the Series B Bond owner, shall execute, and the Bond Registrar shall thereupon authenticate and deliver, a new Series B Bond of like Series Bnd tenor in lieu of and in substitution for the Series B Bond so lost, destroyed or stolen (or if any such Series B Bond shall have matured or shall have been called for redemption, instead of issuing a substitute Series B Bond the Bond Registrar may pay the same without surrender thereof upon receipt of indemnity satisfactory to the Bond Registrar). The Bond Registrar may require payment of a reasonable fee for each new Series B Bond issued under this paragraph and of the expenses which may be incurred by the County and the Bond Registrar.

If manual signatures on behalf of the County are required in connection with an exchange or transfer, the Bond Registrar shall undertake the exchange or transfer of Series B Bonds only after the new Series B Bonds are signed by the authorized officers of the County. In all cases of exchanged or transferred Series B Bonds, the County shall sign and the Bond Registrar shall authenticate and deliver Series B Bonds in accordance with the provisions of this Resolution.

All fees and costs of transfer shall be paid by the requesting party. Those charges may be required to be paid before the procedure is begun for the exchange or transfer. All Series B Bonds issued upon any exchange or transfer shall be valid obligations of the District, evidencing the same debt, and entitled to the same security and benefit under this Resolution as the Series B Bonds surrendered upon that exchange or transfer.

Any Series B Bond surrendered to the Bond Registrar for payment, retirement, exchange, replacement or transfer shall be cancelled by the Bond Registrar. The District and the County may at any time deliver to the Bond Registrar for cancellation any previously authenticated and delivered Series B Bonds that the District and the County may have acquired in any manner whatsoever, and those Series B Bonds shall be promptly cancelled by the Bond Registrar. Written reports of the surrender and cancellation of Series B Bonds shall be made to the District and the County by the Bond Registrar on or before January 1 and July 1 of each year. The cancelled Series B Bonds shall be retained for six years, then returned to the District or destroyed by the Bond Registrar as directed by the District.

Neither the District, the County nor the Bond Registrar will be required (a) to issue or transfer any Series B Bonds during a period beginning with the opening of business on the 15th business day next preceding either any Bond Payment Date or any date of selection of Series B Bonds to be redeemed and ending with the close of business on the Bond Payment Date or any day on which the applicable notice of redemption is given or (b) to transfer any Series B Bonds which have been selected or called for redemption in whole or in part.

SECTION 8. Payment. Payment of interest on any Series B Bond on any Bond Payment Date shall be made to the person appearing on the registration books of the Bond Registrar as the Owner thereof as of the Record Date immediately preceding such Bond Payment

Date, such interest to be paid by check mailed to such Owner on the Bond Payment Date at his address as it appears on such registration books or at such other address as he may have filed with the Bond Registrar for that purpose on or before the Record Date. The Owner in an aggregate Principal Amount of \$1,000,000 or more may request in writing to the Bond Registrar that such Owner be paid interest by wire transfer to the bank and account number on file with the Bond Registrar as of the Record Date. The principal, and prepayment premiums, if any, payable on the Series B Bonds shall be payable upon maturity or redemption upon surrender at the principal office of the Bond Registrar. The interest, principal and premiums, if any, on the Series B Bonds shall be payable in lawful money of the United States of America. The Bond Registrar is hereby authorized to pay the Bonds when duly presented for payment at maturity, and to cancel all Series B Bonds upon payment thereof. The Series B Bonds are general obligations of the District and do not constitute an obligation of the County. No part of any fund of the County is pledged or obligated to the payment of the Series B Bonds.

SECTION 9. Designation as Bank Qualified Tax-Exempt Obligations. The District Board hereby designates the Series Bonds as “bank qualified tax-exempt obligations” within the meaning of Section 265(b)(3) of the Code.

SECTION 10. Form of Series B Bonds. The Series B Bonds shall be in substantially the form set forth in Exhibit A hereto, allowing those officials executing the Series B Bonds to make the insertions and deletions necessary to conform the Series B Bonds to this Resolution and the Purchase Contract.

