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8 *Authority and High-Speed Passenger Train*
Finance Committee
9

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA

11 COUNTY OF SACRAMENTO

12
13 **HIGH-SPEED RAIL AUTHORITY and**
14 **HIGH-SPEED PASSENGER TRAIN**
15 **FINANCE COMMITTEE, for the STATE**
OF CALIFORNIA,

16 Plaintiffs,

17 v.

18 **ALL PERSONS INTERESTED IN THE**
19 **MATTER OF THE VALIDITY OF THE**
20 **AUTHORIZATION AND ISSUANCE OF**
21 **GENERAL OBLIGATION BONDS TO BE**
22 **ISSUED PURSUANT TO THE SAFE,**
23 **RELIABLE HIGH-SPEED PASSENGER**
24 **TRAIN BOND ACT FOR THE 21ST**
25 **CENTURY AND CERTAIN**
26 **PROCEEDINGS AND MATTERS**
27 **RELATED THERETO,**

28 Defendants.

Case No.

[EXEMPT FROM FILING FEES PER GOV.
CODE § 6103]

**COMPLAINT FOR VALIDATION (Code
Civ. Proc., § 860 et seq.)**

Entitled To Preference Over All Other Civil
Actions (Code Civ. Proc., § 867)

1 Plaintiffs High-Speed Rail Authority (the "Authority") and High-Speed Passenger Train
2 Finance Committee (the "Committee"), for the State of California ("State"), for their complaint to
3 validate certain matters against all interested persons pursuant to California Code of Civil
4 Procedure section 860 et seq. and California Government Code section 17700, allege as follows:

5 **NATURE OF THE ACTION**

6 1. This is a validation action brought pursuant to Code of Civil Procedure section 860 et
7 seq. (the "Validation Statutes") and Government Code section 17700. Plaintiffs request that this
8 Court issue a judgment declaring the validity of: (1) the general obligation bonds or commercial
9 paper notes Plaintiffs have authorized to be issued and sold, for the State, and pursuant to and
10 consistent with the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century,
11 Streets and Highways Code section 2704 et seq. (the "Bond Act") for the purpose of funding
12 construction of a high-speed train system as authorized in sections 2704.04 and 2704.06 of the
13 Streets and Highways Code; (2) any refunding bonds issued to refund the bonds, commercial
14 paper notes, or refunding bonds; (3) any contracts related to the issuance and sale of the bonds,
15 commercial paper notes, or refunding bonds; (4) the resolutions authorizing the issuance and sale
16 of the bonds, commercial paper notes, or refunding bonds; and (5) certain proceedings and other
17 matters related thereto.

18 2. Plaintiffs further request a judgment declaring that all proceedings taken by Plaintiffs
19 in connection with the issuance and sale of the bonds, the commercial paper notes, and the
20 refunding bonds are in conformity with the applicable provisions of all laws and enactments at
21 any time in force or controlling upon such proceedings, whether imposed by constitution, statute,
22 regulation, or otherwise; and that once declared valid, any challenges (including pending
23 challenges) based on uses of proceeds of the bonds, commercial paper notes, or refunding bonds
24 will not affect the determination of validity of the bonds, commercial paper notes, and refunding
25 bonds, or the determination of validity of any contracts related to the issuance and sale of the
26 bonds, commercial paper notes, or refunding bonds.

27 ///

28 ///

PARTIES

3. The Authority is a state board for purposes of the State General Obligation Bond Law. (Sts. & Hy. Code, § 2704.12, subd. (b); Gov. Code, § 16722, subd (a).) As such, the Authority is the entity authorized by the Bond Act to request the Committee to cause bonds to be issued for purposes specified in the Bond Act. (Sts. & Hy. Code, § 2704.12, subd. (b); Gov. Code, § 16722, subd (a).) The Authority was established by Public Utilities Code section 185020 and is authorized to bring this validation action pursuant to Government Code section 17700.

4. The Committee is the state entity authorized to issue bonds under the Bond Act. (Sts. & Hy. Code, § 2704.13.) The Committee was established by voter approval of Proposition 1A at the November 4, 2008 General Election for the purpose of, among other things, authorizing the issuance and sale of bonds in order to fund the construction of a high-speed train system in California, as described below. The Committee is authorized to bring this validation action pursuant to Government Code section 17700.

5. Defendants are all persons interested in the matter of the validity of the bonds or commercial paper notes Plaintiffs have authorized be issued and sold for the purpose of funding the construction of a high-speed train system, any refunding bonds issued to refund the bonds, commercial paper notes, or refunding bonds, any contracts related to the issuance and sale of the bonds, commercial paper notes, or refunding bonds, the resolutions authorizing the bonds, commercial paper notes, or refunding bonds, and certain proceedings and other matters related thereto. Defendants, and each of them, are named in this Complaint as directed in Code of Civil Procedure sections 861, 861.1, and 862.

JURISDICTION AND VENUE

6. Jurisdiction in the Superior Court of California for the County of Sacramento is proper under Government Code section 17700 and the Validation Statutes. Venue is proper in the Superior Court for the County of Sacramento pursuant to Government Code section 17700, subdivision (c), and Code of Civil Procedure section 860. This action is entitled to statutory calendar preference over all other civil matters before the Court pursuant to Code of Civil Procedure section 867.

THE BOND ACT

7. In November 2008, the voters enacted Proposition 1A, codified as the Bond Act. The Bond Act, among other things, authorizes the issuance and sale of bonds and other obligations by the State, in a principal amount of up to nine billion dollars (\$9,000,000,000), in order to fund the construction of a high-speed train system in California. (Sts. & Hy. Code, §§ 2704.04, subds. (b)-(c), 2704.06.)

8. The Bond Act created the Committee for the purpose, among other things, of authorizing the issuance and sale of bonds pursuant to and authorized by the Bond Act. The Committee consists of the Treasurer, the Director of Finance, the Controller, the Secretary of Business, Transportation and Housing, and the chairperson of the California High-Speed Rail Authority. (Sts. & Hy. Code, § 2704.12.) Pursuant to the Bond Act and Government Code section 16730, upon request of the Authority, the Committee “shall determine whether or not it is necessary or desirable to issue bonds authorized pursuant to [the Bond Act],” and, if so, “the amount of bonds to be issued and sold.” (Sts. & Hy. Code, § 2704.13.)

THE RESOLUTIONS

9. On March 18, 2013, pursuant to Government Code section 16730, and after public notice, the Authority requested that the Committee determine whether or not it is necessary or desirable to issue bonds authorized pursuant to the Bond Act, and, if so, the amount of bonds to be issued and sold. A true and correct copy of this request is attached hereto as Exhibit A.

10. On March 18, 2013, the Committee, pursuant to the Bond Act, and after public notice, adopted its Resolution IX, entitled, “High-Speed Passenger Train Finance Committee, Resolution IX (2013),” authorizing the issuance of State of California High-Speed Passenger Train Bonds or Commercial Paper notes in the principal amount not to exceed \$8,599,715,000 to carry out the purposes of the Bond Act. A true and correct copy of Resolution IX is attached hereto as Exhibit B.

11. Also on March 18, 2013, the Committee adopted a companion resolution, entitled, “High-Speed Passenger Train Finance Committee, Resolution X (2013),” that authorized the issuance of State of California High-Speed Passenger Train Refunding Bonds to refund any bonds

1 or commercial paper notes issued under Resolution IX or bonds issued under Resolution X. A
2 true and correct copy of Resolution X is attached hereto as Exhibit C.

3 12. Pursuant to Code of Civil Procedure section 864, the bonds and notes issued as
4 provided in Resolution IX ("Bonds" and "Notes," respectively), and any Refunding Bonds issued
5 as provided in Resolution X (the "Refunding Bonds") are in existence for the purpose of
6 validation as of the date they were authorized in Resolutions IX and X (the "Resolutions").

7 **STATUTORY AUTHORITY FOR INSTITUTION OF VALIDATION PROCEEDINGS**

8 13. Code of Civil Procedure section 860 provides that a public agency may bring an *in*
9 *rem* action to determine the validity of any matter which under any other law is authorized to be
10 determined pursuant to the Validation Statutes (Code Civ. Proc., § 860 et seq.). Code of Civil
11 Procedure section 867 expressly provides that actions brought under the Validation Statutes shall
12 be given preference over all other civil actions before the Court in the matter of setting the action
13 for hearing or trial to the end that such actions be speedily heard and determined.

14 14. Government Code section 17700 authorizes Plaintiffs, for the State, to bring this
15 validation action.

16 15. This action is properly brought by Plaintiffs, for the State, as an *in rem* proceeding
17 pursuant to Government Code section 17700 and the Validation Statutes, for the judicial
18 examination, approval, and confirmation of the validity of the proceedings described above,
19 including the adoption of the Resolutions, the validity of the Bonds, the Notes, any Refunding
20 Bonds, and any contracts related to the issuance and sale of the Bonds, Notes, or any Refunding
21 Bonds.

22 **SERVICE**

23 16. THE SACRAMENTO BEE is a newspaper of general circulation published in the
24 City of Sacramento, California, and the County of Sacramento, California, and such newspaper is
25 published in the county where this action is pending, the Capitol of the State is located, and both
26 Plaintiffs are organized and conduct their business. THE SAN FRANCISCO CHRONICLE is a
27 newspaper of general circulation published in the City and County of San Francisco, California.
28 THE SAN DIEGO UNION TRIBUNE is a newspaper of general circulation published in the City

1 of San Diego, California, and the County of San Diego, California. THE LOS ANGELES
2 TIMES is a newspaper of general circulation published in the City of Los Angeles, California,
3 and the County of Los Angeles, California. THE FRESNO BEE is a newspaper of general
4 circulation published in the City of Fresno, California, and the County of Fresno, California.

5 17. In combination, publication of notice of this action in the newspapers described above
6 is the method most likely to give notice to persons interested in these proceedings. Plaintiffs
7 request that the Court order publication of the summons in the newspapers described above
8 pursuant to Code of Civil Procedure section 861 and Government Code section 6063.

9 18. In addition, Plaintiffs request that the Court order that notice be given by mailing (or
10 if so requested, by e-mailing) a copy of the summons and complaint to counsel of record for the
11 plaintiffs in *Tos, et al. v. California High-Speed Rail Authority, et al.* (Sacramento Superior Court
12 Case No. 34-2011-00113919) and those persons, if any, or their attorneys, who, not later than the
13 date on which publication of the summons is complete, or such other time as the Court may order,
14 have notified Plaintiffs' attorneys of record in writing of their interest in this matter. Such service
15 by mail and/or electronic mail is the only reasonably practicable additional notice of the pendency
16 of this action to persons interested in the subject matter of this action.

17 DETERMINATION OF VALIDITY OF BONDS

18 19. Based on the foregoing, Plaintiffs are entitled to a judgment determining that:

19 a. This action is properly brought under Government Code section 17700 and
20 Code of Civil Procedure section 860 et seq.;

21 b. All proceedings by and for Plaintiffs in connection with the Bonds, Notes and
22 any Refunding Bonds to be issued pursuant to the Bond Act, including the adoption of the
23 Resolutions and the authorization of the issuance and sale of the Bonds, Notes, and any
24 Refunding Bonds, and any contracts related to the issuance and sale of the Bonds, Notes,
25 or any Refunding Bonds, were, are, and will be valid and binding, and were, are, and will
26 be in conformity with the applicable provisions of all laws and enactments in force or
27 controlling upon such proceedings, whether imposed by law, Constitution, statute,
28 regulation, or otherwise;

c. The Bonds, Notes, and any Refunding Bonds to be issued and sold, and any contracts related to the issuance and sale of the Bonds, Notes, or Refunding Bonds, when executed and delivered, will constitute valid and binding obligations under the Constitution and laws of the State of California.

d. Any challenges (including pending challenges) based on uses of proceeds of the Bonds, Notes, or Refunding Bonds will not affect the determination of validity of the Bonds, Notes, and any Refunding Bonds to be issued and sold, or the determination of validity of any contracts related to the issuance and sale of the Bonds, Notes, or Refunding Bonds.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs, for the State, pray for judgment as follows:

1. That the Court order that the jurisdiction over all interested persons be obtained by:

a. Publishing the summons pursuant to section 861 of the Code of Civil Procedure and Government Code section 6063 in THE SACRAMENTO BEE, THE SAN FRANCISCO CHRONICLE, THE SAN DIEGO UNION TRIBUNE, THE LOS ANGELES TIMES, and THE FRESNO BEE.

b. Mailing or e-mailing, as requested, a copy of the summons and complaint to counsel of record for the plaintiffs in *Tos, et al. v. California High-Speed Rail Authority, et al.* (Sacramento Superior Court Case No. 34-2011-00113919) and those persons, if any, or their attorneys, who, not later than the date on which publication of the summons is complete, or such other time as the Court may order, have notified Plaintiffs' attorneys of record in writing of their interest in this matter.

c. That the notice procedures are in accordance with Code of Civil Procedure section 860 et seq., and the notice provided by Plaintiffs in this action as described above, provide under all applicable law adequate notice to all persons interested in the subject matter of this action, and that pursuant to such notice, this Court has jurisdiction over all persons and the subject matter of this action;

1 2. That the Court find that this action is properly brought under Code of Civil Procedure
2 section 860 et seq. and Government Code section 17700 in the Superior Court for the County of
3 Sacramento;

4 3. That judgment be entered on the complaint determining that:

5 a. All conditions, things, and acts required by law to exist, happen, or be
6 performed precedent to the adoption of the Resolutions, and the terms and conditions
7 thereof, including the authorization for the issuance and sale of the Bonds, Notes, and any
8 Refunding Bonds, have existed, happened, and been performed in the time, form, and
9 manner required by law.

10 b. Plaintiffs are legally existing and have the authority under the law to cause the
11 issuance and sale of the Bonds and Notes and to cause the issuance and sale of Refunding
12 Bonds to refund Bonds, Notes, or Refunding Bonds previously issued, as authorized by
13 the Bond Act and the Resolutions;

14 c. All proceedings by and for Plaintiffs in connection with the Bonds, Notes, and
15 Refunding Bonds to be issued pursuant to the Bond Act, including the adoption of the
16 Resolutions and the authorization of the Bonds, Notes, and any Refunding Bonds, were,
17 are, and will be valid and binding, and were, are, and will be in conformity with the
18 applicable provisions of all laws and enactments in force or controlling upon such
19 proceedings, whether imposed by law, Constitution, statute, regulation, or otherwise;

20 d. The Bonds, Notes, and Refunding Bonds to be issued pursuant to the Bond Act,
21 when executed and delivered, will constitute valid and binding general obligations of the
22 State, and any contracts related to the issuance and sale of the Bonds, Notes, or Refunding
23 Bonds will constitute valid and binding obligations of the State, under the Constitution
24 and laws of the State of California; and

25 e. Any challenges (including pending challenges) based on uses of proceeds of the
26 Bonds, Notes, or Refunding Bonds will not affect the determination of validity of the
27 Bonds, Notes, and any Refunding Bonds to be issued and sold, or the determination of
28

1 validity of any contracts related to the issuance and sale of the Bonds, Notes, or Refunding
2 Bonds.

3 4. That the Court permanently enjoin and restrain all persons or entities, public or
4 private, from the institution of any action or proceeding challenging, inter alia, the validity of the
5 Bonds, Notes, or Refunding Bonds, the Resolutions, any contracts related to the issuance and sale
6 of the Bonds, Notes, or Refunding Bonds, the payment of principal and interest thereon, or any
7 matters herein adjudicated or which could have been adjudicated against Plaintiffs, the State, and
8 against all other persons;

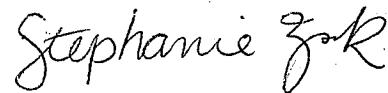
9 5. For their costs of suit herein; and

10 6. For such other and further relief as the Court may deem just and proper.

11
12 Dated: March 19, 2013

Respectfully Submitted,

13 KAMALA D. HARRIS
14 Attorney General of California
15 CONSTANCE L. LELouis
Supervising Deputy Attorney General

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18 STEPHANIE F. ZOOK
19 Deputy Attorney General
20 *Attorneys for Plaintiffs High-Speed Rail
Authority and High-Speed Passenger Train
Finance Committee*

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EXHIBIT A



Resolution #HSRA 13-03

Resolution Requesting Bond Issuance

WHEREAS, the authorization and responsibility for planning, construction, and operation of high-speed passenger train service at speeds exceeding 125 miles per hour in this State is exclusively granted to the High-Speed Rail Authority (the "Authority");

WHEREAS, the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century, Chapter 20 (commencing with section 2704) of Division 3 of the Streets and Highways Code (the "Bond Act") was approved by the voters of the State in November 2008;

WHEREAS, the Bond Act authorized bonds for purposes of developing a high-speed train system (as defined in the Bond Act) and certain related purposes;

WHEREAS, pursuant to the Bond Act (including Government Code section 16730 incorporated therein by reference), upon request of the Authority, the High-Speed Passenger Train Finance Committee (the "Committee") shall determine the necessity or desirability of issuing bonds under the Bond Act and the amount of such bonds then to be issued and sold; and

WHEREAS, the Authority desires to request the Committee to authorize issuance of bonds and commercial paper notes under the Bond Act to provide funds for the projects as authorized in sections 2704.04 and 2704.06 of the Streets and Highway Code in the aggregate principal amount of \$8,599,715,000.

NOW, THEREFORE, BE IT RESOLVED by the High-Speed Rail Authority, as follows:

The Authority hereby requests the Committee to authorize issuance of bonds and commercial paper notes under the Bond Act to provide funds for the projects as authorized in sections 2704.04 and 2704.06 of the California Streets and Highway Code in the aggregate principal amount of \$8,599,715,000. The Authority further requests the Committee to authorize the issuance of refunding bonds under the Bond Act for the purposes of refunding those bonds and commercial paper notes as the Committee determines. The Executive Director is hereby authorized to deliver to the Committee a copy of this Resolution and such other materials and information as he deems appropriate to aid the Committee in making determinations related to the bonds, and each officer of the Authority is hereby authorized to do any and all things which he or she may deem necessary or advisable in order to effectuate the purposes of this Resolution. The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

This Resolution shall take effect immediately upon adoption.

Date: March 18, 2013

Resolution #HSRA 13-03

Resolution Requesting Bond Issuance

CLERK'S CERTIFICATE

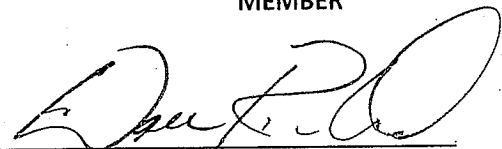
I, Angela Reed, Secretary for the High-Speed Rail Authority (the "Authority"), hereby certify as follows:

The foregoing is a full, true and correct copy of the Authority's Resolution (#HSRA 13-03) (the "Resolution"), duly adopted at a meeting of the Authority duly and legally held on March 18, 2013, of which meeting all of the members of the Authority had due notice and at which a majority thereof was present.

At said meeting the Resolution was adopted, and the vote was as follows:

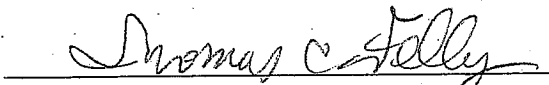
MEMBER

VOTE




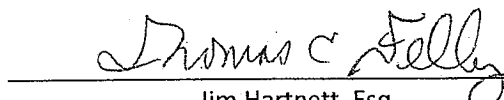
Dan Richard, Chairperson

yes


FOR Michael Rossi

yes


absent
Lynn Schenk, Vice Chair


FOR Jim Hartnett, Esq.

yes

Thomas C. Felley
FOR Tom Richards, Vice Chair

yes

Thomas C. Felley
FOR Tom Umberg

yes

Date: March 18, 2013

By: Angela Reed
Angela Reed Secretary for
the High-Speed Rail Authority

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EXHIBIT B

HIGH-SPEED PASSENGER TRAIN FINANCE COMMITTEE

RESOLUTION IX (2013)

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century; Proposition 1A)

Resolution Authorizing the Issuance of State of
California High-Speed Passenger Train Bonds or
Commercial Paper Notes in the Principal Amount Not
to Exceed \$8,599,715,000.

