

**RESOLUTION PROVIDING FOR THE ISSUE OF UNLIMITED TAX
GENERAL OBLIGATION BONDS (DEDICATED REVENUES), SERIES 2006B, OF
THE BOARD OF EDUCATION OF THE CITY OF CHICAGO IN AN**

**FOR THE PURPOSE OF PAYING PART OF THE COST OF CERTAIN
CAPITAL IMPROVEMENTS IN AND FOR SAID BOARD AND OF REFUNDING CERTAIN
OBLIGATIONS OF OR ISSUED ON BEHALF OF THE BOARD**

WHEREAS pursuant to the provisions of Article 24 of the School Code of the State of Illinois, as

WHEREAS, no petition asking that the issuance of the 2004 Alternate Bonds be submitted to referendum was filed with the Secretary of the Board by October 26, 2004, such date being thirty (30) days after the date of such publication, and the 2004 Alternate Bonds were authorized to be issued; and

WHEREAS, pursuant to and in accordance with the provisions of the State Constitution, Article IX, Section 1, and

of the State of Illinois, the Board called a public hearing (the "2004 Hearing") for September 22, 2004, concerning the intent of the Board to call the 2004 Alternate Bonds authorized pursuant to the 2004

Revenues – Qualified Zone Academy Projects), Series 2006A (collectively, the “**Outstanding Bonds**”);
and

WHEREAS, the Bonds authorized hereunder issued pursuant to the 2004 Authorization, the 2004 Alternate Bonds previously issued pursuant to the 2004 Authorization, and any additional 2004 Alternate Bonds issued pursuant to the 2004 Authorization, shall not exceed \$965,000,000; and

WHEREAS, for the purpose, among others, of providing funds to pay a portion of the cost of the Project and of refunding certain obligations of or issued on behalf of the Board and in accordance with the provisions of the Act, the School Board, on June 28, 2006, adopted a resolution (the “**2006 Authorization**”) authorizing the issuance of alternate bonds, being general obligation bonds payable from any revenue source, as provided by the Act (the “**2006 Alternate Bonds**”), in an aggregate principal amount not to exceed \$750,000,000; and

WHEREAS, pursuant to and in accordance with the Act and the 2006 Authorization, the Board

has agreed to be established by the 2006 Act in the City of [redacted]

WHEREAS, the 2006 Hearing was held on July 26, 2006, and at the 2006 Hearing, the Board explained the reasons for the proposed bond issue and permitted persons desiring to be heard an opportunity to present written or oral testimony within reasonable time limits; and

WHEREAS the 2006 Hearing was finally adjourned on July 26, 2006; and

WHEREAS, the Board is authorized to issue 2006 Alternate Bonds to the amount of \$750,000,000 in accordance with the provisions of the 2006 Authorization; and

WHEREAS, the Board has not previously issued 2006 Alternate Bonds pursuant to the 2006 Authorization; and

WHEREAS the Board is authorized to issue 2006 Alternate Bonds to the amount of \$750,000,000 in accordance with the provisions of the 2006 Authorization; and

additional 2006 Alternate Bonds issued pursuant to the 2006 Authorization, shall not exceed \$750,000,000; and

WHEREAS, the Bonds issued pursuant to the 2006 Authorization will be payable from (i) not more than \$125,000,000 of the State Aid payments to be made to the Board in any year pursuant to

Article 18 of the School Code, or such successor or replacement fund or act as may be enacted in the

future (the "2006 Pledged State Aid Revenues") together with investment earnings on such amounts,

and (ii) the District Taxes for the years 2007 through 2010, with 2007 through 2010

such source which Audit, including the assumptions set forth therein, the Board has accepted and approved and hereby accepts and approves; and

WHEREAS, an underwriter or a group of underwriters (the "**Underwriters**") to be designated by the Chief Financial Officer of the Board (the "**Chief Financial Officer**") will purchase the Bonds pursuant to a Contract of Purchase (the "**Bond Purchase Agreement**") between the Underwriters and the Board; and

WHEREAS, it is necessary for the Board to authorize the issuance of the Bonds and to approve

and to authorize and direct the execution of the Indenture and the Bond Purchase Agreement and certain other agreements and the performance of acts necessary or convenient in connection with the implementation of this Resolution and the issuance of the Bonds:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF ALameda, California, that the Board of Supervisors do hereby authorize the Chief Financial Officer of the Board of Supervisors to execute and deliver the Indenture and the Bond Purchase Agreement and all other documents and instruments necessary or convenient in connection with the issuance of the Bonds, and to execute and deliver the same to the Underwriters, and to do all other acts and things which may be necessary or convenient to carry out the intent and purpose of this Resolution.

Designated Officials are each hereby authorized to appoint a Trustee for the Bonds so issued; provided, that such Trustee shall be a bank, trust company or national banking association doing business and

having its principal corporate office in the State of New York and its principal branch office in the City of New York.

and shall be payable in addition to the 2004 Pledged State Aid Revenues and investment earnings as

described herein, from the levy of the Pledged Taxes as provided in the Act and as set forth below.