SECTION 11. Delivery of Series B Bonds. The proper officials of the County shall cause the Series B Bonds to be prepared and, following their sale, shall have the Series B Bonds signed and delivered, together with a true transcript of proceedings with reference to the

issuance of the Series B Bonds, to the original purchaser upon payment of the purchase price therefor.

SECTION 12. Deposit of Proceeds of Series B Bonds. The proceeds from the sale of the Series B Bonds, to the extent of the Principal Amount thereof, shall be paid to the County to the credit of the fund hereby created and established and to be known as the “Series B Ravenswood City School District Building Fund” (the “Building Fund”) of the District, shall be kept separate and distinct from all other District and County funds, and those proceeds shall be used solely for the purpose for which the Series B Bonds are being issued and provided further that such proceeds shall be applied solely to authorized purposes which relate to the acquisition or improvement of real property. The accrued interest and any premium received by the County from the sale of the Series B Bonds shall be kept separate and apart in the fund hereby created and established and to be designated as the “Series B Ravenswood City School District General Obligation Bond Debt Service Fund” (the “Debt Service Fund”) for the Series B Bonds and used only for payment of Principal of and interest on the Series B Bonds. Interest earnings on monies held in the Building Fund shall be retained in the Building Fund. Interest earnings on monies held in the Debt Service Fund shall be retained in the Debt Service Fund. Any excess proceeds of the Series B Bonds not needed for the authorized purposes set forth herein for which the Series B Bonds are being issued shall be transferred to the Debt Service Fund and applied to the payment of Principal of and interest on the Series B Bonds. If, after payment in full of the Series B Bonds, there remain excess proceeds, any such excess amounts shall be transferred to the General Fund of the District.

Subject to federal tax restrictions, moneys in the funds created hereunder shall be invested in any one or more investments generally permitted to school districts under Sections

16429.1 and 53601 et seq. of the Government Code of the State of California (the “Government Code”), consistent with the County investment policy and this Resolution. Proceeds of the Bonds shall be invested under the direction and discretion of the Treasurer-Tax Collector.

Except as required below to satisfy the requirements of Section 148(f) of the Internal Revenue Code of 1986, as amended (the “Code”), interest earned on the investment of monies held in the Debt Service Fund shall be retained in the Debt Service Fund and used by the County to pay the Principal of and interest on the Series B Bonds when due. Interest earned on the investment of moneys held in the Building Fund shall be retained in the Building Fund.

SECTION 13. Security for the Series B Bonds. There shall be levied on all the taxable property in the District, in addition to all other taxes, a continuing direct ad valorem tax annually during the period the Series B Bonds are outstanding in an amount sufficient to pay the principal of and interest on the Series B Bonds when due, which monies when collected will be placed in the Debt Service Fund of the District, which fund is irrevocably pledged for the payment of the principal of and interest on the Series B Bonds when and as the same fall due.

SECTION 14. Arbitrage Covenant. The County acknowledges that the District has covenanted that it will restrict the use of the proceeds of the Series B Bonds in such manner and to such extent, if any, as may be necessary, so that the Series B Bonds will not constitute arbitrage bonds under Section 148 of the Code and the applicable regulations prescribed under that Section or any predecessor section. Calculations for determining arbitrage requirements are the sole responsibility of the District.

SECTION 15. Conditions Precedent. Based on representations of the District, and to the best knowledge of the Board, this 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 of the Series B

Bonds in order to make them 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 Series B Bonds have been performed and have been met, in regular and due form as required by law; that the full faith, credit and revenues of the District are pledged for the timely payment of the principal of and interest on the Series B Bonds; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Series B Bonds.