WHEREAS, the Legislature of the State of California adopted the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century (Statutes of 2008, Chapter 267; Proposition 1A) (the "Act"), including the State General Obligation Bond Law (Section 16720 et seq. of the California Government Code) as incorporated therein; and

WHEREAS, the People of the State of California, at an election held on November 4, 2008, approved the Act; and

WHEREAS, one or more of the state agencies referred to in the Act (the "Agencies") are authorized to fund part or all of the costs of projects, as authorized under the Act in Sections 2704.04 and 2704.06 of the California Streets and Highways Code (the "Projects"), from interim, internally borrowed funds subject to future reimbursement from proceeds of bonds or commercial paper notes; and

WHEREAS, in response to requests from the Agencies, the Committee has determined that it is necessary and desirable to authorize the issuance hereunder of \$8,599,715,000 in principal amount (the "Authorized Amount") of general obligation bonds (the "Bonds") and other obligations pursuant to this Resolution to carry out the purposes specified in Sections 2704.04 and 2704.06 of the California Streets and Highways Code; and

WHEREAS, the State desires to have the option to issue general obligation commercial paper notes pursuant to Section 16731.6 of the California Government Code to carry out the purposes specified in Sections 2704.04 and 2704.06 of the California Streets and Highways Code (the "Original Notes"); and

WHEREAS, pursuant to Section 16731.6(b)(2) of the California Government Code, the Committee has determined it is necessary and desirable to authorize the issuance of commercial paper notes (the "Refunding Notes," together with the Original Notes the "Notes," and collectively with the Original Notes and the Bonds, the "Obligations") to pay the principal amount of Notes issued hereunder, and such renewal and reissuance from time to time of the Notes shall be deemed to be a refunding of the previously maturing amount, pursuant to Article 6

(commencing with Section 16780) of Chapter 4 of Part 3 of Division 4, Title 2 of the California Government Code (the "Refunding Law"); and

WHEREAS, Treasury Regulations Section 1.150-2 requires the State (on whose behalf the Committee is acting) to declare its reasonable intent to reimburse prior expenditures made by the Agencies for costs of the Projects with proceeds of future issuances of general obligation bonds or commercial paper notes;

NOW, THEREFORE, BE IT RESOLVED by the Committee to authorize issuance of Obligations under the Act and this Resolution in a principal amount not to exceed the Authorized Amount to carry out the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code, as follows:

ARTICLE I

DEFINITIONS; INTERPRETATION

Section 1.01 Definitions. Unless the context otherwise requires, the following terms and any terms defined in the recitals above, for all purposes of this Resolution and of any Supplemental Resolution, have the meanings specified in this Section or in such recitals, as applicable.

"Act" means the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century (Statutes of 2008, Chapter 267; Proposition 1A), including the State General Obligation Bond Law (Section 16720 et seq. of the California Government Code) as incorporated therein.

"Ancillary Costs" means the costs of carrying and implementing Obligations, such as costs of credit enhancement or liquidity, broker-dealers, underwriters, remarketing agents, tender and paying agents, auction agents, dealers, financial advisers, legal counsel or similar professionals required, in the judgment of the Treasurer, to provide for the issuance, security and continued operation of any issue of Obligations.

"Authorized Amount" means \$8,599,715,000.

"Authorized Denominations" means (i) for Notes denominations of \$100,000 or an integral multiple of \$1,000 in excess thereof, (ii) for Bonds bearing interest at variable rates has the meaning set forth in the Supplemental Certificate relating to such Bonds, provided that such Bonds shall be in denominations of multiples of \$1,000, and (iii) for Bonds bearing interest at fixed rates denominations of \$5,000 or any multiple of \$5,000.

"Available Funds" means amounts which are legally available for payment of the Obligations consisting of:

(i) in the case of principal of the Notes, proceeds of general obligation bonds or commercial paper notes issued under the Act and authorized by the Committee to pay such Notes; and

(ii) in the case of principal of and interest on the Bonds, proceeds of general obligation bonds or commercial paper notes issued under the Act and authorized by the Committee to pay such Bonds; and

(iii) in the case of principal of or interest on any Obligations, (a) any money in the General Fund of the State, subject only to the prior application of such money to the support of the public school systems and public institutions of higher education and (b) if applicable, any money made available for payment of Obligations pursuant to the terms of a Credit Agreement.

"Beneficial Owner" means, with respect to any book-entry Obligation, the beneficial owner of such Obligation as determined in accordance with the applicable rules of the Securities Depository.

"Bond" means any Bond issued under the Act and this Resolution to carry out the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code.

"Bondholder" means any person who is the registered owner of any Bond.

"Business Day" means, with respect to any Bonds or Notes, any day other than a Saturday, a Sunday, a State holiday, or any other date specifically designated not to be a Business Day pursuant to a Supplemental Resolution or Supplemental Certificate for such Bonds or Notes.

"Certificate of the State" means a written instrument signed on behalf of the State by the Treasurer.

"Code" means the Internal Revenue Code of 1986, as amended.

"Continuing Disclosure Certificate" means a continuing disclosure certificate executed and delivered concurrently with the issuance of any Bonds pursuant to Section 6.05.

"Controller" means the Controller of the State.

"Credit Agreement" means any standby note purchase agreement, letter of credit and reimbursement agreement or other agreement between the State and the Credit Provider or Credit Providers to provide credit enhancement or liquidity support for any Obligations, entered into pursuant to Sections 4.04 (with respect to Notes) or 5.04 (with respect to Bonds).

"Credit Provider" means each bank, bond insurer or other financial institution or syndicate of the foregoing appointed by the Treasurer pursuant to Section 4.04 (with respect to Notes), Section 5.04 (with respect to Bonds) or pursuant to a Supplemental Certificate, and their permitted successors and assigns.

"DTC" means The Depository Trust Company and its successors and assigns.

"GF" shall have the meaning given in Section 8.02 of this Resolution.

"Governor" means the Governor of the State.

"Holder" means any Noteholder or Bondholder.

"Issuing and Paying Agent" means the agent appointed by the Treasurer pursuant to Section 4.03.

"Issuing and Paying Agent Agreement" means an agreement between the Treasurer and the Issuing and Paying Agent entered into pursuant to Section 4.03.

"Nominee" means Cede & Co., as nominee of DTC, or any successor nominee.

"Note" means any commercial paper note issued under the Act and this Resolution to carry out the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code, consisting of the Original Notes and the Refunding Notes, and including any Notes held by any Credit Providers pursuant to a Credit Agreement.

"Noteholder" means any person who is the registered owner of any Note, including any Credit Provider.

"Obligation" means any Note or any Bond.

"Original Note" means any Note that is not a Refunding Note.

"Outstanding" with respect to Obligations, means all Obligations that have been issued from the date of issue until paid in full, whether at the stated maturity date or upon the date of earlier redemption.

"Permitted Investments" means:

(i) bonds or interest-bearing notes or obligations of the United States, or those for which the faith and credit of the United States are pledged for the payment of principal and interest, including receipts, certificates or any other evidences of an ownership interest in the investments identified in this clause (i) or in specified portions thereof;

(ii) bonds or interest-bearing notes or obligations that are guaranteed as to principal and interest by a federal agency of the United States;

(iii) pre-refunded municipal bonds which are rated no lower than the investments identified in clause (i) by each rating agency rating such bonds;

(iv) bonds, consolidated bonds, collateral trust debentures, consolidated debentures or other obligations issued by federal land banks or federal intermediate credit banks established under the Federal Farm Loan Act, as amended; debentures and consolidated debentures issued by the Central Bank for Cooperatives and banks for cooperatives established under the Farm Credit Act of 1933, as amended; bonds or debentures of the Federal Home Loan Bank Board established under the Federal Home Loan Bank Act; bonds, debentures and other obligations of the Federal National Mortgage Association established under the National Housing Act as amended and bonds of any federal home loan bank established under that act; obligations of the Federal Home Loan Mortgage Corporation; bonds, notes and other obligations issued by the

Tennessee Valley Authority under the Tennessee Valley Authority Act as amended; and bonds, notes and other obligations guaranteed by the Commodity Credit Corporation for the export of California agricultural products under the Commodity Credit Corporation Charter Act as amended, provided, however that the Permitted Investments specified in this paragraph (iv) shall be rated by at least two of any three rating agencies rating such obligations not lower than the higher of (1) the rating on the Bonds or Notes to be refunded at the time of the original issuance thereof and (2) the rating on the Bonds or Notes to be refunded at the time of refunding;

(v) deposit in the State Surplus Money Investment Fund; or

(vi) any other investment designated in a Supplemental Certificate as a permitted investment with respect to the Bonds or Notes authorized by such Supplemental Certificate, provided however that the Permitted Investments specified in this paragraph (vi) shall be rated by at least two of any three rating agencies rating such obligations not lower than the higher of (1) the rating on the Bonds or Notes to be refunded at the time of the original issuance thereof and (2) the rating on the Bonds or Notes to be refunded at the time of refunding.

"PMIA" shall have the meaning given in Section 8.02 of this Resolution.

"Purchase Price" means any amounts of principal and accrued interest payable to a Bondholder as a result of any tender of any Bonds prior to the regularly scheduled principal or interest payment date for such Bonds, as provided in the Supplemental Certificate applicable to such Bonds.

"Record Date" shall for Bonds bearing interest at variable rates have the meaning set forth in the Supplemental Certificate relating to such Bonds, and otherwise means the close of business on the 15th day of the month immediately preceding an interest payment date, whether or not the date is a Business Day.

"Refunding Law" means Article 6 (commencing with Section 16780) of Chapter 4 of Part 3 of Division 4, Title 2 of the California Government Code.

"Refunding Note" means any commercial paper note issued pursuant to Section 3.01(b) to pay the principal of Notes issued under this Resolution.

"Resolution" means this Resolution, including the appendices hereto, as it may from time to time be supplemented by a Supplemental Certificate, or supplemented, modified or amended by any Supplemental Resolution.

"Rule" means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"Securities Depository" means DTC.

"Series" means all of the Bonds or Notes designated as being of the same series.

"State" means the State of California.

"Supplemental Certificate" means a supplemental certificate of the Treasurer setting forth the terms, conditions and provisions relating to any Series of Bonds, as it may from time to time be supplemented, modified or amended as authorized by Section 8.01.

"Supplemental Resolution" means any resolution then in full force and effect which has been duly adopted by the Committee, amendatory of or supplemental to this Resolution, but only if and to the extent that such supplemental resolution is specifically authorized by Section 8.01.

"Taxable Obligations" means Obligations the interest on which is not excluded from gross income for federal income tax purposes under Section 103 of the Code.

"Tax-Advantaged Obligations" means Obligations that entitle the State or a Bondholder to claim tax credits or other tax benefits (including subsidy payments) for federal income tax purposes under the Code. Tax-Advantaged Obligations may, depending upon the requirements of the Code, also qualify as Tax-Exempt Obligations or Taxable Obligations.

"Tax-Exempt Obligations" means Obligations the interest on which is excludable, in whole or in part, from gross income for federal income tax purposes under Section 103 of the Code (including Obligations treated as qualified bonds within the meaning of Section 141(e) of the Code, or subsequent similar provisions of the Code).

"Treasurer" means the Treasurer of the State or any Deputy Treasurer of the State or any other person designated by the Treasurer to act hereunder on behalf of the Treasurer.

"Underwriters" means, if applicable, the underwriters designated from time to time by the Treasurer pursuant to Section 5703 of the California Government Code in connection with the issuance of any Obligations. "Underwriters" may include dealers for Notes.

ARTICLE II

GENERAL AUTHORIZATION

Section 2.01 Authorization. The Committee has examined the request and supporting statements for the issuance of Obligations and has determined that it is necessary and desirable to authorize the issuance and sale of Obligations under the Act to carry out the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code in an aggregate principal amount not to exceed the Authorized Amount, provided however that Refunding Notes shall not be counted against the Authorized Amount; provided further that the principal amount of Obligations other than Refunding Notes issued and sold shall not exceed the appropriation authorized by the Legislature as required by the Act.

The Committee has further determined that all conditions, things and acts required by law to exist, happen and be performed precedent to and in connection with the issuance of the Obligations do exist, have happened and have been performed in due time, form and manner as required by law; and that this Committee is now empowered to issue and hereby authorizes the issuance of Obligations.

ARTICLE III

AUTHORIZATION OF NOTES

Section 3.01 Authorization of Notes.

(a) The Committee further finds that issuance of obligations under the Act to carry out the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code in the form of commercial paper notes is necessary and desirable. Subject to this Section and Section 2.01, the Treasurer is authorized to determine the amount of Notes which may be desirable to sell and issue to carry out the purposes of the Act as set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code and this Resolution, and to arrange for the preparation of the requisite number of suitable Notes. The general obligations represented by the Notes may be combined by the Treasurer with other general obligation commercial paper notes authorized under other bond acts. Notes (other than Refunding Notes) may be issued in a principal amount not to exceed the Authorized Amount, provided the aggregate principal amount of Notes (other than Refunding Notes) issued together with the aggregate principal amount of Bonds issued shall never exceed the Authorized Amount.

(b) The Committee further determines that it is necessary and desirable to authorize the issuance of Refunding Notes pursuant to California Government Code Sections 16731.6 and 16781.5 to pay the principal of maturing Notes, provided the principal amount of an issue of Refunding Notes does not exceed the principal amount of the Notes to be paid with the proceeds of the Refunding Notes.

Section 3.02 Terms of Notes. Subject to the limitation stated in Section 3.01 and consistent with any provisions of a Credit Agreement relating to such Notes, Notes may be issued and sold at such times and in such principal amounts as from time to time shall be determined by the Treasurer.

Notes shall be dated, numbered, mature and become payable on such dates as the Treasurer may establish at the time of issuance thereof, provided that no Note shall mature or become payable more than 270 days from the date of issuance thereof and no Note shall mature or become payable after five calendar days prior to the termination date of any Credit Agreement applicable to the Note. The maturity date of any Refunding Note (including Notes held by a Credit Provider) shall be not later than 40 years after the issuance of the Original Note paid (directly or indirectly) by such Refunding Note, which is hereby deemed to be the maximum duration and final maturity date of the program of commercial paper notes under this Resolution for purposes of California Government Code Sections 16731.6 and 16781.5.

Notes may bear interest at such rates or in such amounts as may be determined by the Treasurer at the time of issuance thereof (but not to exceed the greater of (i) 11% per annum, or (ii) the maximum rate allowed by law at the time of issuance of the Notes), and the Notes may be sold in such manner at competitive or negotiated sale and at a price equal to the principal amount thereof. Interest on any Note shall be payable at maturity. Interest shall be calculated on the basis of a 365/366-day year and actual days elapsed, or such other method of calculation as is determined by the Treasurer.

Principal of and interest on each Note shall be payable at, or by wire transfer by, the principal office of the Issuing and Paying Agent in lawful money of the United States of America. Any Note may include provision for prepayment if the Treasurer so determines and any Note may be prepaid with the consent of the Holder thereof.

The Notes shall be issued in Authorized Denominations.

Notwithstanding the foregoing provisions of this Section, any Notes held by a Credit Provider shall mature and be payable at such times and in such manner and have such other terms as provided in the Credit Agreement relating to such Notes, subject to the provisions of the Act.

The Notes are payable as to both principal and interest exclusively from Available Funds.

Section 3.03 Forms of Notes.

(a) If the Notes are registered in the name of the Securities Depository or the Nominee, the Notes shall be in such form as is requested by the Securities Depository and provided in the Issuing and Paying Agent Agreement; and (b) unless the Notes are registered in the name of the Securities Depository or the Nominee, Notes shall be in substantially the following form (with such variations, omissions and insertions, due to differences in various Notes with respect to denominations, dates and other provisions, as may be required or permitted by this Resolution):

[FORM OF COMMERCIAL PAPER NOTE]

"STATE OF CALIFORNIA
GENERAL OBLIGATION [TAX-EXEMPT/TAXABLE] COMMERCIAL PAPER NOTE

Note No. _____ Dated: _____ \$ _____
On _____ for value received, the State of California promises to pay to the order of
_____ the sum of _____ (\$ _____) payable at
_____, with interest at the rate of _____% per annum,
calculated on the basis of a 365/366-day year and actual days elapsed.

[SEAL]

STATE OF CALIFORNIA

Countersignature:

NOT VALID UNLESS
COUNTERSIGNED BY

Governor

as Issuing and Paying Agent

Controller

By _____
Treasurer

The indebtedness evidenced hereby is payable only from Available Funds as defined in the authorizing resolutions on file with the Issuing and Paying Agent."

Section 3.04 Execution of Notes. Each of the Notes shall be executed in the name and on behalf of the State, with the manual or facsimile signatures of the Governor, the Controller and the Treasurer and each of the Notes shall bear an impress or a facsimile of the State seal. Each Note shall be manually countersigned by the Issuing and Paying Agent.

Section 3.05 Registration and Transfer of Notes. The Issuing and Paying Agent appointed pursuant to Section 4.03 shall act as registrar of the Notes. The Issuing and Paying Agent shall maintain sufficient books for the registration and transfer of the Notes.

Only Notes that are manually countersigned by the Issuing and Paying Agent shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution. The manual countersignature shall be conclusive evidence that the Notes have been authenticated and delivered and are entitled to the benefits of this Resolution.

Any Note may, in accordance with its terms, be transferred upon the books kept by the registrar by the person in whose name it is registered, in person or by an authorized attorney, upon surrender of the Note for cancellation, accompanied by delivery of a written instrument of transfer in a form approved by the registrar, duly executed.

Whenever any Note or Notes shall be surrendered for transfer, the State shall execute and the Issuing and Paying Agent shall manually countersign, register and deliver a new fully registered Note or Notes, of the same Series and maturity and for a like aggregate principal amount. The State or the Issuing and Paying Agent may charge a sum not exceeding \$5.00 for each new Note delivered upon any transfer, and the registrar shall require the payment by the Noteholder requesting transfer of any tax or other governmental charge required to be paid with respect to transfer.

No transfers of Notes shall be required to be made during the period between a Record Date and the interest payment date.

Section 3.06 Ownership of Notes. The State and the Issuing and Paying Agent may treat any Noteholder as the absolute owner of such Note for the purpose of receiving payment thereof and for all other purposes, and neither the State nor the Issuing and Paying Agent shall be affected by any notice or knowledge to the contrary.

Section 3.07 Notes Mutilated, Lost, Destroyed or Stolen. If any Note shall become mutilated, the Treasurer, at the expense of the Noteholder of said Note, shall execute and deliver and the Issuing and Paying Agent shall manually countersign a new Note of like tenor and number in exchange and substitution for the Note so mutilated, but only upon surrender to the Treasurer of the Note so mutilated. If any Note shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Treasurer and, if such evidence be satisfactory to it and indemnity satisfactory to it shall be given, the Treasurer, at the expense of the Noteholder, shall execute and deliver and the Issuing and Paying Agent shall manually countersign a new Note of like tenor in lieu of and in substitution for the Note so lost, destroyed or stolen. Such new Note shall not be a new obligation or issuance under this Resolution or the Act, but constitutes new evidence of the existing obligation represented by the Note so mutilated, lost, destroyed or stolen. Neither the Treasurer nor the Issuing and Paying Agent shall be required to pay both the original Note and any duplicate Note, as both the original and the duplicate Note shall be treated as one and the same.

Section 3.08 Legal Opinion as to Validity of Notes. The Committee determines that it will increase the salability or the price of the Notes to obtain a legal opinion of nationally recognized bond counsel, in addition to that of the Attorney General, as to the validity of the Notes. The Treasurer is authorized to obtain such a legal opinion on the condition that at the time that any Notes are issued, the Treasurer certifies that the basis for the Committee's determination continues to be valid.

Section 3.09 Refunding of Notes. Pursuant to the Act and the Refunding Law, refunding bonds may be issued to refund Notes at or prior to their stated maturity. Pursuant to Section 16784 of the Refunding Law, the proceeds of such refunding bonds shall be deposited into the Refunding Escrow Fund of the State Treasury and invested in Permitted Investments or held uninvested, which Refunding Escrow Fund is irrevocably dedicated to pay the principal of the refunded Notes as it comes due, and for the other purposes set forth in Section 16782, including payment of costs of issuance of the refunding bonds.

ARTICLE IV

ISSUANCE AND SALE OF NOTES

Section 4.01 Issuance and Sale of Notes. As provided in Section 3.01, whenever the Treasurer determines that the State shall sell and issue Notes, the Treasurer shall deliver a Certificate of the State (which may be combined for several bond acts, all authorized to issue commercial paper) to the Issuing and Paying Agent prescribing the terms of such Notes and the sale or issuance thereof, all pursuant to Section 3.02, and representing (i) that all action on the part of the State necessary for the valid issuance of the Notes then to be issued, has been taken, (ii) that all provisions of State and federal law necessary for the valid issuance of such Notes as Tax-Exempt Obligations or Tax-Advantaged Obligations have been complied with, if applicable, (iii) that such Notes in the hands of the Noteholders thereof will be valid and enforceable obligations of the State according to their terms, (iv) that the interest on the Notes is excluded from gross income for federal income tax purposes and is exempt from State of California personal income tax, if applicable, and (v) that the Notes qualify for eligibility to claim tax credits or other tax benefits under the Code, if applicable. Each such Certificate of the State shall also certify that:

(a) no event of default under Section 7.01 has occurred and is continuing as of the date of such Certificate; and

(b) the State is in compliance with the covenants set forth in Article VI as of the date of such Certificate.

Section 4.02 Proceeds of Sale of Notes. Notes may be issued, and the proceeds of any Notes (net of all expenses and costs of sale and issuance) shall be applied, first, to the repayment of principal of any maturing Notes, second, to the repayment of any loans made in reliance on this Resolution, and thereafter for any or all of the other purposes specified in Sections 2704.04 and 2704.06 of the California Streets and Highways Code and in the General Obligation Bond Law.

Section 4.03 Issuing and Paying Agent; Other Agents.

