

**RESOLUTION OF THE  
BOARD OF EDUCATION OF THE  
OAKLAND UNIFIED SCHOOL DISTRICT  
COUNTY OF ALAMEDA, STATE OF CALIFORNIA**

RESOLUTION NO. 1112-0147

RESOLUTION APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE OFFICIAL STATEMENTS WITH RESPECT TO NOT TO EXCEED \$120,000,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, ELECTION OF 2006, SERIES 2012, AND NOT TO EXCEED \$98,000,000 PRINCIPAL AMOUNT OF 2012 GENERAL OBLIGATION REFUNDING BONDS OF OAKLAND UNIFIED SCHOOL DISTRICT

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WHEREAS, pursuant to a resolution (the "2012 Bonds Resolution"), adopted on November 16, 2011, the Board of Education of the Oakland Unified School District, County of Alameda, California (herein called the "District"), authorized the sale and the issuance of one or more series of "Oakland Unified School District General Obligation Bonds, Election of 2006, Series 2012," with appropriate series designation (the "2012 Bonds"), in an aggregate principal amount not to exceed \$120,000,000;

WHEREAS, by said 2012 Bonds Resolution, the District heretofore approved the forms of a Bond Purchase Contract, a Paying Agent Agreement and a Continuing Disclosure Certificate, all with respect to the 2012 Bonds proposed to be issued and sold;

WHEREAS, pursuant to a resolution (the "2012 Refunding Bonds Resolution"), adopted on November 16, 2011, the Board of Education of the District authorized the sale and the issuance of one or more series of "Oakland Unified School District 2012 General Obligation Refunding Bonds," with appropriate series designation (the "2012 Refunding Bonds"), in an aggregate principal amount not to exceed \$98,000,000;

WHEREAS, by said 2012 Refunding Bonds Resolution, the District heretofore approved the forms of a Bond Purchase Contract, a Paying Agent Agreement and a Continuing Disclosure Certificate, all with respect to the 2012 Refunding Bonds proposed to be issued and sold; and

WHEREAS, there has been submitted and is on file with the Secretary of this Board of Education a proposed form of Official Statement with respect to the 2012 Bonds and the 2012 Refunding Bonds, and the District has examined and approved such document and directs the completion, execution and distribution of such document in connection with the sale of the 2012 Bonds and the 2012 Refunding Bonds;

NOW, THEREFORE, THE BOARD OF EDUCATION OF THE OAKLAND UNIFIED SCHOOL DISTRICT DOES HEREBY FIND, RESOLVE, DETERMINE AND ORDER, AS FOLLOWS:

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

Section 2.      Official Statement: The Official Statement relating to the 2012 Bonds and the 2012 Refunding Bonds, in substantially the form on file with the Secretary of the Board of Education, is hereby approved with such changes, additions and corrections as the Superintendent, the Deputy Superintendent, Business Services & Operations of the District, or such other officer of the District designated for the purpose (each an "Authorized District Representative") may hereafter approve, and Piper Jaffray & Co. and Siebert Brandford Shank & Co., LLC, as co-senior managers and representatives of their co-managers, if any (collectively, the "Underwriter") are hereby authorized to distribute copies of such Official Statement in its preliminary forms to persons who may be interested in purchasing the 2012 Bonds and the 2012 Refunding Bonds. Any Authorized District Representative is hereby authorized to certify to the Underwriter, on behalf of the District, that the preliminary form of the Official Statement was deemed final as of its date within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by said Rule). Any Authorized District Representative is hereby authorized and directed to sign said Official Statement in its final form, including the final pricing information, and the Underwriter is hereby authorized and directed to deliver copies of such Official Statement in final form to the purchasers of the 2012 Bonds and the 2012 Refunding Bonds.

The Authorized District Representative may approve the preparation and distribution of one or more versions of said Official Statement, in preliminary and final forms as provided in this Section 2, for one or more series of 2012 Bonds and 2012 Refunding Bonds issued pursuant to the 2012 Bonds Resolution and the 2012 Refunding Bonds Resolution, respectively, as such officer deems necessary and appropriate; provided that, each such Official Statement shall be in substantially the form on file with the Secretary of the Board of Education, except for such changes as may be necessary to describe the separate series of the 2012 Bonds and the 2012 Refunding Bonds, including tax-exempt bonds and Qualified School Construction Bonds (as defined in the 2012 Bonds Resolution).

Section 3.      Approval of Actions: The Superintendent, Deputy Superintendent, Business Services & Operations of the District, and any other officer of the District to whom authority is delegated by one of the named officers for the purposes of the 2012 Bonds and the 2012 Refunding Bonds, are hereby authorized and directed to execute and deliver any and all certificates and representations concerning the contents of the Official Statement, which any of them deem necessary or desirable.

adoption. Section 4. Effective Date: This resolution shall take effect from and after its

PASSED AND ADOPTED this day, January 25, 2012, by the following vote:

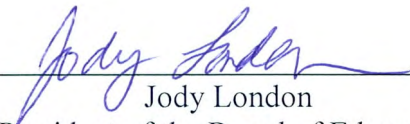
AYES: Noel Gallo, Christopher Dobbins, Vice President Jumoke Hodge, President Jody London

NOES: None

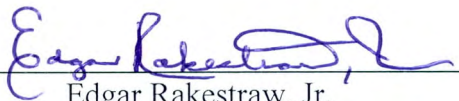
ABSTAIN: None


ABSENT: Gary Yee, David Kakishiba, Alice Spearman

APPROVED:

  
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Jody London  
President of the Board of Education  
of the Oakland Unified School District

ATTEST:

  
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Edgar Rakestraw, Jr.  
Secretary of the Board of Education  
of the Oakland Unified School District

File ID Number: 12-0349  
Introduction Date: 01-25-12  
Enactment Number: 12-0215  
Enactment Date: 01-25-12  
By: 

SECRETARY'S CERTIFICATE

I, Edgar Rakestraw, Jr., Secretary of the Board of Education of the Oakland Unified School District, County of Alameda, California, hereby certify as follows:

The attached 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 25, 2012, and entered in the minutes thereof, of which meeting all of the members of said Board of Education had due notice and at which a quorum thereof was present; and at said meeting said resolution was adopted by the following vote:

AYES: Noel Gallo, Christopher Dobbins, Vice President Jumoke Hodge, President Jody London

NOES: None

ABSTAIN: None

ABSENT: Gary Yee, David Kakishiba, Alice Spearman

An agenda of said meeting was posted at least 72 hours before said meeting at 1025 Second Ave., Oakland, 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 have carefully compared the same with the original 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 25<sup>th</sup> day of January, 2012.



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Edgar Rakestraw, Jr.  
Secretary of the Board of Education  
of the  
Oakland Unified School District