(c) The Board hereby pledges the 2006 Pledged State Aid Revenues to secure the payment of the principal of, redemption price of, interest on and the Compound Accreted Value of the Bonds issued pursuant to the 2006 Authorization, the Board hereby pledges the 2006 Pledged State Aid Revenues to the payment thereof, and the Board covenants and agrees to provide for, collect and apply such 2006 Pledged State Aid Revenues, together with investment earnings thereon and proceeds held in

the funds and accounts pursuant to the Indenture, to the payment of such Bonds and the provision of an additional .10 times annual debt service. The determination of the sufficiency of the 2006 Pledged State

date as shall be agreed upon by a Designated Official and the purchasers of the Current Interest Bonds,

thereof, and shall be numbered as determined by the Trustee.

The Bonds may be initially issued as Capital Appreciation Bonds containing provisions for the conversion of the Compound Accreted Value of such Bonds into Current Interest Bonds (the "Convertible Bonds") at such time following the initial issuance as shall be approved by a Designated

the Secretary and prepared in the form as provided in the Indenture, with such revisions as shall be appropriate to reflect the sale of such Bonds as Capital Appreciation Bonds, Current Interest Bonds or

Convertible Bonds.

3. *Tax Levy; Pledged Taxes.* (a) For the purpose of providing funds in addition to (i) the 2004 Pledged State Aid Revenues to pay the principal of and interest on the Bonds issued pursuant to the 2004 Authorization, and (ii) the 2006 Pledged State Aid Revenues to pay the principal of and interest on the Bonds issued pursuant to the 2006 Authorization, there is hereby levied upon all of the taxable

FOR THE LEVY YEAR	A TAX SUFFICIENT TO PRODUCE THE SUM OF
2006	\$33,000,000
2007	33,000,000
2008	33,000,000
2009	33,000,000
2010	33,000,000
2011	33,000,000
2012	33,000,000
2013	33,000,000
2014	33,000,000
2015	33,000,000
2016	33,000,000
2017	33,000,000
2018	33,000,000
2019	33,000,000
2020	33,000,000
2021	33,000,000
2022	33,000,000
2023	33,000,000
2024	33,000,000
2025	33,000,000
2026	33,000,000
2027	33,000,000
2028	33,000,000
2029	33,000,000
2030	33,000,000
2031	33,000,000
2032	33,000,000
2033	33,000,000
2034	33,000,000
2035	33,000,000

(the taxes levied or to be levied pursuant to this **Section 3(a)**, being referred to herein as the "**Pledged Taxes**").

(b) After this Resolution becomes effective, a copy hereof, certified by the Secretary of the Board, shall be filed with each of the County Clerks of The Counties of Cook and DuPage, Illinois (the "**County Clerks**"); and the County Clerks shall in and for each of the years required, ascertain the rate percent required to produce the aggregate Pledged Taxes hereinbefore provided to be levied in each of said years; and the County Clerks shall extend the same for collection on the tax books in connection with

similar agreement executed and delivered pursuant to Section 5 hereof, the taxes hereby levied shall be

deposited with the designated bank, trust company or national banking association.

abatement of the Pledged Taxes in whole or in part.

(d) The notification of sale of the Bonds delivered by the Designated Officials pursuant to **Section 4(e)** hereof may provide for the allocation of all or a portion of the Pledged Taxes levied for any year pursuant to this Resolution to the payment of the principal and redemption price of and interest on

Credit Facility Provider or Credit Provider authorized by paragraphs (b), (c) and (d) of this Section, or in the issuance and sale of such Bonds in accordance with the laws of the State of Illinois and the Code of

(b) In connection with any sale of the Bonds, each of the Designated Officials is hereby authorized to obtain a bond insurance policy from such recognized bond insurer as such Designated Official shall determine (the "**Bond Insurer**") if said Designated Official determines such bond insurance

such Bonds by the Credit Provider (any such Bond so purchased being referred to as a "Bank Bond") and the Indenture as executed and delivered shall reflect the terms and provisions of such Bank Bonds. Any Bonds outstanding as Bank Bonds shall be secured as provided in the applicable Indenture. The

the amount available to be drawn or advanced under such Credit Facility.