(a) The Treasurer is authorized and directed to select and to appoint an Issuing and Paying Agent (which shall be a commercial bank or trust company or association) and to enter into an Issuing and Paying Agent Agreement governing the duties and responsibilities of the Issuing and Paying Agent. The Treasurer may remove said firm as Issuing and Paying Agent and appoint one or more successors thereto (which shall be a commercial bank or trust company or association). All Notes validly authenticated and delivered by the Issuing and Paying Agent prior to its removal, and the authority granted to the Issuing and Paying Agent with respect to the payment of such Notes, shall be valid obligations notwithstanding such removal, and the Issuing and Paying Agent shall maintain the powers of Issuing and Paying Agent with respect to such Notes until the same have been paid in full. Notwithstanding the above, any bank, company or association into which the Issuing and Paying Agent may be merged or converted or with which it may be consolidated or any bank, company or association resulting from any merger, conversion or consolidation to which it shall be a party or any bank,

company or association to which the Issuing and Paying Agent may sell or transfer all or substantially all of its corporate trust business, shall be the successor to the Issuing and Paying Agent without the execution or filing of any paper or further act.

(b) The Treasurer is authorized to select and appoint broker-dealers, financial and legal advisers or any other agents or advisers that the Treasurer deems necessary or desirable to facilitate the sale of Notes, and to enter into agreements with such parties for such services that the Treasurer deems necessary or desirable for the Notes.

Section 4.04 The Credit Providers and the Credit Agreement.

(a) The Treasurer is authorized and directed to select and to appoint a Credit Provider or Credit Providers, and to enter into one or more Credit Agreements with such Credit Provider or Credit Providers to provide the terms and conditions under which said Credit Provider or Credit Providers will furnish a letter of credit, standby purchase agreement or other form of liquidity or credit facility for the Notes.

(b) The Treasurer shall maintain a Credit Agreement in effect while any Notes are Outstanding under this Resolution, and shall not have Outstanding an aggregate amount of Notes and other outstanding general obligation commercial paper notes that together with the accrued interest thereon is in excess of the aggregate amount covered by the Credit Agreement then in effect, provided that for purposes of this sentence the Treasurer shall not be required to treat as Outstanding the principal of refunded Notes for the payment of which proceeds from refunding bonds have been set aside in the Refunding Escrow Fund. The Treasurer shall not terminate or modify any Credit Agreement in a manner which would adversely affect the credit rating for any Outstanding Notes. If the Credit Agreement then in effect provides that a letter of credit issued pursuant thereto may be terminated at the request of the Treasurer and prior to the termination of such Credit Agreement, the Treasurer will not request termination of such letter of credit unless no Notes supported by such letter of credit will be Outstanding on the termination date of the related letter of credit or all of the Holders of any Notes supported by such letter of credit that will be Outstanding on such termination date have been or will be notified of the possibility of such termination prior to the issuance of such Notes. The Treasurer will give or cause to be given the following notices to DTC, with the request that such notice be communicated to any Holder of Outstanding Notes: (i) notice of any change in the composition of the Credit Providers under any Credit Agreement for any issue of Notes no less than 15 days prior to such change, (ii) notice of the termination of any Credit Agreement for any issue of Notes no less than 15 days prior to such termination, and (iii) immediate notice of the occurrence of any event of default as described in any Credit Agreement for any issue of Notes which would cause the immediate termination of the Credit Providers' obligation to purchase Notes or otherwise provide credit enhancement for Notes.

ARTICLE V

AUTHORIZATION AND ISSUANCE OF BONDS

Section 5.01 General. The Committee finds and determines as stated in Section 2.01 that it is necessary and desirable to issue the Bonds to carry out the purposes of the Act as set

forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code. The Treasurer is authorized to determine the structure of the Bonds to be issued in any of the forms provided in Section 5.02.

The Bonds authorized to be issued by this Resolution may be issued in combination with general obligation bonds authorized by prior or subsequent resolutions of this Committee, may be issued in one or more Series from time to time with letter designations determined by the Treasurer and may be issued in combination with other similar general obligation bonds of the State under other bond acts. Each succeeding Series of Bonds issued under the Act shall be lettered in sequence except as convenience of lettering may otherwise require.

Section 5.02 Authorization of Bonds.

(a) Fixed Rate Bonds: The Treasurer is authorized and directed to provide for the preparation of the requisite number of Bonds bearing interest at fixed rates in substantial conformity with the following specifications:

(i) Name of Bonds: State of California High-Speed Passenger Train Bonds, Series ____.

(ii) Aggregate Par Value: The Authorized Amount or such portion thereof as the Treasurer may deem appropriate, provided the aggregate principal amount of Notes (other than Refunding Notes) issued together with the aggregate principal amount of Bonds issued shall never exceed the Authorized Amount.

(iii) Form, Number and Denomination: The Bonds shall be issued only in fully registered form, without coupons, in Authorized Denominations (not exceeding the amount maturing at any one time), shall be numbered in consecutive numerical order within each Series.

(iv) Date of any Series of Bonds: Any date between March 1, 2013, and the termination of the authority to issue Bonds under this Resolution pursuant to Section 8.07 that may be deemed appropriate by the Treasurer.

(v) Annual Rate of Interest and Interest Payment Dates: The annual rate of interest on the Bonds shall not exceed the greater of (a) 11% per annum or (b) the maximum rate allowed by law at the time of sale of the Bonds. The rate or rates of interest shall be determined at the time of the sale of the Bonds on the basis of the lowest true interest cost to the State or as negotiated by the Treasurer. The rate or rates of interest need not be uniform for all of the Bonds. Interest shall be payable on dates to be selected by the Treasurer and the first interest payment date may be any date within one year after the date of the Bonds.

(vi) Provisions for Redemption and Other Terms of the Bonds: The Bonds may be subject to redemption prior to their fixed maturity dates as determined by the Treasurer. The Treasurer shall set forth in a Supplemental Certificate relating to such Bonds, any redemption provisions relating to the Bonds, the manner of the call or the notice thereof, the price or prices at which the Bonds shall be subject to redemption and any other terms and conditions deemed necessary for the Bonds.

(vii) Dates of Maturity and Amounts Maturing: The Committee has considered program funding needs, revenue projections, financial market conditions, and other necessary factors in determining the term of the Bonds and has determined that the final maturity date of any Bonds shall not exceed 35 years from the date of the Bonds. Prior to the sale of Bonds in accordance herewith, the Treasurer shall determine the maturity date for each Series of Bonds, the amount maturing at each date of maturity for each Series of Bonds and set the maturity date for each Series of Bonds in accordance the Act, and specifically with Sections 2704.11(b) and 2704.13 of the California Streets and Highways Code. The Treasurer shall determine the amount, if any, to be set aside in each fiscal year of the State in the mandatory sinking fund for the redemption of the Bonds in accordance with Section 16731(c) of the California Government Code and the provisions of a Supplemental Certificate, if applicable.

(viii) Form and Language: The form and language of the Bonds shall be substantially as set forth in Appendix A, with such changes therein as the Treasurer may approve.

(ix) Additional Terms: The Treasurer shall evidence the Treasurer's determination of certain terms of each Series of Bonds, as authorized by this Section, in a Supplemental Certificate which shall be deemed to be a part of this Resolution. The Supplemental Certificate may set forth such matters as the dated date, interest rates, maturity schedule, principal and interest payment dates, sinking fund payment schedule, and redemption provisions for the Bonds, and any other terms, conditions and provisions not otherwise set forth herein deemed necessary for the Bonds.

(b) Variable Rate Bonds: The Treasurer is authorized and directed to provide for the preparation of the requisite number of Bonds bearing interest at variable rates in substantial conformity with the following specifications:

(i) Name of Bonds: State of California High-Speed Passenger Train Bonds, Series __, with the series designation, sub-series designation and amounts to be determined by the Treasurer in a Supplemental Certificate, as necessary.

(ii) Aggregate Par Value: The Authorized Amount or such portion thereof as the Treasurer may deem appropriate, provided the aggregate principal amount of Notes (other than Refunding Notes) issued together with the aggregate principal amount of Bonds issued shall never exceed the Authorized Amount. Notwithstanding any other provisions of this Resolution, no Bonds bearing interest at variable rates of interest may be issued if such action would cause the aggregate principal amount of all State general obligation bonds bearing interest at variable rates to exceed the maximum amount of variable rate bonds permitted by Section 16731 of the California Government Code.

(iii) Form, Number, Denomination: The Bonds shall be issued only in fully registered form, without coupons, in Authorized Denominations (not exceeding the amount maturing at any one time), shall be numbered in consecutive numerical order within each Series.

(iv) Date of any Series of Bonds: Any date between March 1, 2013, and the termination of the authority to issue Bonds under this Resolution pursuant to Section 8.07 that may be deemed appropriate by the Treasurer.

(v) Annual Rate of Interest and Interest Payment Dates: The annual rate of interest on the Bonds shall not exceed the greater of (a) 11% per annum or (b) the maximum rate allowed by law at the time of sale of the Bonds. The Treasurer shall set forth in a Supplemental Certificate, relating to such Bonds, the interest payment dates for the Bonds, methods of determining the variable rates of interest accruing from time to time on the Bonds and other terms necessary and convenient for Bonds bearing such variable rates of interest. The first interest payment date may be any date within one year after the date of the Bonds.

(vi) Provisions for Redemption and Tender and Other Terms of the Bonds: The Bonds may be subject to redemption prior to their fixed maturity dates as determined by the Treasurer. The Treasurer shall set forth in a Supplemental Certificate relating to such Bonds, any redemption provisions relating to the Bonds, any tender provisions relating to the Bonds, the manner of the call or the notice thereof, the price or prices at which the Bonds shall be subject to redemption or tender and any other terms and conditions deemed necessary for the Bonds.

(vii) Dates of Maturity and Amounts Maturing: The Committee has considered program funding needs, revenue projections, financial market conditions, and other necessary factors in determining the term of the Bonds and has determined that the final maturity date of any Bonds shall not exceed 35 years from the date of the Bonds. Prior to the sale of Bonds in accordance herewith, the Treasurer shall determine the maturity date for each Series of Bonds, the amount maturing at each date of maturity for each Series of Bonds and set the maturity date for each Series of Bonds in accordance the Act, and specifically with Sections 2704.11(b) and 2704.13 of the California Streets and Highways Code. The Treasurer shall determine the amount, if any, to be set aside in each fiscal year of the State in the mandatory sinking fund for the redemption of the Bonds in accordance with Section 16731(c) of the California Government Code and the provisions of a Supplemental Certificate, if applicable.

(viii) Form and Language: The form and language of the Bonds shall be substantially as set forth in Appendix B, with such changes therein as the Treasurer may approve, and in such more particular form as shall be set forth in a Supplemental Certificate relating to such Series of Bonds.

(ix) Additional Terms: The Treasurer shall evidence the Treasurer's determination of certain terms of each Series of Bonds, as authorized by this Section 5.02, in a Supplemental Certificate which shall be deemed to be a part of this Resolution. The Supplemental Certificate may set forth such matters as the dated date, methods of determining interest rates, maturity schedule, principal and interest payment dates, sinking fund payment schedule, and redemption and tender provisions for the Bonds, and any other terms, conditions and provisions not otherwise set forth herein deemed necessary for the Bonds. The Treasurer is authorized to amend the Supplemental Certificate, as and when the Treasurer deems it necessary or desirable, with or without consent of the Bondholders to the extent provided in the Supplemental Certificate and not inconsistent with Section 8.01.

(c) Use of Proceeds. The proceeds of the sale of any Bonds (net of costs of issuance paid therefrom, if any) shall be deposited in the Fund (as defined in the Act) and used for any purposes specified in Sections 2704.04 and 2704.06 of the California Streets and Highways Code and set forth in the General Obligation Bond Law, except that amounts derived from premium on the sale of any Bonds (net of costs of issuance paid therefrom, if any) are available for transfer to the General Fund as provided in the Act. The proceeds of the sale of Bonds shall not be used for the payment of Notes.

Section 5.03 Refunding of Bonds. Pursuant to the Act and the Refunding Law, refunding bonds may be issued to refund Bonds at or prior to their stated maturity. Pursuant to Section 16784 of the Refunding Law, the proceeds of such refunding bonds shall be deposited into the Refunding Escrow Fund of the State Treasury and invested in Permitted Investments or held uninvested, which Refunding Escrow Fund is irrevocably dedicated to pay the principal of, premium, if any, and interest on the refunded Bonds as it comes due, and for the other purposes set forth in Section 16782, including payment of costs of issuance of the refunding bonds.

In any refunding for which proceeds of refunding bonds (and other funds, if any) are deposited into the Refunding Escrow Fund in the State Treasury for payment of Bonds greater than 90 days prior to date of retirement of such Bonds, unless the moneys on deposit are held in the State Surplus Money Investment Fund or as uninvested cash or both and are sufficient to pay when due all of the principal, premium, if any, and interest on such refunded Bonds until maturity or the date fixed for redemption without accounting for investment earnings thereon, the Treasurer shall obtain a report from a firm of independent public accountants verifying the sufficiency of such deposit.

Section 5.04 Credit Providers, Agents and Advisors. The Treasurer is authorized and directed to select and appoint one or more Credit Providers, tender agents, remarketing agents, auction agents, broker-dealers, financial and legal advisors or any other agents or advisors that the Treasurer deems necessary or desirable for any Series of Bonds, and to enter into Credit Agreements, tender agent agreements, remarketing agreements, auction agent agreements, broker-dealer agreements or any other agreements with such parties, that the Treasurer deems necessary or desirable for any Series of the Bonds, as applicable.

Section 5.05 Sale of Bonds.

(a) Fixed Rate Bonds. The Treasurer is authorized to cause all or any part of the Bonds of each Series bearing interest at fixed rates to be sold for cash, either (i) at competitive sale to the highest bidder (at the lowest true interest cost), or (ii) by negotiated sale to (a) Underwriters qualified by the Treasurer pursuant to Section 5703 of the California Government Code, or (b) a purchaser or purchasers buying Bonds for their own account and without a view toward resale, selected by the Treasurer, if the Treasurer determines that such negotiated sale will result in a lower interest cost, in such amounts and at such times and upon such terms as the Treasurer deems advisable, and to cause notice of any competitive sale or sales to be published as provided by law. With respect to Bonds sold by the Treasurer by negotiated sales, the Treasurer shall make a finding on the public record as to why a competitive sale was not used. The Treasurer may sell the Bonds at a price below the par value thereof, but the discount on the Bonds shall not exceed three percent (3%) of the par value.

(b) Variable Rate Bonds. The Treasurer is authorized to cause all or any part of the Bonds of each Series bearing interest at variable rates to be sold for cash, by negotiated sale to (i) Underwriters qualified by the Treasurer pursuant to California Government Code Section 5703, or (ii) a purchaser or purchasers buying Bonds for their own account and without a view toward resale, selected by the Treasurer, if the Treasurer determines such negotiated sale is in the best interest of the State, in such amounts and at such times and upon such terms as the Treasurer deems advisable. The Treasurer may sell the Bonds at a price below the par value thereof, but the discount on the Bonds shall not exceed three percent (3%) of the par value.

(c) The Treasurer may combine, for purposes of sale, the Bonds with any other series of general obligation bonds of the State heretofore or hereafter authorized by any body of the State.

(d) If the Bonds are to be sold at competitive bid, the Notice of Sale of the Bonds shall be in substantially the form of Appendix C, with such changes therein as the Treasurer may approve.

Section 5.06 Execution of Bonds. Each of the Bonds shall be executed in the name and on behalf of the State, with the manual or facsimile signatures of the Governor, the Controller and the Treasurer and each of the Bonds shall bear an impress or a facsimile of the State seal. Each Bond shall be manually countersigned by the Treasurer, as registrar.

Section 5.07 Registration and Transfer of Bonds. The Treasurer is appointed to act as registrar of the Bonds. The Treasurer shall maintain sufficient books for the registration and transfer of the Bonds.

Only Bonds that bear a certificate of registration in the form set forth in Appendix A or Appendix B, as applicable, executed by the registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution. The certificate of the registrar shall be conclusive evidence that the Bonds have been authenticated and delivered and are entitled to the benefits of this Resolution.

Any Bond may, in accordance with its terms, be transferred upon the books kept by the registrar by the person in whose name it is registered, in person or by an authorized attorney, upon surrender of the Bond for cancellation, accompanied by delivery of a written instrument of transfer in a form approved by the registrar, duly executed.

Whenever any Bond or Bonds shall be surrendered for transfer, the State shall execute and the registrar shall register and deliver a new fully registered Bond or Bonds, of the same Series and maturity and for a like aggregate principal amount. The State may charge a sum not exceeding \$5.00 for each new Bond delivered upon any transfer, and the registrar shall require the payment by the Bondholder requesting transfer of any tax or other governmental charge required to be paid with respect to transfer.

No transfers of Bonds shall be required to be made during the period between a Record Date and the interest payment date.

The Treasurer may resign as registrar and appoint a successor registrar that meets all applicable requirements of State law. The Treasurer may remove any successor registrar and appoint a successor registrar that meets all applicable requirements of State law.

Section 5.08 Ownership of Bonds. The Treasurer, as registrar and paying agent, and any successor issuing and paying agent, may treat any Bondholder as the absolute owner of such Bond for the purpose of receiving payment thereof and for all other purposes, and neither the Treasurer nor such successor shall be affected by any notice or knowledge to the contrary.

Section 5.09 Bonds Mutilated, Lost, Destroyed or Stolen. If any Bond shall become mutilated, the Treasurer, at the expense of the Bondholder of said Bond, shall execute and deliver a new Bond of like tenor and number in exchange and substitution for the Bond so mutilated, but only upon surrender to the Treasurer of the Bond so mutilated. If any Bond shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Treasurer and, if such evidence be satisfactory to it and indemnity satisfactory to it shall be given, the Treasurer, at the expense of the Bondholder, shall execute and deliver a new Bond of like tenor in lieu of and in substitution for the Bond so lost, destroyed or stolen. Such new Bond shall not be a new obligation or issuance under this Resolution or the Act, but constitutes new evidence of the existing obligation represented by the Bond so mutilated, lost, destroyed or stolen. The State shall not be required to pay both the original Bond and any duplicate Bond, but both the original and the duplicate Bond shall be treated as one and the same.

Section 5.10 Legal Opinion as to Validity of Bonds. The Committee determines that it will increase the salability or the price of the Bonds to obtain a legal opinion of nationally recognized bond counsel, in addition to that of the Attorney General, as to the validity of the Bonds. The Treasurer is authorized to obtain such a legal opinion on the condition that at the time that each Series of Bonds is issued, the Treasurer certifies that the basis for the Committee's determination continues to be valid.

ARTICLE VI

COVENANTS OF THE STATE

Section 6.01 Punctual Payment; Security. The State will punctually pay or cause to be paid the Purchase Price of Bonds and the principal of (whether at maturity or upon redemption), premium, if any, and interest on the Obligations (but only from Available Funds), in conformity with the terms of the Obligations and this Resolution. The full faith and credit of the State are pledged to the payment of the principal of (whether at maturity or upon redemption) or Purchase Price of and interest on the Obligations as such principal, Purchase Price and interest come due.

Section 6.02 Maintenance of Issuing and Paying Agent. So long as any Notes are Outstanding, the State will at all times maintain an Issuing and Paying Agent for the Notes.

Section 6.03 Opinion of Counsel. The legal opinion of the Attorney General and nationally recognized bond counsel as to the validity of the Bonds and, if applicable, the legal

opinion of nationally recognized bond counsel as to federal income tax and State of California personal income tax matters relating thereto will be furnished to any Bondholder without cost.

Section 6.04 Tax Covenants. Based on the Treasurer's determination as to the best interests of the State, the Obligations may be issued as Tax-Exempt Obligations, Taxable Obligations or Tax-Advantaged Obligations. The following covenants are made only with respect to Tax-Exempt Obligations and Tax-Advantaged Obligations:

(a) The State shall at all times do and perform all acts and things permitted by law and this Resolution which are necessary or desirable to assure that interest paid on the Tax-Exempt Obligations (or any of them) will be excluded from gross income for federal income tax purposes to the extent permitted under the Code, and to assure that Tax-Advantaged Obligations will continue to qualify for eligibility for the tax credits or other tax benefits provided for federal income tax purposes. The State shall take no action that would result in such interest on Tax-Exempt Obligations not being excluded from gross income for federal income tax purposes or that would result in the loss of tax-credits or other tax benefits for Tax-Advantaged Obligations. Without limiting the generality of the foregoing, the State agrees to comply with the provisions of any tax certificate (the "Tax Certificate") entered into at the time the Obligations are issued. This covenant shall survive payment in full or refunding of the Obligations.

(b) Notwithstanding any provisions of this Section, if the State shall receive an opinion of nationally recognized bond counsel that any specific action required under this Section or under the Tax Certificate is no longer required or that some further or different action is required to maintain the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Obligations or to maintain the eligibility for tax credits or other tax benefits with respect to the Tax-Advantaged Obligations, the State may conclusively rely on such opinion in complying with the requirements of this Section, and the covenants hereunder shall be deemed to be modified to that extent.

Section 6.05 Continuing Disclosure.