SECTION 16. Official Statement. It is understood and acknowledged that the Underwriter and District intend to prepare and distribute a Preliminary Official Statement and an Official Statement relating to the Series B Bonds to persons who may be interested in the purchase of the Series B Bonds and to deliver copies of a final Official Statement to the purchaser of the Series B Bonds, in such time and manner as to conform with the requirements of Rule 15c2-12 of the Securities and Exchange Commission. Notwithstanding this consent, neither the Board of Supervisors, nor any officer of the County has prepared or reviewed the Official Statement of the District describing the Series B Bonds, and the Board of Supervisors and various officers of the County take no responsibility for the contents or distribution thereof.

SECTION 17. Insurance. In the event the District purchases bond insurance for the Series B Bonds, and to the extent that the Bond Insurer makes payment of the principal, interest or Accreted Interest on the Series B Bonds, it shall become the owner of such Series B Bonds with the right to payment of principal or Interest on the Series B Bonds, and shall be fully subrogated to all of the Owners' rights, including the Owners' rights to payment thereof. To evidence such subrogation (i) in the case of subrogation as to claims that were past due interest components, the Bond Registrar shall note the Bond Insurer's rights as subrogee on the registration books for the Series B Bonds maintained by the Bond Registrar upon receipt of a

copy of the cancelled check issued by the Bond Insurer for the payment of such interest to the Owners of the Series B Bonds, and (ii) in the case of subrogation as to claims for past due Principal, the Bond Registrar shall note the Bond Insurer as subrogee on the registration books for the Series B Bonds maintained by the Bond Registrar upon surrender of the Series B Bonds by the Owners thereof to the Bond Insurer or the insurance trustee for the Bond Insurer.

SECTION 18. Defeasance. All or any portion of the outstanding maturities of the Series B Bonds may be defeased prior to maturity in the following ways:

(a) Cash: by irrevocably depositing with the County or with an independent escrow agent selected by the District an amount of cash which together with amounts then on deposit in the Debt Service Fund (as hereinafter defined) is sufficient to pay all Series B Bonds outstanding and designated for defeasance, including all principal and interest and premium, if any; or

(b) United States Obligations: by irrevocably depositing with the County or with an independent escrow agent selected by the District noncallable United States Obligations together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all Series B Bonds outstanding and designated for defeasance (including all principal and interest represented thereby and prepayment premiums, if any) at or before their maturity date;

then, notwithstanding that any of such Series B Bonds shall not have been surrendered for payment, all obligations of the District and the County with respect to all such designated outstanding Series B Bonds shall cease and terminate, except only the obligation of the County

and the Bond Registrar or an independent escrow agent selected by the District to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) of this Section, to the owners of such designated Series B Bonds not so surrendered and paid all sums due with respect thereto.

For purposes of this Section, United States Obligations shall mean:

Direct and general obligations of the United States of America, or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, including (in the case of direct and general obligations of the United States of America) evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances where (a) a bank or trust company acts as custodian and holds the underlying United States obligations; (b) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying United States obligations; and (c) the underlying United States obligations are held in a special account, segregated from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated or assessed "AAA" by Standard & Poor's, a division of the McGraw-Hill Companies or "Aaa" by Moody's Investors Service.

SECTION 19. Other Actions. Officers of the Board and County 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 Series B Bonds and otherwise carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers, officials and staff are hereby ratified, confirmed and approved.

SECTION 20. Security for the Series B Bonds. The Board hereby covenants to levy and to direct the Treasurer-Tax Collector, on behalf of San Mateo County (the “County”), to bill on all the taxable property in the District, in addition to all other taxes in the District, a continuing direct ad valorem tax annually during the period the Bonds are outstanding in an amount sufficient to pay the principal of and interest on the Bonds when due, which monies when collected will be placed in the Debt Service Fund of the District established by the District for the principal of and interest on the Refunding Bonds and the Series B Bonds when due and as the same fall due.

SECTION 21. Resolution to Treasurer-Tax Collector. The Clerk of this Board is hereby directed to provide a certified copy of this Resolution to the Treasurer-Tax Collector of San Mateo County immediately following its adoption.