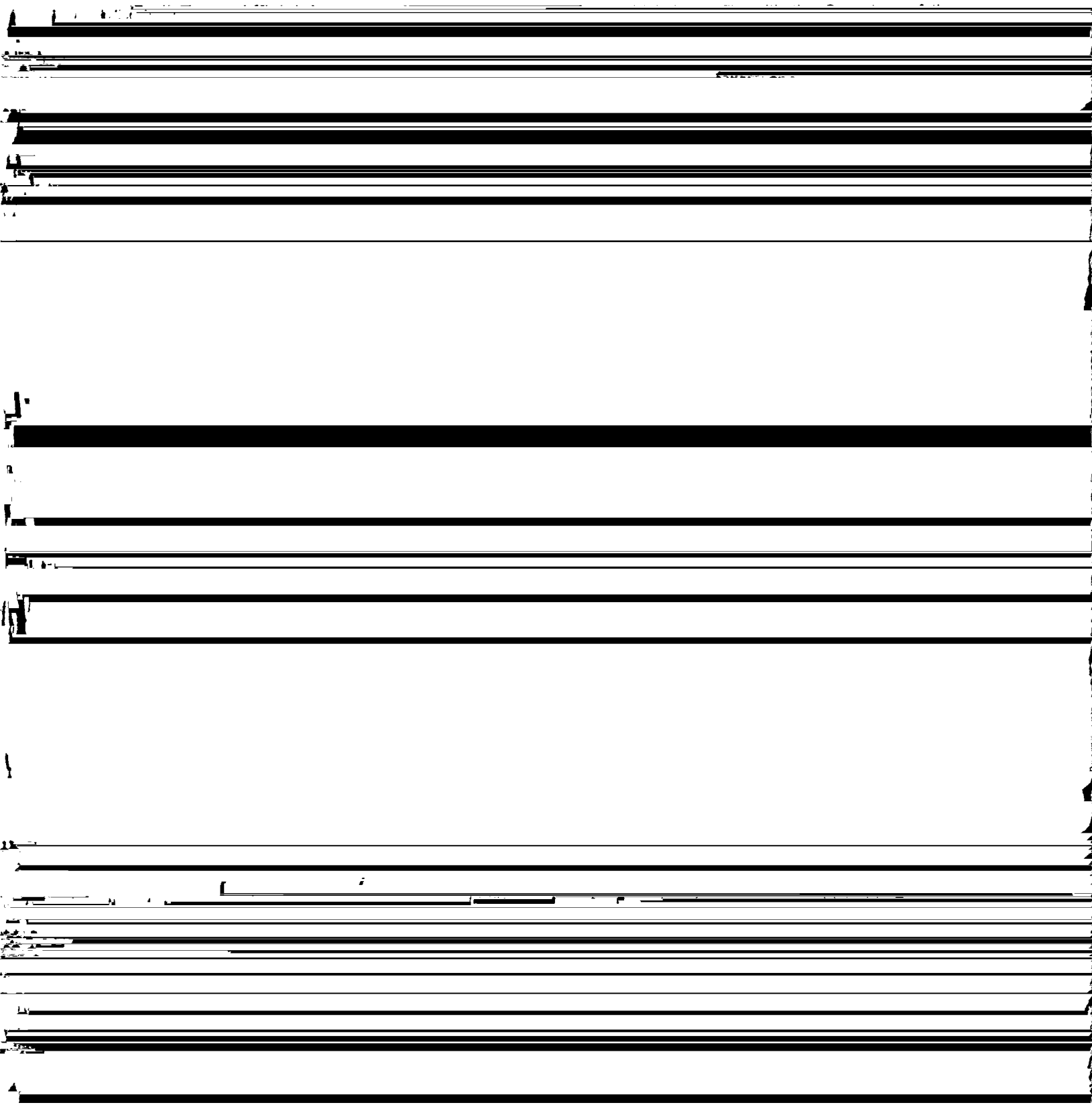
The Credit Agreement may provide that alternative interest rates or provisions will apply during such times as the Bonds constitute Bank Bonds or the Board has outstanding repayment obligations to the Credit Provider (the "Credit Provider Rate") which Credit Provider Rate shall not exceed the

monies held in the funds and accounts pursuant to the Indenture, demonstrating that the 2004 Pledged

State Aid Revenues are expected to be in an amount not less than 1.10 times annual debt service on the Bonds issued pursuant to the 2004 Authorization and that the 2006 Pledged State Aid Revenues are expected to be in an amount not less than 1.10 times annual debt service on the Bonds issued pursuant to the 2006 Authorization, (vi) the terms and provisions for the conversion of the Compound Accrued Value of any Convertible Bonds issued hereunder into Current Interest Bonds, (vii) the application of the proceeds of the Bonds for the purposes and within the limitations set forth in paragraph (g) of this Section, (viii) if a bond insurance policy is obtained as authorized herein, the identity of the Bond Insurer issuing the bond insurance policy and the premium and any fees required to be paid thereto, (ix) if a debt

resulting from the sale of the Bonds, which reduced amount is to be abated from such taxes, and shall further indicate the remainder of such taxes which is to be extended for collection by the County Clerks.

(f) The distribution of a Preliminary Official Statement relating to the Bonds (the



6. *Pledged Taxes Escrow Direction.* Each of the Designated Officials is hereby authorized,

amended, to execute written direction to the County Collectors of The Counties of Cook and DuPage

acts as may be necessary or desirable in connection with the Bonds, including, but not limited to, the exercise following the delivery date of the Bonds of any power or authority delegated to such official under this Resolution with respect to the Bonds upon original issuance, but subject to any limitations on or restrictions of such power or authority as herein set forth.

All actions of the officials or officers of the Board that are in conformity with the purposes and intent of this Resolution are hereby in all respects ratified, approved, and confirmed.

10. *Severability.* The provisions of this Resolution are hereby declared to be severable; and if any section, phrase, or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases, or provisions.

11. *Repealer and Effective Date.* All resolutions or parts of resolutions in conflict herewith are to the extent of such conflict hereby repealed. This Resolution is effective immediately upon its