(a) Concurrently with the issuance of any Bonds hereunder, the Treasurer is hereby authorized and directed, on behalf of the State, to execute and deliver, as necessary, a Continuing Disclosure Certificate, complying with the requirements of the Rule and to take all other actions necessary to comply with the Rule. In addition, the Treasurer is authorized to execute and deliver a Continuing Disclosure Certificate, if the Treasurer determines it to be in the best interest of the State, even if it is not required by the Rule, such determination to be conclusively evidenced by the execution and delivery thereof.

(b) The State hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the Treasurer to comply with the requirements of the Rule applicable to the Bonds or the Continuing Disclosure Certificate shall not be considered an event of default hereunder.

(c) All other agencies of the State, including those represented on this Committee, are directed to provide information within their knowledge to the Treasurer for

inclusion in any annual reports prepared by the Treasurer pursuant to any Continuing Disclosure Certificate, in such manner that the Continuing Disclosure Certificate will be accurate and complete.

ARTICLE VII

EVENT OF DEFAULT AND REMEDIES OF NOTEHOLDERS AND BONDHOLDERS

Section 7.01 Event of Default. It shall be an event of default hereunder if the State shall fail to pay or cause to be paid, when due, principal or Purchase Price of or interest or premium on any Obligation, or shall have declared a moratorium on such payment, or repudiated any Obligation.

Section 7.02 Suits at Law or in Equity and Mandamus. In case one or more events of default shall occur, then and in every such case the Holder of any Obligation at the time Outstanding shall be entitled to proceed to protect and enforce such Holder's rights by such appropriate judicial proceeding as such Holder shall deem most effectual to protect and enforce any such right, whether by mandamus or other suit or proceeding at law or in equity, for the specific performance of any covenant or agreement contained in this Resolution, or in aid of the exercise of any power granted in this Resolution, or to enforce any other legal or equitable right vested in the Holders by this Resolution or the Obligations or by law, provided, however, that no such actions may be taken by any Holders of affected Obligations without the written consent of the Credit Provider or Credit Providers under any Credit Agreement for any issue of affected Obligations (or a specified majority of such Credit Providers entitled to grant such consent under such Credit Agreement), so long as such Credit Provider or Credit Providers are not in default of their obligations under such Credit Agreement. The provisions of this Resolution shall be a contract with each and every Holder, and the duties of the State and of the Committee shall be enforceable by any Holder by mandamus or other appropriate suit, action or proceeding in any California court of competent jurisdiction.

Section 7.03 Remedies Not Exclusive. No remedy herein conferred upon the Holders is intended to be exclusive of any other remedy. Every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or now or hereafter existing, at law or in equity or by statute or otherwise, and may be exercised at any time or from time to time, and as often as may be necessary, by the Holder of any one or more of the Obligations.

ARTICLE VIII

MISCELLANEOUS

Section 8.01 Amendment of Resolution or Bonds. The State may modify or amend this Resolution with respect to any authorized but unissued Obligations without any limit. The State may modify or amend this Resolution with respect to any Outstanding Obligations and may amend such Outstanding Obligations and the rights and obligations of the Holders of such Outstanding Obligations and the State at any time by a Supplemental Resolution, without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in this

Resolution or (ii) complying with requirements of the Code to satisfy the covenants of Section 6.04; in each case as the Committee may deem necessary or desirable, and which shall not adversely affect the interests of the Holders of the affected Obligations or the Credit Providers under any Credit Agreements relating to the affected Obligations, if any. The State shall give notice to such Credit Providers for the affected Obligations of any Supplemental Resolution.

With respect to Bonds bearing variable rates of interest, the State may also modify, alter, amend or supplement this Resolution, the Bonds, or any Supplemental Certificate relating to such Bonds in any other respect pursuant to the provisions of the Supplemental Certificate relating to such Bonds, including amendments which would not otherwise be permitted hereunder, if (i) the effective date of such Supplemental Resolution is a date on which all Bonds of the Series affected thereby are subject to mandatory tender for purchase pursuant to the Supplemental Certificate relating to such Bonds, or (ii) notice by mail of the proposed Supplemental Resolution is given to Holders of the affected Bonds at least 30 days before the effective date thereof and, on or before such effective date, such Bondholders have the right to demand purchase of their Bonds pursuant to the terms of the Supplemental Certificate relating to such Bonds.

The Treasurer may modify or amend any Supplemental Certificate setting forth the terms of Outstanding Bonds and may amend any Outstanding Bonds without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Supplemental Certificate or (ii) complying with requirements of the Code to satisfy the covenants of Section 6.04; in each case as the Treasurer may deem necessary or desirable and not inconsistent with this Resolution, and which shall not adversely affect the interests of the Holders of the affected Bonds or the Credit Providers under any Credit Agreements relating to the affected Bonds, if any. The Treasurer shall give notice to such Credit Providers for the affected Bonds of any such amendment. With respect to Bonds bearing variable rates of interest, the Treasurer may also modify, alter, amend or supplement any Supplemental Certificate relating to any Series of Bonds in any other respect pursuant to the provisions of the Supplemental Certificate relating to such Bonds, including amendments which would not otherwise be permitted hereunder, if (i) the effective date of such amendment is a date on which all Bonds of the Series affected thereby are subject to mandatory tender for purchase pursuant to the Supplemental Certificate relating to such Bonds, or (ii) notice by mail of the proposed amendment is given to Holders of the affected Bonds at least 30 days before the effective date thereof and, on or before such effective date, such Bondholders have the right to demand purchase of their Bonds pursuant to the terms of the Supplemental Certificate relating to such Bonds.

Section 8.02 Interim Borrowing and Reimbursement

(a) It is the expectation of this Committee that the Obligations may be issued following the expenditure, in whole or in part, of funds for purposes authorized by the Act, namely to provide funds for the Projects as authorized in Sections 2704.04 and 2704.06 of the California Streets and Highways Code. To provide moneys to carry out the purposes, the Committee authorizes the Agencies (as defined above) to request loans from the General Fund ("GF") or from the Pooled Money Investment Account ("PMIA") (in either case as provided for in the applicable provisions of the California Government Code). The Committee acknowledges

that the willingness of the State's Director of Finance or the Pooled Money Investment Board to enter into loans is based in part upon the action of this Committee authorizing the issuance of the Obligations as provided in this Resolution. Accordingly, this Committee declares that this Resolution shall be irrevocable to the extent of any loan of money for purposes authorized by the Act which has been made to a State agency specified in the Act by either the GF or the PMIA in reliance on this Resolution, and which has not been repaid, except that any such outstanding loans may be transferred by the Committee to a subsequent resolution. Appropriate officials of the Department of Finance and the Pooled Money Investment Board are authorized to enter into any loan documents required to make the loans. Subject only to the prior use of the proceeds of Notes to pay the principal of any maturing Notes, the proceeds of the sale of any Obligations are irrevocably pledged first to the repayment of any loans made in reliance on this Resolution, and thereafter for other purposes as provided in the Act; notwithstanding the foregoing, in the case of any Bonds sold to a private purchaser as provided in Section 5.05, and with the consent of the Pooled Money Investment Board if any PMIA loans are outstanding and of the Director of Finance if any GF loans are outstanding, the proceeds of such Bonds may be disbursed for any purposes authorized by the Act prior to repayment of any PMIA or GF loans.

(b) The reimbursement of GF or PMIA loans or any other lawfully available source for costs of the Projects is consistent with the State's budgetary and financial circumstances, as no other funds or accounts of the State have been budgeted or set aside to pay the costs of the Projects on either a short-term or a long-term basis.

(c) Project expenditures that are to be reimbursed by the sale of Tax-Exempt Obligations or Tax-Advantaged Obligations shall not have been paid from the proceeds of any other indebtedness unless such prior indebtedness will be retired with the proceeds of such Obligations.

(d) The Committee, acting on behalf of the State, hereby declares that it is the State's official intent to use proceeds of Obligations, including Obligations issued as Tax-Exempt Obligations or Tax-Advantaged Obligations in an amount not to exceed the amount stated in Section 2.01, to reimburse the GF or PMIA or any other lawfully available source for Project expenditures authorized in Sections 2704.04 and 2704.06 of the California Streets and Highways Code which the Agencies may incur after the date of this Resolution. This Section of the Resolution is adopted by the Committee solely for the purposes of establishing compliance with Treasury Regulations Section 1.150-2, and does not bind the State to incur any indebtedness, or bind any Agency to proceed with any Project.

Section 8.03 Book-Entry

(a) If the Treasurer determines that it will be to the advantage of the State, any series of the Obligations shall be initially issued and registered in the name of the Nominee, as nominee of the Securities Depository (referred to hereafter as "DTC") and shall be evidenced by registered Obligations in printed or typewritten form. Registered ownership of such series of the Obligations, or any portion thereof, may not thereafter be transferred except as follows:

(i) to any nominee of DTC, or of any substitute depository designated pursuant to clause (ii) of this subsection ("Substitute Depository"); provided that any successor

of DTC or of the Substitute Depository shall be qualified under any applicable laws to provide the service proposed to be provided by it;

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

(iii) to any other new registered owners as provided in subsection (b) below.

In the case of any transfer pursuant to clauses (i) or (ii), upon receipt of the registered Obligations by the Treasurer, new registered Obligations shall be executed and delivered by the Treasurer, registered in the name of such nominee or such Substitute Depository, as the case may be.

(b) Upon the resignation of DTC or a Substitute Depository from its function as depository without the designation of any Substitute Depository, or upon a determination by the Treasurer to discontinue the use of a depository with respect to the Obligations, and upon the receipt by the Treasurer of the registered Obligations, the Treasurer shall, as soon as practicable, execute and deliver new Obligations in registered form in such denominations and registered in the name of the Beneficial Owners of the Obligations in accordance with the records of the former depository.

(c) The Treasurer shall be entitled to treat the person in whose name any registered Obligation is registered as the owner thereof for all purposes of this Resolution and for purposes of payment of principal of, premium, if any, and interest on such Obligation, notwithstanding any notice to the contrary received by the Treasurer; and the Treasurer shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owners of the registered Obligations. The Treasurer shall not have any responsibility or obligation to any such Beneficial Owners or to any other party, including DTC, any Substitute Depository or its successor, except to the registered owner of any registered Obligation, and the Treasurer may rely conclusively on the Treasurer's records as to the identity of the registered owners of the registered Obligations.

(d) Notwithstanding any other provision of this Resolution and so long as all Outstanding Obligations of any series are registered in the name of DTC or its registered assigns, the Treasurer shall cooperate with DTC, in effecting payment of the principal of, premium, if any, and interest on the registered Obligations by arranging for payment in such manner that funds for such payments are properly identified and are made available on the date they are due all in accordance with the Treasurer's Letter of Representations to DTC.

Section 8.04 Official Statement; Purchase Contract. The Treasurer is authorized to cause the preparation of an official statement or similar offering document for any Obligations (an "Official Statement") in a form as approved by the Treasurer. All other agencies of the State, including those represented on this Committee, are directed to provide information within their

knowledge to the Treasurer for inclusion in the Official Statement in such manner that the Official Statement will be accurate and complete. If a negotiated sale of Obligations occurs as permitted by this Resolution, the Underwriters are authorized to distribute the Official Statement (including in preliminary form if so desired by the Underwriters) in the form approved by the Treasurer for purposes of marketing any Obligations. In such case the Treasurer is further authorized to enter into one or more note or bond purchase contracts or dealer agreements relating to the sale of any Obligations.

Section 8.05 Payment Not on a Business Day. If any payment is due on any Obligations on a day other than a Business Day, such payment shall be made on the next succeeding Business Day, and no interest will accrue as a result.

Section 8.06 Additional Actions. The Treasurer is hereby authorized and directed to do any and all things and to execute and deliver any and all documents, including but not limited to tax certificates, tax forms, and closing certificates, which the Treasurer may deem necessary or advisable to consummate the issuance, sale and delivery of the Obligations and otherwise to effectuate the purposes of this Resolution.

Section 8.07 Effective Date of Resolution; Expiration. This Resolution shall take effect immediately upon adoption, and Obligations may be issued hereunder until such time as this Committee revokes the authority to issue Obligations under this Resolution, or all Obligations authorized under this Resolution have been issued. However, all other provisions in this Resolution relating to the Obligations shall continue in full force and effect until such time as no Obligations are Outstanding hereunder and all amounts due to the Credit Providers under any Credit Agreements for any Outstanding Obligations have been paid to the Credit Providers.

HIGH-SPEED PASSENGER TRAIN FINANCE COMMITTEE

RESOLUTION IX (2013)

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century; Proposition 1A)

SECRETARY'S CERTIFICATE

I, Geoff Palmertree, Secretary of the High-Speed Passenger Train Finance Committee (the "Committee"), hereby certify as follows:

The foregoing is a full, true and correct copy of the Committee's Resolution IX (the "Resolution"), duly adopted at a meeting of the Committee duly and legally held on March 18, 2013, of which meeting all of the members of the Committee had due notice and at which a majority thereof was present.

At said meeting the Resolution was adopted, and the vote was as follows:

MEMBER

VOTE

Treasurer of the State of California

By: Katie Carroll

Controller of the State of California

By: Richard Chivaro

Director of Finance of the State of California

By: Jennifer Rockwell

Secretary of the Business, Transportation and
Housing Agency of the State of California

By: Carol Farris

AYE

AYE

AYE

AYE

Chairperson of the High-Speed Rail Authority

By: Matt Robinson

AYE

Dated: March 18, 2013

By: 

Secretary of the High-Speed Passenger
Train Finance Committee or Authorized
Designee

APPENDIX A

FORM OF FIXED RATE BOND

No. R- _____

\$ _____

United States of America

State of California

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century)

Interest Rate:

Maturity Date:

Issue Dated:

CUSIP:

Registered Owner: CEDE & CO.

Principal Amount:

DOLLARS

THE STATE OF CALIFORNIA, for value received, promises to pay to the registered owner or registered assigns, on the specified maturity date, the principal amount stated above (subject to the right of redemption hereinafter mentioned). The State of California also promises to pay to the registered owner or registered assigns interest on the unpaid principal amount from the interest payment date preceding the date of registration of this bond (unless this bond is registered as of an interest payment date or the issue date, in which event it shall bear interest from that date, or unless this bond is registered prior to _____, in which event it shall bear interest from _____) at the interest rate per annum stated above, payable [semiannually on _____ and _____ in each year] in each year until this bond is paid in full. Interest shall cease to accrue on this bond after the date of maturity unless this bond is presented for payment and remains unpaid after presentation. Principal of and premium, if any, on this bond is payable, on the surrender of this bond, in lawful money of the United States of America at the office of the Treasurer of the State of California (the "Treasurer"), in Sacramento, California, or at such other location as the Treasurer shall specify, or at the office of any successor registrar and paying agent, or at the option of the registered owner, at the office of any authorized agent of the Treasurer. Interest on this bond is payable in like lawful money by check or draft mailed to the person whose name appears on the bond registration books of the Treasurer (or his or her successor as registrar) as the owner as of the Record Date, at the owner's address as it appears on the registration books or at such address as the owner may have filed with the Treasurer for that purpose. "Record Date" has the meaning set forth in the Resolution (defined below).

This bond is part of an authorized issue of bonds of the State of California in the aggregate principal amount of _____ Dollars (\$ _____), consisting of the separate bond authorizations and series as identified in Appendix A attached hereto and made a part hereof, all of like tenor and effect (except for variations, if any, as may be required to designate varying dates, numbers, maturities, interest rates or redemption features). This bond is issued pursuant to California Government Code Section 16720 et seq., and the bond acts listed in Appendix A approved by the people of the State of California at elections held from time to time, and in conformity with resolutions of the respective Finance Committees for each

bond act as identified in the Certificate Regarding Resolutions, executed by the Treasurer, with respect to this Bond and dated the date hereof (together, the "Resolutions").

Reference is hereby made to each Resolution, to all of the provisions of which any Bondholder by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the pledge and covenants securing the Bonds, the conditions upon which the terms of the Bonds may be amended or supplemented with or without the consent of the Bondholders; the rights and remedies of the Bondholders with respect hereto and thereto, including the limitations therein contained upon the right of a Bondholder to institute any suit, action or proceeding in equity or at law with respect hereto and thereto, and limitations on the ability of a Bondholder to exercise approval or consent rights or take other action; the rights and duties and obligations of the State and Treasurer hereunder and thereunder; and for the other terms and provisions thereof.

Other General Provisions. The State may modify or amend the Resolutions with respect to any Bonds and may amend the Bonds and the rights and obligations of the Holders of the Bonds and the State at any time by a Supplemental Resolution, without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Resolution, or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Committee may deem necessary or desirable and which shall not adversely affect the interests of the Holders of the Bonds.

The Treasurer may modify or amend any Supplemental Certificate setting forth the terms of the Bonds and may amend any Bonds without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Supplemental Certificate or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Treasurer may deem necessary or desirable and not inconsistent with the Resolution, and which shall not adversely affect the interests of the Holders of the affected Bonds.

The Bonds shall be subject to mandatory redemption prior to maturity and to redemption prior to maturity at the option of the Treasurer, in whole or in part, on the redemption dates and at the redemption prices to the extent and in the manner provided in the Resolutions.

The Bonds are issuable only as registered bonds in denominations of \$5,000 or any multiple of \$5,000. If any payment on this bond is due on a day other than a Business Day, payment will be made on the next Business Day, and no interest will accrue as a result. This bond is transferable by the registered owner, in person or by the registered owner's attorney authorized in writing, at the principal office of the Treasurer, Sacramento, California, but only in a manner and subject to the limitations provided in the Resolutions; and on surrender and cancellation of this bond. On transfer, a new registered bond or bonds of authorized denomination or denominations for the same aggregate principal amount will be issued to the transferee.

The Treasurer and any authorized agent of the Treasurer shall be entitled to treat the person in whose name any bond is registered as the owner thereof for all purposes, including

payment of principal of, premium, if any, and interest on such bond, notwithstanding any notice to the contrary received by the Treasurer; and the Treasurer shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owners of the Bonds. The Treasurer shall not have any responsibility or obligation to any such Beneficial Owners or to any other party, including DTC, and the Treasurer may rely conclusively on the Treasurer's records as to the identity of the owners of the Bonds.

It is certified that all conditions, things and acts required to exist, to have happened or to have been performed precedent to and in the issuance of this bond do exist, have happened and have been performed in due time, form and manner as required by law, and that this bond is a valid and binding general obligation of the State of California. The full faith and credit of the State of California are pledged for the punctual payment of the principal of and the interest on this bond as they become due.

This bond shall not be entitled to any benefit under the Resolutions, or become valid or obligatory for any purpose, until the Certificate of Registration is executed and dated by the Registrar.

IN WITNESS WHEREOF, the Treasurer of the State of California has caused the Treasurer's facsimile signature and the facsimile signatures of the Governor and the Controller to be affixed to this bond, and has caused an impress or facsimile of the Great Seal of the State of California to be placed on this bond, all at the City of Sacramento, State of California, this ____ day of ____.

Treasurer of the State
of California

Governor of the State
of California

(SEAL)

Controller of the State
of California

CERTIFICATE OF REGISTRATION

This is one of the Bonds described in the within-mentioned Resolutions which has been registered on

TREASURER OF THE STATE OF CALIFORNIA,
as Registrar

By: _____
Deputy Treasurer

APPENDIX B

FORM OF VARIABLE RATE BOND

No. R- _____

\$ _____

United States of America

State of California

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century)

Interest Rate: Variable

Maturity Date:

Issue Dated:

CUSIP:

Registered Owner: CEDE & CO.

Principal Amount:

DOLLARS

THE STATE OF CALIFORNIA, for value received, promises to pay to the registered owner or registered assigns, on the specified maturity date, the principal amount stated above (subject to the right of prior redemption hereinafter mentioned). The State of California also promises to pay to the registered owner or registered assigns interest on the unpaid principal amount, at the rates and on the dates as specified in the Resolution (defined herein) until paid in full. Interest shall cease to accrue on this bond after the date of maturity unless this bond is presented for payment and remains unpaid after presentation. Principal of and premium, if any, on this bond is payable, on the surrender of this bond, in lawful money of the United States of America at the office of the Treasurer of the State of California, in Sacramento, California (the "Treasurer"), or at such other location as the Treasurer shall specify, or at the office of any successor registrar and paying agent, or at the option of the registered owner, at the office of any authorized agent of the Treasurer. Interest on this bond is payable in like lawful money by check or draft mailed to the person whose name appears on the bond registration books of the Treasurer (or his or her successor as registrar) as the registered owner as of the Record Date, at the registered owner's address as it appears on the registration books or at such address as the Bondholder may have filed with the Treasurer for that purpose. "Record Date" has the meaning set forth in the Resolution.

This bond is part of an authorized issue of bonds of the State of California in the aggregate principal amount of _____ Dollars (\$ _____), consisting of the separate bond authorizations and series as identified in Appendix A attached hereto and made a part hereof, all of like tenor and effect (except for variations, if any, as may be required to designate varying dates, numbers, maturities, interest rates or redemption features). This bond is issued pursuant to California Government Code Section 16720 et seq., and the bond acts listed in Appendix A approved by the people of the State of California at elections held from time to time, and in conformity with resolutions of the respective Finance Committees for each bond act as identified in the Certificate Regarding Resolutions, executed by the Treasurer, with respect to this Bond and dated the date hereof (together, the "Resolutions").