SECTION 22. Effective Date. This Resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 9th day of July, 2002, by the following vote:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

President
Board of Supervisors
San Mateo County

ATTEST:

Clerk of the Board
San Mateo County

By: _____

CLERK'S CERTIFICATE

I, _____, Clerk of the Board of Supervisors of San Mateo County, California, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Supervisors of said County duly and regularly and legally held at the regular meeting place thereof on July 9, 2002, of which meeting all of the members of the Board of said County had due notice and at which a quorum was present.

I have carefully compared the same with the original minutes of said meeting on file and of record in my office and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

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: _____, 2002

Clerk

EXHIBIT A

Form of Bond

REGISTERED NO. _____

REGISTERED \$ _____

**RAVENSWOOD CITY SCHOOL DISTRICT
SAN MATEO COUNTY, CALIFORNIA
ELECTION OF 2000 GENERAL OBLIGATION BOND, SERIES B
(Bank Qualified)**

INTEREST RATE: MATURITY DATE: DATED AS OF: CUSIP
____ % per annum July 1, _____ _____, 2002

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The Ravenswood City School District (the "District") in San Mateo County, California (the "County"), for value received, promises to pay to the Registered Owner named above, or registered assigns, the Principal Amount on the Maturity Date, each as stated above, and interest thereon until the Principal Amount is paid or provided for at the Interest Rate stated above, on January 1 and July 1 of each year (the "Bond Payment Dates"), commencing January 1, 2003. This bond will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the 16th day of the month next preceding any Bond Payment Date to the Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before January 15, 2003, in which event it shall bear interest from _____, 2002. Principal and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this bond (or, if applicable, one or more predecessor bonds) is registered (the "Registered Owner") on the Register maintained by the Bond Registrar, initially the San Mateo County Treasurer-Tax Collector. Principal is payable upon presentation and surrender of this bond at the principal office of the Bond Registrar. Interest is payable by check or draft mailed by the Bond Registrar on each Bond Payment Date to the Registered Owner of this bond (or one or more predecessor bonds) as shown and at the address appearing on the Register at the close of business on the 15th day of the calendar month next preceding that Bond Payment Date (the "Record Date"). The Owner of Series B Bonds (as defined in the Resolution) in the aggregate principal amount of \$1,000,000 or more may request in writing to the Bond Registrar that the Owner be paid interest by wire transfer to the bank and account number on file with the Bond Registrar as of the Record Date.

This bond is one of an authorization of \$ _____ of bonds approved to raise money for the purposes authorized by the voters of the District at the Election, and to pay all necessary legal, financial, engineering and contingent costs in connection therewith under authority of and pursuant to the laws of the State of California, and the requisite two-thirds vote of the electors of

the District cast at a special election held on November 7, 2000, upon the question of issuing bonds in the amount of \$10,000,000 and the resolution of the Board of Trustees of the District adopted on March 28, 2002 (the "District Resolution") and the resolution of the County Board of Supervisors adopted on July 9, 2002 (the "Bond Resolution"). This bond and the issue of which this bond is one are payable as to both principal and interest from the proceeds of the levy of ad valorem taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount. The bonds of this issue are general obligations of the District and do not constitute an obligation of the County. No part of any fund of the County is pledged or obligated to the payment of the bonds of this issue.

This bond is exchangeable and transferable for bonds of like tenor, maturity and Transfer Amount (as defined in the Bond Resolution) and in authorized denominations at the principal office of the Bond Registrar in Redwood City, California, by the Registered Owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar, all subject to the terms, limitations and conditions provided in the Bond Resolution. All fees and costs of transfer shall be paid by the transferor. The District, the County and the Bond Registrar may deem and treat the Registered Owner as the absolute owner of this bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District, the County nor the Bond Registrar shall be affected by any notice to the contrary.