Reference is hereby made to each Resolution, to all of the provisions of which any Bondholder by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the pledge and covenants securing the Bonds, the conditions upon which the terms of the Bonds may be amended or supplemented with or without the consent of the Bondholders; the rights and remedies of the Bondholders with respect hereto and thereto, including the limitations therein contained upon the right of a Bondholder to institute any suit, action or proceeding in equity or at law with respect hereto and thereto, and limitations on the ability of a Bondholder to exercise approval or consent rights or take other action; the rights and duties and obligations of the State and Treasurer hereunder and thereunder; and for the other terms and provisions thereof.

Payment of Interest and Purchase Price. Interest on this bond is payable on the dates and as set forth in the Resolutions. The Purchase Price upon tender for purchase shall be made by wire transfer of immediately available funds to the account specified by the Bondholder in a written direction received by the Tender Agent on or prior to the Purchase Date or, if no such account is specified, by check mailed by the Tender Agent to the Bondholder at the address appearing on the bonds required to be kept by the Tender Agent pursuant to the Resolution.

Calculation of Interest. This bond may at any time bear interest to be calculated in such manner as provided in the Resolutions. During any Interest Rate Period, the interest rate applicable to this bond will be determined at the times and in the manner provided in the Resolution. The interest rate on this Bond may not exceed the Maximum Interest Rate.

This bond shall initially be in the applicable Initial Rate Period as prescribed in the Resolutions.

Interest hereon shall be computed as set forth in the Resolutions.

Interest Payment Dates, Dates of Maturity and Amounts Maturing. Interest Payment Date means the initial Interest Payment Date and each Interest Payment Date thereafter, each as specified in the Resolutions with respect to the Bonds. The Treasurer shall designate the interest payment dates during a Term Rate Period for each Series of Bonds bearing interest at a Term Rate. The Treasurer shall determine the Maturity Date for each Series of Bonds in accordance with the Resolutions. The Treasurer shall determine the amount, if any, to be set aside in each fiscal year of the State in the mandatory sinking fund for redemption of the Bonds in accordance with California Government Code Section 16731(c) and the Resolution.

Payment Not on a Business Day. If any payment on this bond is due on a day other than a Business Day, payment will be made on the next Business Day, and no interest will accrue as a result.

Denominations. The Bonds are issuable in the form of fully registered bonds in Authorized Denominations as set forth in the Resolution.

Mandatory Purchase. This bond is subject to mandatory tender as set forth in the Resolution.

Notice of mandatory tender shall be given to applicable Bondholders of this bond by the Treasurer if and as provided in the Resolution. The Holder of this bond does not have the right to retain it after any mandatory Purchase Date.

Optional Purchase. The Bonds are subject to optional purchase as set forth in the Resolution.

Payment of Purchase Price. Shall be as set forth in the Resolution.

Redemption of Bonds. This bond shall be subject to mandatory redemption prior to maturity and to redemption prior to maturity at the option of the Treasurer, in whole or in part, on the redemption dates and at the redemption prices and in the manner provided in the Resolution.

Other General Provisions. The State may modify or amend the Resolutions with respect to any Bonds and may amend the Bonds and the rights and obligations of the Holders of the Bonds and the State at any time by a Supplemental Resolution, without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Resolution, or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Committee may deem necessary or desirable and which shall not adversely affect the interests of the Holders of the Bonds.

With respect to Bonds bearing variable rates of interest, the State may also modify, alter, amend or supplement this Resolution, the Bonds, or any Supplemental Certificate relating to such Bonds in any other respect pursuant to the provisions of the Supplemental Certificate relating to such Bonds, including amendments which would not otherwise be permitted hereunder, if (i) the effective date of such Supplemental Resolution is a date on which all Bonds of the Series affected thereby are subject to mandatory tender for purchase pursuant to the Supplemental Certificate relating to such Bonds, or (ii) notice by mail of the proposed Supplemental Resolution is given to Holders of the affected Bonds at least 30 days before the effective date thereof and, on or before such effective date, such Bondholders have the right to demand purchase of their Bonds pursuant to the terms of the Supplemental Certificate relating to such Bonds.

The Treasurer may modify or amend any Supplemental Certificate setting forth the terms of the Bonds and may amend the Bonds without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Supplemental Certificate or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Treasurer may deem necessary or desirable and not inconsistent with this Resolution, and which shall not adversely affect the interests of the Holders of the affected Bonds or the Credit Providers under any Credit Agreements relating to the affected Bonds, if any. The Treasurer shall give notice to such Credit Providers for affected Bonds of any such amendment. With respect to Bonds bearing variable rates of interest, the Treasurer may also modify, alter, amend or supplement any Supplemental Certificate relating to any Series of Bonds in any other respect pursuant to the provisions of the Supplemental Certificate, relating to such

Bonds, including amendments which would not otherwise be permitted hereunder, if (i) the effective date of such amendment is a date on which all Bonds of the Series affected thereby are subject to mandatory tender for purchase pursuant to the Supplemental Certificate relating to such Bonds, or (ii) notice by mail of the proposed amendment is given to Holders of the affected Bonds at least 30 days before the effective date thereof and, on or before such effective date, such Bondholders have the right to demand purchase of their Bonds pursuant to the terms of the Supplemental Certificate relating to such Bonds

[add any additional amendment provisions that may be contained in Supplemental Certificate for variable rate bonds].

The Bonds shall be subject to mandatory redemption prior to maturity and to redemption prior to maturity at the option of the Treasurer, in whole or in part, on the redemption dates and at the redemption prices to the extent and in the manner provided in the Resolutions.

The Bonds are issuable only as registered bonds in Authorized Denominations (as defined in the Resolutions). If any payment on this bond is due on a day other than a Business Day, payment will be made on the next Business Day, and no interest will accrue as a result. This bond is transferable by the registered owner, in person or by the registered owner's attorney authorized in writing, at the principal office of the Treasurer, Sacramento, California, but only in a manner and subject to the limitations provided in the Resolutions, and on surrender and cancellation of this bond. On transfer, a new registered bond or bonds of authorized denomination or denominations for the same aggregate principal amount will be issued to the transferee.

The Treasurer and any authorized agent of the Treasurer shall be entitled to treat the person in whose name any bond is registered as the owner thereof for all purposes, including payment of principal of, premium, if any, and interest on such bond, notwithstanding any notice to the contrary received by the Treasurer; and the Treasurer shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owners of the Bonds. The Treasurer shall not have any responsibility or obligation to any such Beneficial Owners or to any other party, including DTC, and the Treasurer may rely conclusively on the Treasurer's records as to the identity of the owners of the Bonds.

It is certified that all conditions, things and acts required to exist, to have happened or to have been performed precedent to and in the issuance of this bond do exist, have happened and have been performed in due time, form and manner as required by law, and that this bond is a valid and binding general obligation of the State of California. The full faith and credit of the State of California are pledged for the punctual payment of the principal of and the interest on this bond as they become due.

This bond shall not be entitled to any benefit under the Resolutions, or become valid or obligatory for any purpose, until the Certificate of Registration is executed and dated by the Registrar.

IN WITNESS WHEREOF, the Treasurer of the State of California has caused the Treasurer's facsimile signature and the facsimile signatures of the Governor and the Controller to

be affixed to this bond, and has caused an impress or facsimile of the Great Seal of the State of California to be placed on this bond, all at the City of Sacramento, State of California, this _____ day of _____.

Treasurer of the State
of California

Governor of the State
of California

(SEAL)

Controller of the State
of California

CERTIFICATE OF REGISTRATION

This is one of the Bonds described in the within-mentioned Resolutions which has been registered on

TREASURER OF THE STATE OF CALIFORNIA,
as Registrar

By: _____
Deputy Treasurer

APPENDIX C

FORM OF NOTICE OF SALE

\$ _____
STATE OF CALIFORNIA
GENERAL OBLIGATION BONDS

[Pursuant to Section 5.05(d), any Notice of Sale of the Bonds shall be in substantially the following form, with such changes as the Treasurer may approve.]

Bids will be received by the Honorable Bill Lockyer, Treasurer of the State of California ("State Treasurer"), for the purchase of \$ _____ principal amount of State of California General Obligation Bonds dated and scheduled to be delivered _____, ____ ("Bonds"). After the sale, the State Treasurer may elect to adjust the principal amounts and amortization schedule for the Bonds as described under "ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER RECEIPT OF BIDS." Bidding procedures and sale terms are as follows.

The State Treasurer reserves the right, prior to the date of the sale, to modify the Notice of Sale (this Notice of Sale, together with any modifications as amendments is referred to herein as the "Notice of Sale"), including changing the maturity schedule, the redemption provisions or the aggregate principal amount of Bonds offered for sale. Any such modifications will be announced via [wire service] not later than _____, by _____ a.m., California time (provided that any delay in making such amendment shall not affect the validity of the sale of the Bonds). Any such modification will also be posted on the State Treasurer's Internet site at <http://www.treasurer.ca.gov>. Bidders are required to bid upon the Bonds as so modified. The State Treasurer reserves the right to postpone or cancel the sale at any time.

ISSUE: The Bonds are described in the State of California's Preliminary Official Statement dated _____, ____ ("Preliminary Official Statement").

TIME: Bids must be delivered by [9:00 A.M.], California time, on _____, _____.

PLACE: Bids must be delivered to the office of the State Treasurer in Sacramento, California at 915 Capitol Mall.

- Bidders may hand deliver bids to Room _____.
- Instead of hand delivery, bidders may electronically deliver bids as described under "ELECTRONIC BIDS" below.*

Each bidder (and not the State Treasurer) is responsible for the timely delivery of its bid, whether delivered by hand or electronically. The official time will be determined by the State Treasurer and not by any bidder or Bid Service (defined below).

* This and other references to electronic bids may be deleted if this form of bidding is not used.

INTEREST: Bidders must specify the rate or rates of interest which the Bonds will bear, subject to the following limitations. Interest will accrue from the date of delivery of the Bonds (the "Closing Date"), which is scheduled on _____. Interest may not exceed [eleven percent (11%)] per annum, payable on _____ 1 and _____ 1 in each year, commencing _____ 1, _____. Bidders may specify any number of separate rates and the same rate or rates may be repeated as often as desired, but:

[Individual limitations below may be deleted or modified or other limitations added as determined appropriate prior to sale]

- each interest rate specified in any bid must be a multiple of [one-eighth or one-twentieth of one percent ($1/8$ or $1/20$ of 1%)],
- no Bond shall bear more than one rate of interest,
- each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid,
- all Bonds of the same maturity shall bear the same rate of interest,
- the interest rate on any Bond maturing on or after _____ 1 after _____, _____ must be equal to or higher than the interest rate designated for the preceding Bond maturity, and
- all mandatory sinking fund payments shall bear the same rate of interest as the term Bonds to which they relate.

PRINCIPAL: Subject to any adjustments as provided in "ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER THE RECEIPT OF BIDS" herein, the Bonds will mature or be subject to mandatory sinking fund redemption on _____ and on _____ in any of the years from _____ to _____ inclusive, in the amounts set forth in the Bid Form attached hereto. Each bid must specify whether the principal amount of Bonds to be paid on each applicable date will be a payment at maturity of serial Bonds or a mandatory sinking fund payment on term Bonds. The mandatory sinking fund payments for each term Bond must be on consecutive principal payment dates immediately preceding the maturity date of that term Bond, provided that no term Bond maturing after the first optional redemption date of the Bonds may have a sinking fund payment on or prior to the first optional redemption date.

REDEMPTION: [Redemption provisions may be modified as determined appropriate prior to sale] The Bonds maturing on or before _____ 1, _____ are not subject to optional redemption prior to their respective stated maturities. The Bonds maturing on and after _____ 1, _____ are subject to optional redemption prior to their stated maturity dates, in whole or in part, in such order of maturity as may be designated by the State Treasurer and by lot within any maturity, on any date on or after _____ 1, _____ at a redemption price equal to 100 percent of the principal amount thereof, without premium, plus accrued interest to the date fixed for redemption:

In the event the successful bidder specifies in its bid that any Bonds are to be term Bonds with mandatory sinking fund payments, those Bonds will be subject to redemption prior to maturity, in part, by lot, at 100 percent of the principal amount to be redeemed plus accrued interest to the sinking fund payment date fixed for redemption, without premium, from mandatory sinking fund payments.

SECURITY: The Bonds are general obligations of the State to which the full faith and credit of the State are pledged. The principal of and interest on all State general obligation bonds, including the Bonds, are payable from any moneys in the General Fund of the State, subject only to the prior application of such moneys to the support of the public school system and public institutions of higher education. See the Preliminary Official Statement — "AUTHORIZATION OF AND SECURITY FOR THE BONDS."

[Subject to modification as appropriate prior to sale] **TAX EXEMPTION:** Bond Counsel to the State will render its opinion that, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code") and is exempt from State of California personal income taxes. Bond Counsel will each further render their opinion that such interest is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel will observe that such interest is included in adjusted current earnings when calculating federal corporate alternative minimum taxable income. See the Preliminary Official Statement — "TAX MATTERS" and APPENDIX D — "PROPOSED FORMS OF LEGAL OPINIONS."

LEGAL OPINIONS AND NO LITIGATION CERTIFICATE: The opinions of Bond Counsel and the Attorney General referred to in the Preliminary Official Statement under "LEGAL MATTERS" will be furnished to the successful bidder on the Closing Date. The successful bidder will also receive a customary certificate of the Attorney General that to her knowledge other than as disclosed in the Official Statement there is not now pending (with service of process on the State having been completed) or threatened any litigation (i) seeking to restrain or enjoin the sale, issuance, execution, or delivery of the Bonds, (ii) challenging the validity of the Bonds or any proceeding of the State taken with respect to the foregoing, or (iii) challenging the entitlement to their respective offices of any of the officers who caused the Bonds to be executed and delivered on behalf of the State. For purposes of the above certifications, the term "to her knowledge" does not include the performance of a docket search of federal or state court filings. The term "to her knowledge" does include discussions with senior legal staff and executive staff within the Attorney General's Office responsible for coordinating and managing judicial and administrative actions for the State. For purposes of the above certifications, no matter will be deemed to be "threatened" litigation because it is the subject of a pending administrative action. Pursuant to Article 4, Chapter 1, Part 1, Division 3 of Title 2 of the California Government Code, the Attorney General is not counsel to all state agencies for litigation matters. Accordingly, there may be litigation matters pending or threatened of which the Attorney General has no actual knowledge.

ADDITIONAL INFORMATION: Prospective bidders should read the entire Preliminary Official Statement, copies of which may be obtained from the State Treasurer at

P.O. Box 942809, Sacramento, California 94209-0001 (1-800-900-3873). The Preliminary Official Statement is available on the State Treasurer's Internet site at <http://www.treasurer.ca.gov>.

TERMS OF THE SALE

FORM OF BID: Each bid must be unconditional and in the amount of not less than ___ percent of the principal amount and not more than ___ percent*, plus accrued interest to the date of delivery of the Bonds. By submitting a bid, the bidder agrees to all of the terms and conditions of this Notice of Sale, as modified by the State Treasurer pursuant to the second paragraph of this Notice of Sale. Bids are not required to be submitted on the bid form attached to this Notice of Sale. In submitting a bid, each bidder acknowledges that the bid is an offer to purchase all of the Bonds, and if accepted, will become a contract to purchase the Bonds on the terms contained herein. However, each bid must include the information required by that bid form. *All bids shall be deemed to incorporate all of the terms of this Notice of Sale.*

ELECTRONIC BIDS: Solely as an accommodation to bidders, the State Treasurer will receive bids delivered electronically through any of the following service(s) ("Bid Service(s)"):

[List bid service(s) here]

Each bidder submitting an electronic bid agrees by doing so that (i) it is solely responsible for all arrangements with the Bid Service, (ii) the State Treasurer does not endorse or encourage the use of the Bid Service, (iii) the Bid Service is not acting as an agent of the State Treasurer, and (iv) the State Treasurer is not responsible for ensuring or verifying bidder compliance with the Bid Service's procedures. The State Treasurer is not responsible for, and each bidder expressly assumes the risk of and responsibility for, any incomplete, inaccurate or untimely bid submitted by such bidder through any means, including the Bid Service. Instructions for submitting electronic bids must be obtained by each bidder from the Bid Service. The State Treasurer shall be entitled to assume that any bid received via the Bid Service has been made by a duly authorized agent of the bidder. *If any provision of this Notice of Sale conflicts with information provided by a Bid Service, this Notice of Sale shall control.*

THE STATE TREASURER, THE STATE'S FINANCIAL ADVISOR AND BOND COUNSEL ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS. THE STATE TREASURER SHALL NOT BE REQUIRED TO ACCEPT THE TIME KEPT BY THE BID SERVICE AS THE OFFICIAL TIME. THE STATE TREASURER ASSUMES NO RESPONSIBILITY FOR INFORMING ANY BIDDER PRIOR TO THE DEADLINE FOR RECEIVING BIDS THAT ITS BID IS INCOMPLETE OR NOT RECEIVED.

MULTIPLE BIDS: In the event multiple bids are received from a single bidder by any means or combination thereof, the State Treasurer shall be entitled to accept the bid with the

* Appropriate modifications shall be made if maturity-by-maturity bidding is authorized and implemented by the Treasurer.

lowest TIC, calculated in accordance with the Notice of Sale, as determined by the State Treasurer, from among all such bids, and each bidder agrees by submitting any bid to be bound by such lowest bid unless unambiguously withdrawn prior to the deadline for receiving bids. See "BASIS OF THE AWARD."

GOOD FAITH DEPOSIT: Each bidder is required to provide to the State Treasurer, not less than one hour prior to the time the bids are required to be submitted, a good faith deposit of \$ _____. The required deposit may be a surety bond or a cashier's check payable to the State Treasurer or a wire transfer of Federal Funds.

Surety Bonds. If a surety bond is used, it must be issued by an insurance company rated in one of the top two rating categories of a nationally recognized rating agency, without regard to any modification of the rating, and licensed to issue such a bond in the State. Surety bonds must be submitted to the State Treasurer prior to the submission of the bid. A surety bond must identify each bidder whose good faith deposit is covered by the surety bond. Each bidder is responsible for any premiums, charges or fees incurred in connection with a surety bond. Surety bonds must be submitted to the State Treasurer at 915 Capitol Mall, Room 261, Sacramento, California 95814, attn: _____. If the Bonds are awarded to a bidder using a surety bond as the good faith deposit, the successful bidder is required to replace the surety bond with a cashier's check or a wire transfer of Federal Funds not later than 3:30 p.m. (California time) on the next business day following the award. Immediately following the award, please contact _____ at the State Treasurer's office at (916) _____ for wire instructions. If the replacement check or wire transfer is not received by that time, the surety bond may be drawn by the State Treasurer to satisfy the good faith deposit requirement.

Checks. If a cashier's check is used, it must be submitted to the State Treasurer prior to the submission of the bid. Cashier's checks must be payable to the Treasurer of the State of California and must be drawn on a bank having a demand account relationship with the State Treasurer's Office. All checks of unsuccessful bidders will be returned promptly.

Wire Transfers. If a wire transfer will be used, please contact _____ at the State Treasurer's office at (916) _____ for wire instructions not later than 12:00 p.m. (California time) two business days prior to the time of bid submission. Bidders submitting good faith deposits by wire transfer must provide to _____ at the State Treasurer's Office written wire instructions for return of an unsuccessful bidder's good faith deposit at the time the wire transfer is made. Good faith deposit amounts of unsuccessful bidders received by wire transfer will be refunded pursuant to the written transfer instructions provided by the applicable unsuccessful bidder. The State Treasurer will use reasonable efforts to return the funds promptly.

The deposit of the successful bidder will, upon the acceptance of its bid, become the property of the State and will be credited to the purchase price of the Bonds at the time of delivery of the Bonds. If the purchase price is not paid in full when due, the defaulting bidder shall have no right to the Bonds and its deposit shall be retained by the State Treasurer as and for full liquidated damages for such default and shall constitute a full release and discharge of all claims and rights of the State against such defaulting bidder and a waiver of any right the State may have to additional damages for any such default. By submitting a bid each bidder waives

any right to claim that actual damages resulting from any such default are less than the deposit, and agrees that the amount of the deposit is a reasonable estimate of damages that the State may suffer in the event of such a default.

No interest will be paid by the State on any good faith deposit.

BASIS OF THE AWARD: The Bonds will be awarded to the bidder whose bid will result in the lowest true interest cost ("TIC") to the State. The TIC will be the nominal interest rate which, when compounded semiannually and used to discount the debt service payments on all of the Bonds to the scheduled delivery date of the Bonds, results in an amount equal to the purchase price bid for all of the Bonds. For the purpose of calculating the TIC, the principal amount of Bonds designated by the bidder for mandatory sinking fund redemption as part of a term Bond, if any, shall be treated as a serial maturity in each year. In the event that two or more bidders offer bids at the same lowest TIC for the Bonds, the State Treasurer will determine by lot which bidder will be awarded the Bonds. The cost of preparing the Bonds will be borne by the State.

PROMPT AWARD: The State Treasurer will take action awarding the Bonds or rejecting all bids for the Bonds not later than 24 hours after the time specified for the receipt of the bids, unless such time is waived by the successful bidder. Notice of award (acceptance of a specific bid) will be given promptly by telephone by the State Treasurer to the successful bidder. Upon notice of award, the State will accept the bid to purchase all the Bonds on the terms contained herein. Bid evaluations or rankings by any Bid Service are not binding on the State Treasurer. **FAILURE OF ANY INSURANCE PROVIDER TO ISSUE ITS POLICY SHALL NOT BE GROUNDS FOR THE SUCCESSFUL BIDDER TO FAIL OR REFUSE TO ACCEPT DELIVERY OF, OR PAY FOR, ALL OF THE BONDS.**

[INSURANCE: If the successful bidder arranges municipal bond insurance for any Bonds, it does so at its own risk and expense and the obligation of the successful bidder to pay for the Bonds may not be conditioned upon the issuance of a municipal bond insurance policy. The State will not enter into any additional agreements with any bond insurer. Bond Counsel will charge the successful bidder a fee of \$3,000 for providing a legal opinion addressed to any bond insurer.]

EXPENSES OF SUCCESSFUL BIDDER: CUSIP Service Bureau charges, California Debt and Investment Advisory Commission fees (California Government Code Section 8856), DTC charges and all other expenses of the successful bidder will be the responsibility of the successful bidder.

RIGHT OF WAIVER OR REJECTION: The State Treasurer may waive any irregularity or informality in any bid, reject any bid not conforming to this Notice of Sale or reject all bids.

ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER RECEIPT OF BIDS: The principal amount of the Bonds to be set forth in the Bid Form will reflect estimates of the State Treasurer as to the likely interest rates of the winning bid and the premium or discount contained in the winning bid. After selecting the

winning bid, the amortization schedule for the Bonds may be adjusted in \$5,000 increments, if the State Treasurer elects to do so, to reflect the interest rates and any premium or discount specified in the winning bid to properly fund the refunding escrow and to accommodate certain other requirements or preferences of the State. Such adjustments will not change the aggregate principal amount of Bonds to be issued from the amount set forth in the Bid Form by more than ___* percent or change the principal payments due in any year by more than the greater of \$_____* or ___* percent. This, however, may result in the removal of certain maturities. The dollar amount bid for the Bonds by the winning bidder will be adjusted to reflect any such adjustments in the amortization schedule. Any such adjustments will change the total (but not the per Bond) dollar amount of underwriter's discount and original issue discount or premium, if any, provided in such bid. Any such adjustment will be communicated to the winning bidder within 24 hours after the opening of the bids. Any such adjustments will not affect the determination of the winning bidder or give the winning bidder any right to reject the Bonds.

CERTIFICATE CONCERNING REOFFERING PRICES: The successful bidder must submit information to the State Treasurer, together with a signed copy of its bid, **not later than 30 minutes after receiving notification of the award of the Bonds**, specifying for each maturity of the Bonds the initial bona fide reoffering price to the public of each maturity of the Bonds, as of the date of the award of the Bonds.

The successful bidder also must submit to the State Treasurer a certificate (the "Reoffering Price Certificate"), satisfactory to Bond Counsel, prior to the delivery of the Bonds and taking into account any post bid adjustment of the principal amount of any of the maturities of the Bonds, which states with respect to each maturity of the Bonds that such successful bidder either (i) has purchased the applicable maturity of the Bonds for its own account and not with a view to distribution or resale and not in the capacity of a bond house, broker or other intermediary and the price at which such purchase was made, or (ii) has made a bona fide public offering to the public of the Bonds, in which case the certificate shall be in substantially in the form attached. In making such representations, the successful bidder must reflect the anticipated existence, if any, of a "derivative product" (e.g., a tender option) offered or to be offered by the bidder or its affiliate in connection with the initial sale of any of the Bonds. The successful bidder shall also, if asked by Bond Counsel, clarify any discrepancies between the Reoffering Price Certificate and publicly available information relating to trades of the Bonds and explain the failure to sell at least 10% of each maturity to the public at the prices indicated on the date of the award.

[SALES OUTSIDE OF THE UNITED STATES: The successful bidder must undertake responsibility for compliance with any laws or regulations of any foreign jurisdiction in connection with any sale of Bonds to persons outside the United States. The successful bidder must notify the State Treasurer's Office if any Bonds are sold outside the United States, and must sign a certificate at closing verifying that it has complied with all applicable laws or regulations governing the sale of the Bonds, and indemnifying the State against any liability which may arise from sale of any of the Bonds, to persons outside the United States.]

* Appropriate modifications shall be made if determined by the Treasurer to be in the best interest of the State.

PURCHASER'S CERTIFICATE CONCERNING OFFICIAL STATEMENT: As a condition of delivery of the Bonds, the successful bidder will be required to execute and deliver to the State, prior to the Closing Date, a certificate to the following effect:

(i) The successful bidder, as the initial purchaser of the Bonds (the "Purchaser"), has provided to the State the initial reoffering prices or yields on the Bonds as printed in the Official Statement, and the Purchaser has made a bona fide offering of the Bonds to the public at the prices and yields so shown.

(ii) The Purchaser has not undertaken any responsibility for the contents of the Official Statement. The Purchaser, in accordance with and as part of its responsibilities under Federal securities laws, has reviewed the information in the Official Statement and has not notified the State of the need to modify or supplement the Official Statement.

CERTIFICATE CONCERNING IRAN CONTRACTING ACT: The State Treasurer may request from the successful bidder, and upon such request, the successful bidder must submit a certificate, prior to the delivery of the bonds, which states that the successful bidder is not on the current list of persons engaged in investment activities in Iran created by the State Department of General Services and is not a financial institution extending twenty million dollars (\$20,000,000) or more in credit to another person/vendor, for 45 days or more, if that other person/vendor will use the credit to provide goods or services in the energy sector in Iran and is identified on the current list of persons engaged in investment activities in Iran created by the State Department of General Services.

PARTICIPATION GOALS: Firms owned by disabled veterans are encouraged to respond to this invitation for bid. The State Treasurer has adopted regulations and participation goals for professional bond services firms owned by disabled veterans. These participation goals are set forth in Article 3 of Subchapter 4 of Chapter 4, Division 2 of Title 2 of the California Code of Regulations in Section 1899.522. As a result of a court decision issued in 2001, the State Treasurer can no longer impose participation goals for minority and women business enterprises. However, the State Treasurer continues to collect and report data regarding minority and women business enterprise participation.

By submitting a bid, each bidder certifies to all of the following on behalf of itself and its syndicate or selling group:

- Bidder is aware of the State Treasurer's regulations and participation goals for disabled veteran business enterprises offering professional bond services.
- Bidder is aware that existing law requires the bidder to demonstrate a good faith effort (as defined in Section 1899.501 of Article 1 of Subchapter 4 of Chapter 4, Division 2 of Title 2 of the California Code of Regulations) toward the State Treasurer's participation goals for disabled veteran-owned firms.

- Bidder is aware and acknowledges that if the State Treasurer concludes prior to award that the bidder has not demonstrated a good faith effort, the State Treasurer is authorized under existing laws to award the contract to the next lowest responsive and responsible bidder.

After completion of the transaction, successful bidders will be required to submit reports to the State Treasurer concerning disabled veteran business enterprise outreach efforts and professional bond service participation in transactions related to the offer and sale of the Bonds. The State Treasurer's annual goal for disabled veteran business enterprises' participation on competitive contracts for professional bond services is 3 percent. Successful bidders will also be required to submit reports on professional bond service participation by minority and women business enterprises as well as all other businesses. The reports on minority and women business enterprises will be maintained solely for informational and data collection purposes.

DELIVERY AND PAYMENT: The Bonds will be made available to the successful bidder for inspection at the office of the State Treasurer at least two Business Days prior to the date fixed for delivery of the Bonds (the "Closing Date"). The Closing Date is expected to be _____, _____. Payment for the Bonds must be made simultaneously with such settlement on the Closing Date and must be in funds immediately available in Sacramento, California, in the form of a cashier's check payable to the order of the State Treasurer of the State of California and drawn on a bank having a demand account relationship with the State Treasurer's Office or a wire transfer of federal funds to the State Treasurer. The successful bidder has the right, at its option, to cancel its obligation to purchase the Bonds if the State fails to tender the Bonds as described above for a Closing Date within 60 days from the award to the successful bidder; in that event the successful bidder will be entitled to the return (without payment of interest) of its good faith deposit.

PRELIMINARY OFFICIAL STATEMENT/OFFICIAL STATEMENT: Based on certificates of the Offices of the State Treasurer, the State Controller and the Director of the Department of Finance, and in reliance on a litigation certificate and letter provided by the Office of the Attorney General, the State deems the Preliminary Official Statement for purposes of subsection (b)(1) of Securities and Exchange Commission Rule 15c2-12 (the "SEC Rule"), to be final as of its date, except for information permitted by the SEC Rule to be omitted from the Preliminary Official Statement. The Preliminary Official Statement shall be subject to amendment or modification as deemed necessary by the State Treasurer.

Within seven business days after the award of the Bonds and at least one business day prior to the delivery of the Bonds, the State will furnish to the successful bidder only an electronic copy of the final Official Statement, including any supplements prepared by the State, in a portable document format (PDF) configured to allow the Official Statement to be saved, viewed, printed and retransmitted by electronic means. Physical copies of the final Official Statement may be requested by the successful bidder from [Printer] at its own expense.

The State will deliver, on the Closing Date, a certificate executed by the State Treasurer to the effect that, to the best of the State Treasurer's knowledge, information and belief, as of the Closing Date, the information and statements contained or referenced in the final Official Statement (excluding any information relating to The Depository Trust Company, New York,

New York), as supplemented by any supplement delivered on or prior to the Closing Date, relating to the State and the Bonds is complete, true and correct in all material respects, and does not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. In making this statement, the State Treasurer will rely in substantial part on certain certifications by officials of the State Controller and the Director of the Department of Finance and upon a letter of the Attorney General.

The State undertakes that for a period up to the earlier of (a) 25 days following the "end of the underwriting period" (as defined in the SEC Rule) or (b) the date when all of the Bonds have been sold by the successful bidder, it will (i) apprise the successful bidder of all material events, if any, occurring with respect to the State and the Bonds after the Closing Date, and (ii) if requested by the successful bidder, prepare a supplement to the final Official Statement in respect of any material event with respect to the State and the Bonds. The State will presume that the end of the underwriting period will occur on the Closing Date and all of the Bonds have been sold by the successful bidder as of the Closing Date unless notified otherwise in writing by the successful bidder on or prior to the Closing Date.

After the earlier of twenty-five (25) days from the "end of the underwriting period" or the date when all of the Bonds have been sold by the successful bidder, the State will no longer be obligated to amend or supplement the Official Statement. In addition, if the State elects to supplement the Official Statement, the costs and expenses, including legal fees and expenses, associated with providing any such supplement in respect of any material event with respect to the State and the Bonds occurring after the "end of the underwriting period" will be borne by the successful bidder.

By making a bid for the Bonds, the successful bidder agrees to:

- provide to the State Treasurer, in writing, within 24 hours of the acceptance of the bid, pricing and other related information necessary for completion of the final Official Statement,
- disseminate to all members of the underwriting syndicate copies of the Official Statement, including any supplements prepared by the State,
- promptly notify the State as soon as all of the Bonds have been sold by the successful bidder if any Bonds are unsold on the Closing Date;
- promptly file a copy of the final Official Statement, including any supplements prepared by the State, with the MSRB's Electronic Municipal Market Access website, and
- take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to ultimate purchasers.

CONTINUING DISCLOSURE: In order to assist the successful bidder in complying with the SEC Rule, the State Treasurer, on behalf of the State, will undertake, pursuant to a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate"), to provide certain annual financial information and notices of the occurrence of certain enumerated events. A form of the Continuing Disclosure Certificate is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. The State Treasurer, on behalf of the State, will deliver the Continuing Disclosure Certificate on the Closing Date. During the past five years, the State has not failed to materially comply with any continuing disclosure obligations relating to any bonds for which the State was an "obligated person" within the meaning of the SEC Rule, except as described in the Preliminary Official Statement. See the Preliminary Official Statement – "INTRODUCTION – Continuing Disclosure."

Dated: _____
Sacramento, California

BILL LOCKYER
Treasurer of the State of California

BID FORM

**BID FOR THE PURCHASE OF
STATE OF CALIFORNIA
GENERAL OBLIGATION BONDS**

The Honorable Bill Lockyer
Treasurer of the State of California

We offer to purchase the \$_____ aggregate principal amount of State of California General Obligation Bonds, dated _____, _____, (the "Bonds") for a purchase price of 100 percent of the principal amount of the Bonds, plus a premium of \$_____, together with accrued interest from _____ 1, _____ to the date of delivery, with the following terms:

<u>Maturity Date</u> <u>()</u>	<u>Maturing Principal</u> <u>Amount**</u>	<u>Interest</u> <u>Rate</u>	<u>Serial</u> <u>Maturity*</u>	<u>or</u>	<u>Sinking Fund</u> <u>Installment*</u>	<u>Maturity Date</u> <u>of Term Bond*</u>
_____	\$ _____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____

* Each bidder must specify whether the principal amount of Bonds on the particular date will be a serial maturity or a mandatory sinking fund installment. The bidder must also specify the maturity date of any term bond(s). In the case of electronic bids, the interest rate specified for a term bond shall be deemed to apply to each sinking fund installment of such term bond.

** Principal amounts must be adjusted and inserted by the bidder based upon the designated maturity schedule, if any, announced via the Bond Buyer Wire.

Account Manager

By: _____
Contact: _____
Telephone No. _____ Fax No. _____

EXHIBIT C

HIGH-SPEED PASSENGER TRAIN FINANCE COMMITTEE

RESOLUTION X (2013)

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century; Proposition 1A)

Resolution Authorizing the Issuance of State
of California High-Speed Passenger Train
Refunding Bonds for the Refunding of Bonds
and Commercial Paper Notes Issued under
Resolution IX and this Resolution.

WHEREAS, the Legislature of the State of California adopted the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century (Statutes of 2008, Chapter 267; Proposition 1A) (the "Act"), including the State General Obligation Bond Law (Section 16720 et seq. of the California Government Code) as incorporated therein; and

WHEREAS, the People of the State of California, at an election held on November 4, 2008, approved the Act; and

WHEREAS, to carry out the purposes of the Act, the High-Speed Passenger Train Finance Committee (the "Committee") has on the date hereof adopted Resolution IX (together with this Resolution, the "Resolutions") authorizing the issuance of general obligation bonds and commercial paper notes for the purposes set forth in Sections 2704.04 and 2704.06 of the California Streets and Highways Code; and

WHEREAS, the Committee has determined that it is necessary and desirable to authorize the issuance of bonds pursuant to the provisions of Article 6 (commencing with Section 16780) of Chapter 4 of Part 3 of Division 4, Title 2 of the California Government Code (the "Refunding Law") from time to time to refund any bonds or commercial paper notes that may be issued from time to time under the Resolutions (collectively, the "Refundable Obligations"); and

WHEREAS, the Committee now desires to provide for the issuance and sale of bonds for the purpose of refunding from time to time the Refundable Obligations at or prior to their respective stated maturity dates pursuant to the Refunding Law; and

NOW, THEREFORE, BE IT RESOLVED by the Committee, as follows:

ARTICLE I

DEFINITIONS; INTERPRETATION

Section 1.01 Definitions. Unless the context otherwise requires, the following terms and any terms defined in the recitals above, for all purposes of this Resolution and of any Supplemental Resolution, have the meanings specified in this Section or in such recitals, as applicable.

“Act” means the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century (Statutes of 2008, Chapter 267; Proposition 1A) including the State General Obligation Bond Law (Section 16720 et seq. of the California Government Code) as incorporated therein.

“Available Funds” means amounts which are legally available for payment of the principal of and interest on Bonds consisting of (a) proceeds of general obligation bonds or commercial paper notes issued under the Act and authorized by the Committee to refund such Bonds and (b) any money in the General Fund of the State, subject only to the prior application of such money to the support of the public school system and public institutions of higher education.

“Beneficial Owner” means, with respect to any book-entry Bond, the beneficial owner of such Bond as determined in accordance with the applicable rules of the Securities Depository.

“Bond” means any Bond issued pursuant to this Resolution. “Series of Bonds” means any Bonds of a particular Series issued pursuant to this Resolution.

“Bondholder” or “Holder” means any person who is the registered owner of any Bond.

“Business Day” means, with respect to any Series of Bonds, any day other than a Saturday, a Sunday, a State holiday, or any other date specifically designated not to be a Business Day pursuant to a Supplemental Resolution or Supplemental Certificate for such Series of Bonds.

“Certificate of the State” means a written instrument signed on behalf of the State by the Treasurer.

“Code” means the Internal Revenue Code of 1986, as amended.

“Continuing Disclosure Certificate” means a continuing disclosure certificate executed and delivered concurrently with the issuance of any Bonds pursuant to Section 3.04.

“Controller” means the Controller of the State.

“DTC” means The Depository Trust Company and its successors and assigns.

“Governor” means the Governor of the State.

“Nominee” means Cede & Co., as nominee of DTC, or any successor nominee.

"Outstanding" means with respect to Bonds, all Bonds that have been issued from the date of issue until paid in full, whether at the stated maturity date or upon the date of earlier redemption.

"Permitted Investments" means:

(a) With respect to the Bonds,

- (i) bonds or interest-bearing notes or obligations of the United States, or those for which the faith and credit of the United States are pledged for the payment of principal and interest, including receipts, certificates or any other evidences of an ownership interest in the investments identified in this clause (i) or in specified portions thereof;
- (ii) bonds or interest-bearing notes or obligations that are guaranteed as to principal and interest by a federal agency of the United States;
- (iii) pre-refunded municipal bonds which are rated no lower than the investments identified in clause (i) by each rating agency rating such bonds;
- (iv) bonds, consolidated bonds, collateral trust debentures, consolidated debentures or other obligations issued by federal land banks or federal intermediate credit banks established under the Federal Farm Loan Act, as amended; debentures and consolidated debentures issued by the Central Bank for Cooperatives and banks for cooperatives established under the Farm Credit Act of 1933, as amended; bonds or debentures of the Federal Home Loan Bank Board established under the Federal Home Loan Bank Act; bonds, debentures and other obligations of the Federal National Mortgage Association established under the National Housing Act as amended and bonds of any federal home loan bank established under that act; obligations of the Federal Home Loan Mortgage Corporation; bonds, notes and other obligations issued by the Tennessee Valley Authority under the Tennessee Valley Authority Act as amended; and bonds, notes and other obligations guaranteed by the Commodity Credit Corporation for the export of California agricultural products under the Commodity Credit Corporation Charter Act as amended, provided, however that the Permitted Investments specified in this paragraph (iv) shall be rated by at least two of any three rating agencies rating such obligations not lower than the higher of (1) the rating on the Bonds to be refunded at the time of the original issuance thereof and (2) the rating on the Bonds to be refunded at the time of refunding;
- (v) deposit in the State Surplus Money Investment Fund; or
- (vi) any other investment designated in a Supplemental Certificate as a permitted investment with respect to the Bonds authorized by such Supplemental Certificate, provided however that the Permitted

Investments specified in this paragraph (vi) shall be rated by at least two of any three rating agencies rating such obligations not lower than the higher of (1) the rating on the Bonds to be refunded at the time of the original issuance thereof and (2) the rating on the Bonds to be refunded at the time of refunding.

- (b) With respect to any Refunded Obligations, any investment designated in the resolution under which such Refunded Obligations were issued.

"Record Date" means the close of business on the 15th day of the month immediately preceding an interest payment date, whether or not the date is a Business Day.

"Refundable Obligations" means any bonds or commercial paper notes that may be issued from time to time under the Resolutions.

"Refunded Bonds" means those Refunded Obligations that are general obligation bonds.

"Refunded Obligations" means those Refundable Obligations, as determined by the Treasurer pursuant to Section 2.02(b), that are refunded by Bonds.

"Resolution" means this Resolution, as it may from time to time be supplemented by a Supplemental Certificate, or supplemented, modified or amended by any Supplemental Resolution. "Resolutions" has the meaning set forth in the recitals.

"Rule" means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"Securities Depository" means DTC.

"Series" means all of the Bonds designated as being of the same series.

"State" means the State of California.

"Supplemental Certificate" means a supplemental certificate of the Treasurer setting forth the terms, conditions and provisions relating to any Series of Bonds, as it may from time to time be supplemented, modified or amended as authorized by Section 5.01.

"Supplemental Resolution" means any resolution then in full force and effect which has been duly adopted by the Committee, amendatory of or supplemental to this Resolution, but only if and to the extent that such supplemental resolution is specifically authorized by Section 5.01.

"Taxable Bonds" means Bonds the interest on which is not excluded from gross income for federal income tax purposes under Section 103 of the Code.

"Tax-Advantaged Bonds" means Bonds that entitle the State or a Bondholder to claim tax credits or other tax benefits (including subsidy payments) for federal income tax purposes under the Code. Tax-Advantaged Bonds may, depending upon the requirements of the Code, also qualify as Tax-Exempt Bonds or Taxable Bonds.