Neither the District, the County nor the Bond Registrar will be required (a) to issue or transfer any bond during a period beginning with the opening of business on the 15th business day next preceding either any Bond Payment Date or any date of selection of bonds to be redeemed and ending with the close of business on the Bond Payment Date or day on which the applicable notice of redemption is given or (b) to transfer any bond which has been selected or called for redemption in whole or in part.

The Series B Bonds maturing on or before July 1, 20__ are not subject to redemption prior to their fixed maturity dates. The Series B Bonds maturing on or after July 1, 20__ are subject to redemption on or after July 1, 20__ at the option of the District, from any source of funds, as a whole or in part on any Bond Payment Date, at the following Redemption Prices (expressed as percentages of the Principal Amount of the Series B Bonds to be redeemed) plus interest accrued thereon to the dates fixed for redemption:

<u>Redemption Dates</u>	<u>Redemption Prices</u>
July 1, 20__ and January 1, 20__	___%
July 1, 20__ and January 1, 20__	___
July 1, 20__ and thereafter	___

The Series B Bonds maturing on July 1, 20__ are subject to mandatory redemption from monies in the Debt Service Fund prior to their stated maturity date, at the Principal Amount thereof without premium on each July 1, on and after July 1, 20__, in the Principal Amounts as set forth in the following table:

<u>Redemption Dates</u>	<u>Principal Amounts</u>
TOTAL	\$

If less than all of the bonds of any one maturity shall be called for redemption, the particular bonds or portions of bonds of such maturity to be redeemed shall be selected by lot by the District in such manner as the District in its discretion may determine; provided, however, that the portion of any bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof. If less than all of the bonds stated to mature on different dates shall be called for redemption, the particular bonds or portions thereof to be redeemed shall be called in any order of maturity selected by the District or, if not so selected, in the inverse order of maturity.

Reference is made to the Bond Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the bonds of this series, the rights, duties and obligations of the District, the County, the Bond Registrar and the Registered Owners, and the terms and conditions upon which the bonds are issued and secured. The Registered Owner of this bond assents, by acceptance hereof, to all of the provisions of the Bond Resolution.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the bonds in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the bonds; and that due provision has been made for levying and collecting ad valorem property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due, and for levying and collecting such taxes the full faith and credit of the District are hereby pledged.

This bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication below has been signed.

IN WITNESS WHEREOF, the Ravenswood City School District , San Mateo County, California, has caused this bond to be executed on behalf of the District and in their official capacities by the manual signatures of the President of the Board of Supervisors of the County and the County Treasurer-Tax Collector, and to be countersigned by the manual signature of the Clerk of the Board of Supervisors of the County, and has caused the seal of the County to be affixed hereto, all as of the date stated above.

[SEAL]

SAN MATEO COUNTY, CALIFORNIA

By: _____
President, Board of Supervisors

By: _____
Treasurer-Tax Collector

COUNTERSIGNED:

Clerk, Board of Supervisors

**RAVENSWOOD CITY SCHOOL DISTRICT
(SAN MATEO COUNTY, CALIFORNIA)
ELECTION OF 2000 GENERAL OBLIGATION BONDS, SERIES B
CERTIFICATE OF AUTHENTICATION**

This bond is one of the bonds described in the Bond Resolution referred to herein which has been authenticated and registered on _____, 2002.

Treasurer-Tax Collector
of the County of San Mateo

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers to (print or typewrite name, address and zip code of Transferee):

_____ this bond and irrevocably constitutes and appoints the undersigned's attorney to transfer this bond on the books for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the within bond in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by an eligible guarantor institution.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: _____

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

LEGAL OPINION

The following is a true copy of the opinion rendered by Stradling Yocca Carlson & Rauth, a Professional Corporation in connection with the issuance of, and dated as of the date of the original delivery of, the bonds. A signed copy is on file in my office.

(Facsimile)
Clerk, Board of Supervisors

(Form of Legal Opinion)

BANK QUALIFIED TAX-EXEMPT OBLIGATION

This Bond has been determined to be a “bank qualified tax-exempt obligation” within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, by resolution of the District.