"Tax-Exempt Bonds" means Bonds the interest on which is excludable, in whole or in part, from gross income for federal income tax purposes, under Section 103 of the Code (including Bonds treated as qualified bonds within the meaning of Section 141(e) of the Code, or subsequent similar provisions of the Code).

"Treasurer" means the Treasurer of the State or any Deputy Treasurer of the State or any other person designated by the Treasurer to act hereunder on behalf of the Treasurer.

"Underwriters" means, if applicable, the underwriters designated from time to time by the Treasurer pursuant to Section 5703 of the California Government Code in connection with the issuance of any Bonds.

ARTICLE II

AUTHORIZATION AND ISSUANCE OF BONDS

Section 2.01 General.

(a) The Committee has examined the request and supporting statements provided to the Committee, and has determined that it is necessary and desirable to authorize the issuance and sale of Bonds pursuant to California Government Code Section 16780 et seq. to refund Refundable Obligations when such issuance and sale will (1) provide a saving in debt service cost to the State, as measured by the present value of that saving, and complies with subsection (d), or (2) effect a favorable reorganization of the debt structure of the State as set forth in Section 2.01(b). The Committee further determines that all conditions, things and acts required by law to exist, happen and be performed precedent to and in connection with the issuance of the Bonds will exist, will have happened and will have been performed in due time, form and manner as required by law, and that this Committee will be empowered to issue Bonds in the principal amount sufficient to provide funds for the purposes allowed in California Government Code Section 16782(a) and subject to the limitation in California Government Code Section 16782(b) that the principal amount of any issue of Bonds shall not exceed the original aggregate principal amount of the related series of Refunded Obligations.

(b) To the extent proceeds of the Bonds will be used to repay maturing commercial paper notes, the Committee hereby finds and determines that general obligation commercial paper notes are a short-term borrowing mechanism and general obligation bonds are generally a long-term borrowing mechanism, and as a result, by restructuring the short-term borrowing into a long-term borrowing, the issuance of Bonds to repay maturing commercial paper notes will effect a favorable reorganization of the debt structure of the State. The Committee makes such finding on the condition that at the time that each Series of Bonds is issued to be used to pay maturing commercial paper notes, the Treasurer certifies that the basis for the Committee's determination continues to be valid.

(c) The Bonds authorized to be issued by this Resolution may be issued in combination with general obligation bonds authorized by prior or subsequent resolutions of this Committee pursuant to the Act, may be issued in one or more Series from time to time with letter designations determined by the Treasurer and may be issued in combination with other similar

general obligation bonds of the State under other bond acts. Each succeeding Series of Bonds issued under the Act shall be lettered in sequence except as convenience of lettering may otherwise require.

(d) The Bonds authorized to be issued by Section 2.01(a)(1) of this Resolution shall comply with criteria described in the document titled "State Treasurer's Office Policies Regarding Issuance of Refunding Bonds" attached hereto as Appendix C, or as such policies may be modified and submitted to the Committee in the future.

Section 2.02 Authorization of Bonds.

The Treasurer is authorized and directed to provide for the preparation of the requisite number of Bonds in substantial conformity with the following specifications:

(a) Name of Bonds: State of California High-Speed Passenger Train Bonds, Series ____.

(b) Aggregate Par Value: The amount the Treasurer may deem appropriate for the purpose of refunding all or part of the Refundable Obligations as determined by the Treasurer, subject to the limitation of California Government Code Section 16782.

(c) Denomination: The Bonds shall be issued only in fully registered form, without coupons, in denominations of \$5,000 or any multiple of \$5,000 (not exceeding the amount maturing at any one time), shall be numbered in consecutive numerical order within each Series.

(d) Date of any Series of Bonds: Any date between March 18, 2013, and the termination of the authority to issue Bonds under this Resolution that may be deemed appropriate by the Treasurer.

(e) Annual Rate of Interest and Interest Payment Dates: The annual rate of interest on the Bonds shall not exceed the greater of (i) eleven percent (11%) per annum or (ii) the maximum rate allowed by law at the time of sale of the Bonds. The rate or rates of interest shall be determined at the time of the sale of the Bonds on the basis of the lowest true interest cost to the State or as negotiated by the Treasurer. The rate or rates of interest need not be uniform for all of the Bonds. Interest shall be payable on dates to be selected by the Treasurer and the first interest payment date may be any date within one year after the date of the Bonds.

(f) Provisions for Redemption and Other Terms of the Bonds: The Bonds may be subject to redemption prior to their fixed maturity dates as determined by the Treasurer. The Treasurer shall set forth in a Supplemental Certificate relating to such Bonds, any redemption provisions relating to the Bonds; the manner of the call or the notice thereof, the price or prices at which the Bonds shall be subject to redemption and any other terms and conditions deemed necessary for the Bonds.

(g) Dates of Maturity and Amounts Maturing: The dates of maturity and the amount of the Bonds maturing at each date of maturity shall be determined by the Treasurer in accordance with California Streets and Highways Code Sections 2704.11(b) and 2704.13, and

California Government Code Section 16783; provided that no Bond shall have a final maturity date later than 40 years after the initial issuance of the obligations being refunded (directly or indirectly) with the proceeds of such Bond.

(h) Form and Language: The form and language of the Bonds shall be substantially as set forth in Appendix A, with such changes as the Treasurer may approve.

(i) Additional Terms. The Treasurer shall evidence the Treasurer's determination of certain terms of each Series of Bonds, as authorized by this Section 2.02, in a Supplemental Certificate which shall be deemed to be a part of this Resolution. The Supplemental Certificate may set forth such matters as the dated date, interest rates, maturity schedule, principal and interest payment dates, sinking fund payment schedule, and redemption provisions for the Bonds, and any other terms, conditions and provisions not otherwise set forth herein deemed necessary for the Bonds.

Section 2.03 Sale of Bonds.

(a) Whenever the Treasurer determines that such sale will result in a saving in debt service costs to the State, as measured by the present value of that saving, and complies with the criteria set forth in Section 2.01(d), or the Treasurer determines that the issuance of Bonds to repay commercial paper notes will effect a favorable reorganization of the debt structure of the State pursuant to Section 2.01(b), the Treasurer is authorized to cause all or any part of the Bonds to be sold for cash, either (i) at competitive sale to the highest bidder (at the lowest true interest cost), or (ii) by negotiated sale if the Treasurer determines that it is in the best interest of the State to do so, in such amounts and at such times as the Treasurer deems advisable, and to cause notice of any competitive sale or sales to be published as provided by law. With respect to Bonds sold by the Treasurer by negotiated sale, the Treasurer shall make a finding on the public record as to why a competitive sale was not used. The Treasurer may sell the Bonds at a price below the par value thereof, but the discount on the Bonds shall not exceed three percent (3%) of the par value.

(b) The Treasurer may combine, for purposes of sale, the Bonds with any other series of general obligation bonds of the State heretofore or hereafter authorized by any body of the State.

(c) If the Bonds are to be sold at competitive bid, the Notice of Sale of the Bonds shall be in substantially the form of Appendix B, with such changes therein as the Treasurer may approve.

Section 2.04 Execution of Bonds. Each of the Bonds shall be executed in the name and on behalf of the State, with the manual or facsimile signatures of the Governor, the Controller and the Treasurer and each of the Bonds shall bear an impress or a facsimile of the State seal. Each Bond shall be manually countersigned by the Treasurer, as registrar.

Section 2.05 Registration and Transfer of Bonds. The Treasurer is appointed to act as registrar of the Bonds. The Treasurer shall maintain sufficient books for the registration and transfer of the Bonds.

Only Bonds that bear a certificate of registration in the form set forth in Appendix A, executed by the registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution. The certificate of the registrar shall be conclusive evidence that the Bonds have been authenticated and delivered and are entitled to the benefits of this Resolution.

Any Bond may, in accordance with its terms, be transferred upon the books kept by the registrar by the person in whose name it is registered, in person or by an authorized attorney, upon surrender of the Bond for cancellation, accompanied by delivery of a written instrument of transfer in a form approved by the registrar, duly executed.

Whenever any Bond or Bonds shall be surrendered for transfer, the State shall execute and the registrar shall register and deliver a new fully registered Bond or Bonds, of the same Series and maturity and for a like aggregate principal amount. The State may charge a sum not exceeding \$5.00 for each new Bond delivered upon any transfer, and the registrar shall require the payment by the Bondholder requesting transfer of any tax or other governmental charge required to be paid with respect to transfer.

No transfers of Bonds shall be required to be made during the period between a Record Date and the interest payment date.

The Treasurer may resign as registrar and appoint a successor registrar that meets all applicable requirements of State law. The Treasurer may remove any successor registrar and appoint a successor registrar that meets all applicable requirements of State law.

Section 2.06 Ownership of Bonds. The Treasurer, as registrar and paying agent, and any successor registrar and paying agent may treat any Bondholder as the absolute owner of such Bond for the purpose of receiving payment thereof and for all other purposes, and neither the Treasurer nor such successor shall be affected by any notice or knowledge to the contrary.

Section 2.07 Bonds Mutilated, Lost, Destroyed or Stolen. If any Bond shall become mutilated, the Treasurer, at the expense of the Bondholder of said Bond, shall execute and deliver a new Bond of like tenor and number in exchange and substitution for the Bond so mutilated, but only upon surrender to the Treasurer of the Bond so mutilated. If any Bond shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Treasurer and, if such evidence be satisfactory to it and indemnity satisfactory to it shall be given, the Treasurer, at the expense of the Bondholder, shall execute and deliver a new Bond of like tenor in lieu of and in substitution for the Bond so lost, destroyed or stolen. Such new Bond shall not be a new obligation or issuance under this Resolution or the Act, but constitutes new evidence of the existing obligation represented by the Bond so mutilated, lost, destroyed or stolen. The State shall not be required to pay both the original Bond and any duplicate Bond, but both the original and the duplicate Bond shall be treated as one and the same.

Section 2.08 Legal Opinion as to Validity of Bonds. The Committee determines that it will increase the salability or the price of the Bonds to obtain a legal opinion of nationally recognized bond counsel, in addition to that of the Attorney General, as to the validity of the Bonds. The Treasurer is authorized to obtain such a legal opinion on the condition that at the

time that each Series of Bonds is issued, the Treasurer certifies that the basis for the Committee's determination continues to be valid.

Section 2.09 Refunding of Bonds. Pursuant to the Act and the Refunding Law, refunding bonds may be issued to refund Bonds at or prior to their stated maturity. Pursuant to Section 16784 of the Refunding Law, the proceeds of such refunding bonds shall be deposited into the Refunding Escrow Fund of the State Treasury and invested in Permitted Investments or held uninvested, which Refunding Escrow Fund is irrevocably dedicated to pay the principal of, premium, if any, and interest on the refunded Bonds as it comes due, and for the other purposes set forth in Section 16782, including payment of costs of issuance of the refunding bonds.

In any refunding for which proceeds of refunding bonds (and other funds, if any) are deposited into the Refunding Escrow Fund in the State Treasury for payment of Bonds greater than 90 days prior to date of retirement of such Bonds; unless the moneys on deposit are held in the State Surplus Money Investment Fund or as uninvested cash or both and are sufficient to pay when due all of the principal, premium, if any, and interest on such refunded Bonds until maturity or the date fixed for redemption without accounting for investment earnings thereon, the Treasurer shall obtain a report from a firm of independent public accountants verifying the sufficiency of such deposit.

ARTICLE III

COVENANTS OF THE STATE

Section 3.01 Punctual Payment; Security. The State will punctually pay or cause to be paid the principal of (whether at maturity or by prior redemption), premium, if any, and interest on the Bonds (but only from Available Funds), in conformity with the terms of the Bonds and this Resolution. The full faith and credit of the State are pledged to the payment of the principal of (whether at maturity or by prior redemption) and interest on the Bonds as such principal and interest come due.

Section 3.02 Opinion of Counsel. The legal opinion of the Attorney General and nationally recognized bond counsel as to the validity of the Bonds and, if applicable, the legal opinion of nationally recognized bond counsel as to federal income tax and State of California personal income tax matters relating thereto will be furnished to any Bondholder without cost.

Section 3.03 Tax Covenants. Based on the Treasurer's determination as to the best interests of the State, the Bonds may be issued as Tax-Exempt Bonds, Taxable Bonds or Tax-Advantaged Bonds. The following covenants are made only with respect to Tax-Exempt Bonds and Tax-Advantaged Bonds:

(a) The State shall at all times do and perform all acts and things permitted by law and this Resolution which are necessary or desirable to assure that interest paid on the Tax-Exempt Bonds (or any of them) will be excluded from gross income for federal income tax purposes to the extent permitted under the Code, and to assure that Tax-Advantaged Bonds will continue to qualify for eligibility for the tax credits or other tax benefits provided for federal income tax purposes. The State shall take no action that would result in such interest on Tax-

Exempt Bonds not being excluded from gross income for federal income tax purposes or that would result in the loss of tax-credits or other tax benefits for Tax-Advantaged Bonds. Without limiting the generality of the foregoing, the State agrees to comply with the provisions of any tax certificate (the "Tax Certificate") entered into at the time the Bonds are issued. This covenant shall survive payment in full or refunding of the Bonds.

(b) Notwithstanding any provisions of this Section, if the State shall receive an opinion of nationally recognized bond counsel that any specific action required under this Section or under the Tax Certificate is no longer required or that some further or different action is required to maintain the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Bonds or to maintain the eligibility for tax credits or other tax benefits with respect to the Tax-Advantaged Bonds, the State may conclusively rely on such opinion in complying with the requirements of this Section, and the covenants hereunder shall be deemed to be modified to that extent.

Section 3.04 Continuing Disclosure.

(a) Concurrently with the issuance of any Bonds hereunder, the Treasurer is hereby authorized and directed, on behalf of the State, to execute and deliver a Continuing Disclosure Certificate complying with the requirements of the Rule and to take all other actions necessary to comply with the Rule.

(b) The State hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the Treasurer to comply with the requirements of the Rule applicable to the Bonds or the Continuing Disclosure Certificate shall not be considered an event of default hereunder.

(c) All other agencies of the State, including those represented on this Committee, are directed to provide information within their knowledge to the Treasurer for inclusion in any annual reports prepared by the Treasurer pursuant to any Continuing Disclosure Certificate, in such manner that the Continuing Disclosure Certificate will be accurate and complete.

ARTICLE IV

EVENT OF DEFAULT AND REMEDIES OF BONDHOLDERS

Section 4.01 Event of Default. It shall be an event of default hereunder if the State shall fail to pay or cause to be paid, when due, principal of or interest or premium on any Bond, or shall have declared a moratorium on such payment, or repudiated any Bond.

Section 4.02 Suits at Law or in Equity and Mandamus. In case one or more events of default shall occur, then and in every such case the Holder of any Bond at the time Outstanding shall be entitled to proceed to protect and enforce such Holder's rights by such appropriate judicial proceeding as such Holder shall deem most effectual to protect and enforce any such right, whether by mandamus or other suit or proceeding at law or in equity, for the specific performance of any covenant or agreement contained in this Resolution, or in aid of the

exercise of any power granted in this Resolution, or to enforce any other legal or equitable right vested in the Holders by this Resolution or the Bonds or by law. The provisions of this Resolution shall be a contract with each and every Holder, and the duties of the State and of the Committee shall be enforceable by any Holder by mandamus or other appropriate suit, action or proceeding in any California court of competent jurisdiction.

Section 4.03 Remedies Not Exclusive. No remedy herein conferred upon the Holders is intended to be exclusive of any other remedy. Every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or now or hereafter existing, at law or in equity or by statute or otherwise, and may be exercised at any time or from time to time, and as often as may be necessary, by the Holder of any one or more of the Bonds.

ARTICLE V

MISCELLANEOUS

Section 5.01 Amendment of Resolution or Bonds. The State may modify or amend this Resolution with respect to any authorized but unissued Bonds without any limit. The State may modify or amend this Resolution with respect to any Outstanding Bonds and may amend such Outstanding Bonds and the rights and obligations of the Holders of such Outstanding Bonds and the State at any time by a Supplemental Resolution, without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in this Resolution, or (ii) complying with requirements of the Code to satisfy the covenants of Section 3.03; in each case as the Committee may deem necessary or desirable and which shall not adversely affect the interests of the Holders of the affected Bonds, if any.

The Treasurer may modify or amend any Supplemental Certificate setting forth the terms of Outstanding Bonds and may amend any Outstanding Bonds without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Supplemental Certificate or (ii) complying with requirements of the Code to satisfy the covenants of Section 3.03; in each case as the Treasurer may deem necessary or desirable and not inconsistent with this Resolution, and which shall not adversely affect the interests of the Holders of the affected Bonds.

Section 5.02 Escrow Fund.

(a) Pursuant to Section 16784 of the Refunding Law, there are hereby created and established separate accounts within the Refunding Escrow Fund (created pursuant to such section) to be known as the "Refunding Escrow Fund-[Month] [Year]" for each Series designated pursuant to Section 2.02 (the "Escrow Accounts"). The Treasurer shall (exclusive in each case of accrued interest) set aside the proceeds of the sale of each Series of Bonds in the respective Escrow Account for such Series. The proceeds of the Bonds and any other funds so deposited shall be held in trust for the benefit of the holders of the related Refunded Obligations and shall be used solely for the refunding of such Refunded Obligations, and (along with accrued interest) for other purposes set forth in Section 16782 of the Refunding Law, including payment of the costs of issuance of the Bonds.

(b) Moneys held in the Escrow Accounts shall be invested by the Treasurer in any Permitted Investment or held uninvested. Any earnings from such investment shall be credited to the respective Escrow Account from which such investment was made. In addition, any other funds held or received by the State which, in the opinion of nationally-recognized bond counsel, must be restricted or accounted for separately shall be invested in Permitted Investments or held uninvested. For any advance refunding of one or more series of Refunded Bonds, unless the moneys on deposit are held in the State Surplus Money Investment Fund or as uninvested cash or both in the full amount sufficient to pay the principal, premium and interest due until the date fixed for redemption or the date of maturity without accounting for investment earnings thereon, the Treasurer shall obtain an opinion or certificate from a firm of independent certified public accountants to the effect that the moneys and Permitted Investments deposited in the Escrow Accounts will be sufficient, without reinvestment, to provide for the payment of all of the principal, premium and interest on the related Refunded Bonds until their maturity or redemption dates.

It is the intent of the Committee that, pursuant to Section 5922(d) of the California Government Code, this Section 5.02(b) shall provide a complete and additional authorization for the investment of Bond proceeds and other moneys referred to in this Section 5.02.

Section 5.03 Book-Entry.

(a) If the Treasurer determines that it will be to the advantage of the State, any Series of Bonds shall be initially issued and registered in the name of the Nominee, as nominee of the Securities Depository (referred to hereafter as "DTC") and shall be evidenced by registered Bonds in printed or typewritten form. Registered ownership of such Series of Bonds, or any portion thereof, may not thereafter be transferred except as follows:

(i) to any nominee of DTC, or of any substitute depository designated pursuant to clause (ii) of this subsection ("Substitute Depository"); provided that any successor of DTC or of the Substitute Depository shall be qualified under any applicable laws to provide the service proposed to be provided by it;

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

(iii) to any other new registered owners as provided in subsection (b) below.

In the case of any transfer pursuant to clauses (i) or (ii), upon receipt of the registered Bonds by the Treasurer, new registered Bonds shall be executed and delivered by the Treasurer, registered in the name of such nominee or such Substitute Depository, as the case may be.

(b) Upon the resignation of DTC or a Substitute Depository from its function as depository without the designation of any Substitute Depository, or upon a determination by the Treasurer to discontinue the use of a depository with respect to the Bonds, and upon the

receipt by the Treasurer of the registered Bonds, the Treasurer shall, as soon as practicable, execute and deliver new Bonds in registered form in such denominations and registered in the name of the Beneficial Owners of the obligations in accordance with the records of the former depository.

(c) The Treasurer shall be entitled to treat the person in whose name any registered Bond is registered as the owner thereof for all purposes of this Resolution and for purposes of payment of principal of, premium, if any, and interest on such Bond, notwithstanding any notice to the contrary received by the Treasurer; and the Treasurer shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owners of the registered Bonds. The Treasurer shall not have any responsibility or obligation to any such Beneficial Owners or to any other party, including DTC, any Substitute Depository or its successor, except to the registered owner of any registered Bond, and the Treasurer may rely conclusively on the Treasurer's records as to the identity of the registered owners of the registered Bonds.

(d) Notwithstanding any other provision of this Resolution and so long as all Outstanding Bonds of any Series are registered in the name of DTC or its registered assigns, the Treasurer shall cooperate with DTC in effecting payment of the principal of, premium, if any, and interest on the registered Bonds by arranging for payment in such manner that funds for such payments are properly identified and are made available on the date they are due all in accordance with the Treasurer's Letter of Representations to DTC.

Section 5.04 Official Statement; Purchase Contract. The Treasurer is authorized to cause the preparation of an official statement or similar offering document for any Bonds (an "Official Statement") in a form as approved by the Treasurer. All other agencies of the State, including those represented on this Committee, are directed to provide information within their knowledge to the Treasurer for inclusion in the Official Statement in such manner that the Official Statement will be accurate and complete. If a negotiated sale of Bonds occurs as permitted by this Resolution, the Underwriters are authorized to distribute the Official Statement (including in preliminary form if so desired by the Underwriters) in the form approved by the Treasurer for purposes of marketing any Bonds. In such case the Treasurer is further authorized to enter into one or more note or bond purchase contracts or dealer agreements relating to the sale of any Bonds.

Section 5.05 Payment Not on a Business Day. If any payment is due on any Bonds on a day other than a Business Day, such payment shall be made on the next succeeding Business Day, and no interest will accrue as a result.

Section 5.06 Additional Actions. The Treasurer is hereby authorized and directed, to do any and all things and to execute and deliver any and all documents which the Treasurer may deem necessary or advisable to consummate the issuance, sale and delivery of the Bonds, including but not limited to tax certificates, tax forms, closing certificates, escrow certificates or escrow agreements, and forward purchase contracts or similar agreement relating to investment of funds in the Refunding Escrow Fund and otherwise to effectuate the purposes of this Resolution.

Section 5.07 Effective Date of Resolution. This Resolution shall take effect immediately upon adoption, and Bonds may be issued hereunder until such time as this Committee revokes the authority to issue Bonds under this Resolution. However, all other provisions in this Resolution relating to the Bonds shall continue in full force and effect until such time as no Bonds are Outstanding.

HIGH-SPEED PASSENGER TRAIN FINANCE COMMITTEE

RESOLUTION X (2013)

(Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century; Proposition 1A)

SECRETARY'S CERTIFICATE

I, Geoff Palmertree, Secretary of the High-Speed Passenger Train Finance Committee (the "Committee"), hereby certify as follows:

The foregoing is a full, true and correct copy of the Committee's Resolution X (the "Resolution"), duly adopted at a meeting of the Committee duly and legally held on March 18, 2013, of which meeting all of the members of the Committee had due notice and at which a majority thereof was present.

At said meeting the Resolution was adopted, and the vote was as follows:

MEMBER	VOTE
Treasurer of the State of California By: <u>Katie Carroll</u>	<u>AYE</u>
Controller of the State of California By: <u>Richard Chivaro</u>	<u>AYE</u>
Director of Finance of the State of California By: <u>Jennifer Rockwell</u>	<u>AYE</u>
Secretary of the Business, Transportation and Housing Agency of the State of California By: <u>Carol Farris</u>	<u>AYE</u>

Chairperson of the High-Speed Rail Authority

By: Matt Robinson

AYE

Dated: March 18, 2013

By: [Signature]
Secretary of the High-Speed Passenger
Train Finance Committee or Authorized
Designee

APPENDIX A
FORM OF BOND

No. R-_____

\$_____

United States of America
State of California
General Obligation Refunding Bond
Series _____

Interest Rate:
Maturity Date:
Issue Dated:
CUSIP:

Registered Owner:

Principal Amount: _____ DOLLARS, allocated to several bond series as identified in Appendix A hereto.

THE STATE OF CALIFORNIA, for value received, promises to pay to the registered owner or registered assigns, on the specified maturity date, the principal amount stated above (subject to the right of redemption hereinafter mentioned). The State of California also promises to pay to the registered owner or registered assigns interest on the unpaid principal amount from the interest payment date preceding the date of registration of this bond (unless this bond is registered as of an interest payment date or issue date, in which event it shall bear interest from that date, or unless this bond is registered prior to _____, in which event it shall bear interest from _____) at the interest rate per annum stated above, payable [semiannually on _____ and _____ in each year] until this bond is paid in full. Interest shall cease to accrue on this bond after the date of maturity unless this bond is presented for payment and remains unpaid after presentation. Principal of and premium, if any, on this bond is payable, on the surrender of this bond, in lawful money of the United States of America at the office of the Treasurer of the State of California (the "Treasurer"), in Sacramento, California, or at such other location as the Treasurer shall specify, or at the office of any successor registrar and paying agent, or at the option of the registered owner, at the office of any authorized agent of the Treasurer. Interest on this bond is payable in like lawful money by check or draft mailed to the person whose name appears on the bond registration books of the Treasurer (or his or her successor as registrar) as the owner as of the Record Date, at the owner's address as it appears on the registration books or at such address as the owner may have filed with the Treasurer for that purpose. "Record Date" has the meaning set forth in the Resolution (defined below).

This bond is part of an authorized issue of bonds of the State of California in the aggregate principal amount of _____ Dollars (\$_____), consisting of the separate bond authorizations and series as identified in Appendix A attached hereto and made a part hereof, all of like tenor and effect (except for variations, if any, as may be

required to designate varying dates, numbers, maturities, interest rates or redemption features). This bond is issued pursuant to California Government Code Section 16720 *et seq.* and the bond acts listed in Appendix A approved by the people of the State of California at elections held from time to time, and in conformity with resolutions of the respective finance committee for each bond act as identified in the Certificate Regarding Resolutions, executed by the Treasurer, with respect to this bond and dated the date hereof (together, the "Resolutions").

Reference is hereby made to each Resolution, to all of the provisions of which any Bondholder by his acceptance hereof hereby assents, for definitions of terms; the description of and the nature and extent of the pledge and covenants securing the Bonds, the conditions upon which the provisions of the Bonds may be amended or supplemented with or without the consent of the Bondholders; the rights and remedies of the Bondholder with respect hereto and thereto, including the limitations therein contained upon the right of a Bondholder to institute any suit, action or proceeding in equity or at law with respect hereto and thereto, and limitations on the ability of a Bondholder to exercise approval or consent rights or take other action; the rights and duties and obligations of the State and the Treasurer hereunder and thereunder; and for the other terms and provisions thereof.

Other General Provisions. The State may modify or amend the Resolutions with respect to any Bonds and may amend the Bonds and the rights and obligations of the Holders of the Bonds and the State at any time by a Supplemental Resolution, without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Resolution, or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Committee may deem necessary or desirable and which shall not adversely affect the interests of the Holders of the Bonds.

The Treasurer may modify or amend any Supplemental Certificate setting forth the terms of the Bonds and may amend any Bonds without notice to or the consent of any Holder, but only to make such provisions for the purpose of (i) curing any ambiguity, curing, correcting or supplementing any defective provision contained in the Supplemental Certificate or (ii) complying with requirements of the Code to satisfy the tax covenants of the Resolution; in each case as the Treasurer may deem necessary or desirable and not inconsistent with the Resolution, and which shall not adversely affect the interests of the Holders of the affected Bonds.

[insert redemption provisions, if applicable]

The Bonds are issuable only as registered bonds in denominations of \$5,000 or any multiple of \$5,000. If any payment on this bond is due on a day other than a Business Day, payment will be made on the next Business Day, and no interest will accrue as a result. This bond is transferable by the registered owner, in person or by the registered owner's attorney authorized in writing, at the principal office of the Treasurer, Sacramento, California, but only in a manner and subject to the limitations provided in the Resolutions, and on surrender and cancellation of this bond. On transfer, a new registered bond or bonds of authorized denomination or denominations for the same aggregate principal amount will be issued to the transferee.

The Treasurer and any authorized agent of the Treasurer shall be entitled to treat the person in whose name any bond is registered as the owner thereof for all purposes, including payment of principal of, premium, if any, and interest on such bond, notwithstanding any notice to the contrary received by the Treasurer; and the Treasurer shall not have responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any Beneficial Owners of the Bonds. The Treasurer shall not have any responsibility or obligation to any such Beneficial Owners or to any other party, including DTC, and the Treasurer may rely conclusively on the Treasurer's records as to the identity of the owners of the Bonds.

It is certified that all conditions, things and acts required to exist, to have happened or to have been performed precedent to and in the issuance of this bond do exist, have happened and have been performed in due time, form and manner as required by law, and that this bond is a valid and binding general obligation of the State of California. The full faith and credit of the State of California are pledged for the punctual payment of the principal of and the interest on this bond as they become due.

This bond shall not be entitled to any benefit under the Resolutions, or become valid or obligatory for any purpose, until the Certificate of Registration is executed and dated by the Registrar.

IN WITNESS WHEREOF, the Treasurer of the State of California has caused the Treasurer's facsimile signature and the facsimile signatures of the Governor and the Controller to be affixed to this bond, and has caused an impress or facsimile of the Great Seal of the State of California to be placed on this bond, all at the City of Sacramento, State of California, this ____ day of _____.

Treasurer of the State
of California

Governor of the State
of California

Controller of the State
of California

(SEAL)

CERTIFICATE OF REGISTRATION

This is one of the Bonds described in the within-mentioned Resolutions which has been registered on _____.

TREASURER OF THE STATE OF
CALIFORNIA, as Registrar

By: _____
Deputy Treasurer

[FORM]

APPENDIX A

To State of California General Obligation Refunding Bond

Dated _____

Cusip: _____

Maturing _____

<u>Bond Number</u>	<u>Resolution Number</u>	<u>Name of Bond Act and Finance Committee</u>	<u>Series</u>	<u>Principal Amount</u>
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APPENDIX B

FORM OF NOTICE OF SALE

\$ _____
STATE OF CALIFORNIA
GENERAL OBLIGATION BONDS

[Pursuant to Section 2.03(c), any Notice of Sale of the Bonds shall be in substantially the following form, with such changes as the Treasurer may approve.]

Bids will be received by the Honorable Bill Lockyer, Treasurer of the State of California ("State Treasurer"), for the purchase of \$ _____ principal amount of State of California General Obligation Bonds dated and scheduled to be delivered _____, ____ ("Bonds"). After the sale, the State Treasurer may elect to adjust the principal amounts and amortization schedule for the Bonds as described under "ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER RECEIPT OF BIDS." Bidding procedures and sale terms are as follows.

The State Treasurer reserves the right, prior to the date of the sale, to modify the Notice of Sale (this Notice of Sale, together with any modifications as amendments is referred to herein as the "Notice of Sale"), including changing the maturity schedule, the redemption provisions or the aggregate principal amount of Bonds offered for sale. Any such modifications will be announced via [wire service] not later than _____, by _____ a.m., California time (provided that any delay in making such amendment shall not affect the validity of the sale of the Bonds). Any such modification will also be posted on the State Treasurer's Internet site at <http://www.treasurer.ca.gov>. Bidders are required to bid upon the Bonds as so modified. The State Treasurer reserves the right to postpone or cancel the sale at any time.

ISSUE: The Bonds are described in the State of California's Preliminary Official Statement dated _____, ____ ("Preliminary Official Statement").

TIME: Bids must be delivered by [9:00 A.M.], California time, on _____, ____.

PLACE: Bids must be delivered to the office of the State Treasurer in Sacramento, California at 915 Capitol Mall.

- Bidders may hand deliver bids to Room _____.
- Instead of hand delivery, bidders may electronically deliver bids as described under "ELECTRONIC BIDS" below.*

* This and other references to electronic bids may be deleted if this form of bidding is not used.

Each bidder (and not the State Treasurer) is responsible for the timely delivery of its bid, whether delivered by hand or electronically. The official time will be determined by the State Treasurer and not by any bidder or Bid Service (defined below).

INTEREST: Bidders must specify the rate or rates of interest which the Bonds will bear, subject to the following limitations. Interest will accrue from the date of delivery. Interest may not exceed eleven percent (11%) per annum, payable on _____ 1 and _____ 1 in each year, commencing _____ 1, _____. Bidders may specify any number of separate rates and the same rate or rates may be repeated as often as desired, but:

[Individual limitations below may be deleted or modified or other limitations added as determined appropriate prior to sale]

- each interest rate specified in any bid must be a multiple of [one-eighth or one-twentieth of one percent ($1/8$ or $1/20$ of 1%)],
- no Bond shall bear more than one rate of interest,
- each Bond shall bear interest from its date to its stated maturity date at the interest rate specified in the bid,
- all Bonds of the same maturity shall bear the same rate of interest,
- the interest rate on any Bond maturing on or after _____ 1 after _____, _____ must be equal to or higher than the interest rate designated for the preceding Bond maturity, and
- all mandatory sinking fund payments shall bear the same rate of interest as the term Bonds to which they relate.

PRINCIPAL: Subject to any adjustments as provided in "ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER THE RECEIPT OF BIDS" herein, the Bonds will mature or be subject to mandatory sinking fund redemption on _____ and on _____ in any of the years from _____ to _____ inclusive, in the amounts set forth in the Bid Form attached hereto. Each bid must specify whether the principal amount of Bonds to be paid on each applicable date will be a payment at maturity of serial Bonds or a mandatory sinking fund payment on term Bonds. The mandatory sinking fund payments for each term Bond must be on consecutive principal payment dates immediately preceding the maturity date of that term Bond, provided that no term Bond maturing after the first optional redemption date of the Bonds may have a sinking fund payment on or prior to the first optional redemption date.

REDEMPTION: [Redemption provisions may be modified as determined appropriate prior to sale] The Bonds maturing on or before _____ 1, _____ are not subject to optional redemption prior to their respective stated maturities. The Bonds maturing on and after _____ 1, _____ are subject to optional redemption prior to their stated maturity dates, in whole or in part, in such order of maturity as may be designated by the State Treasurer and by lot

within any maturity, on any date on or after _____ 1, _____ at a redemption price equal to 100 percent of the principal amount thereof, without premium, plus accrued interest to the date fixed for redemption:

In the event the successful bidder specifies in its bid that any Bonds are to be term Bonds with mandatory sinking fund payments, those Bonds will be subject to redemption prior to maturity, in part, by lot, at 100 percent of the principal amount to be redeemed plus accrued interest to the sinking fund payment date fixed for redemption, without premium, from mandatory sinking fund payments.

SECURITY: The Bonds are general obligations of the State to which the full faith and credit of the State are pledged. The principal of and interest on all State general obligation bonds, including the Bonds, are payable from any moneys in the General Fund of the State, subject only to the prior application of such moneys to the support of the public school system and public institutions of higher education. See the Preliminary Official Statement – “AUTHORIZATION OF AND SECURITY FOR THE BONDS.”

[Subject to modification as appropriate prior to sale] **TAX EXEMPTION:** Bond Counsel to the State will render its opinion that, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the “Code”) and is exempt from State of California personal income taxes. Bond Counsel will each further render their opinion that such interest is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel will observe that such interest is included in adjusted current earnings when calculating federal corporate alternative minimum taxable income. See the Preliminary Official Statement – “TAX MATTERS” and APPENDIX D — “PROPOSED FORMS OF LEGAL OPINIONS.”

LEGAL OPINIONS AND NO LITIGATION CERTIFICATE: The opinions of Bond Counsel and the Attorney General referred to in the Preliminary Official Statement under “LEGAL MATTERS” will be furnished to the successful bidder on the Closing Date. The successful bidder will also receive a customary certificate of the Attorney General that to her knowledge other than as disclosed in the Official Statement there is not now pending (with service of process on the State having been completed) or threatened any litigation (i) seeking to restrain or enjoin the sale, issuance, execution, or delivery of the Bonds, (ii) challenging the validity of the Bonds or any proceeding of the State taken with respect to the foregoing, or (iii) challenging the entitlement to their respective offices of any of the officers who caused the Bonds to be executed and delivered on behalf of the State. For purposes of the above certifications, the term “to her knowledge” does not include the performance of a docket search of federal or state court filings. The term “to her knowledge” does include discussions with senior legal staff and executive staff within the Attorney General’s Office responsible for coordinating and managing judicial and administrative actions for the State. For purposes of the above certifications, no matter will be deemed to be “threatened” litigation because it is the subject of a pending administrative action. Pursuant to Article 4, Chapter 1, Part 1, Division 3 of Title 2 of the Government Code, the Attorney General is not counsel to all state agencies for

litigation matters. Accordingly, there may be litigation matters pending or threatened of which the Attorney General has no actual knowledge.

ADDITIONAL INFORMATION: Prospective bidders should read the entire Preliminary Official Statement, copies of which may be obtained from the State Treasurer at P.O. Box 942809, Sacramento, California 94209-0001 (1-800-900-3873). The Preliminary Official Statement is available on the State Treasurer's Internet site at <http://www.treasurer.ca.gov>.

TERMS OF THE SALE

FORM OF BID: Each bid must be unconditional and in the amount of not less than ___ percent of the principal amount and not more than ___ percent, plus accrued interest to the date of delivery of the Bonds. By submitting a bid, the bidder agrees to all of the terms and conditions of this Notice of Sale, as modified by the State Treasurer pursuant to the second paragraph of this Notice of Sale. Bids are not required to be submitted on the bid form attached to this Notice of Sale. In submitting a bid, each bidder acknowledges that the bid is an offer to purchase all of the Bonds, and if accepted, will become a contract to purchase the Bonds on the terms contained herein. However, each bid must include the information required by that bid form. *All bids shall be deemed to incorporate all of the terms of this Notice of Sale.*

ELECTRONIC BIDS: Solely as an accommodation to bidders, the State Treasurer will receive bids delivered electronically through any of the following service(s) ("Bid Service(s)"):

[List bid service(s) here]

Each bidder submitting an electronic bid agrees by doing so that (i) it is solely responsible for all arrangements with the Bid Service, (ii) the State Treasurer does not endorse or encourage the use of the Bid Service, (iii) the Bid Service is not acting as an agent of the State Treasurer, and (iv) the State Treasurer is not responsible for ensuring or verifying bidder compliance with the Bid Service's procedures. The State Treasurer is not responsible for, and each bidder expressly assumes the risk of and responsibility for, any incomplete, inaccurate or untimely bid submitted by such bidder through any means, including the Bid Service. Instructions for submitting electronic bids must be obtained by each bidder from the Bid Service. The State Treasurer shall be entitled to assume that any bid received via the Bid Service has been made by a duly authorized agent of the bidder. *If any provision of this Notice of Sale conflicts with information provided by a Bid Service, this Notice of Sale shall control.*

THE STATE TREASURER, THE STATE'S FINANCIAL ADVISOR AND BOND COUNSEL ASSUME NO RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED ELECTRONICALLY, OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED AT THE OFFICIAL TIME FOR RECEIPT OF BIDS. THE STATE TREASURER SHALL NOT BE REQUIRED TO ACCEPT THE TIME KEPT BY THE BID SERVICE AS THE OFFICIAL TIME. THE STATE TREASURER ASSUMES NO RESPONSIBILITY FOR INFORMING ANY BIDDER PRIOR TO THE DEADLINE FOR RECEIVING BIDS THAT ITS BID IS INCOMPLETE OR NOT RECEIVED.

MULTIPLE BIDS: In the event multiple bids are received from a single bidder by any means or combination thereof, the State Treasurer shall be entitled to accept the bid with the lowest TIC, calculated in accordance with the Notice of Sale, as determined by the State Treasurer, from among all such bids, and each bidder agrees by submitting any bid to be bound by such lowest bid unless unambiguously withdrawn prior to the deadline for receiving bids. See "BASIS OF THE AWARD."

GOOD FAITH DEPOSIT: Each bidder is required to provide to the State Treasurer, not less than one hour prior to the time the bids are required to be submitted, a good faith deposit of \$ _____. The required deposit may be a surety bond or a cashier's check payable to the State Treasurer or a wire transfer of Federal Funds.

Surety Bonds. If a surety bond is used, it must be issued by an insurance company rated in one of the top two rating categories of a nationally recognized rating agency, without regard to any modification of the rating, and licensed to issue such a bond in the State. Surety bonds must be submitted to the State Treasurer prior to the submission of the bid. A surety bond must identify each bidder whose good faith deposit is covered by the surety bond. Each bidder is responsible for any premiums, charges or fees incurred in connection with a surety bond. Surety bonds must be submitted to the State Treasurer at 915 Capitol Mall, Room 261, Sacramento, California 95814, attn: _____. If the Bonds are awarded to a bidder using a surety bond as the good faith deposit, the successful bidder is required to replace the surety bond with a cashier's check or a wire transfer of Federal Funds not later than 3:30 p.m. (California time) on the next business day following the award. Immediately following the award, please contact _____ at the State Treasurer's office at (916) _____ for wire instructions. If the replacement check or wire transfer is not received by that time, the surety bond may be drawn by the State Treasurer to satisfy the good faith deposit requirement.

Checks. If a cashier's check is used, it must be submitted to the State Treasurer prior to the submission of the bid. Cashier's checks must be payable to the Treasurer of the State of California and must be drawn on a bank having a demand account relationship with the State Treasurer's Office. All checks of unsuccessful bidders will be returned promptly.

Wire Transfers. If a wire transfer will be used, please contact _____ at the State Treasurer's office at (916) _____ for wire instructions not later than 12:00 p.m. (California time) two business days prior to the time of bid submission. Bidders submitting good faith deposits by wire transfer must provide to _____ at the State Treasurer's Office written wire instructions for return of an unsuccessful bidder's good faith deposit at the time the wire transfer is made. Good faith deposit amounts of unsuccessful bidders received by wire transfer will be refunded pursuant to the written transfer instructions provided by the applicable unsuccessful bidder. The State Treasurer will use reasonable efforts to return the funds promptly.

The deposit of the successful bidder will, upon the acceptance of its bid, become the property of the State and will be credited to the purchase price of the Bonds at the time of delivery of the Bonds. If the purchase price is not paid in full when due, the defaulting bidder shall have no right to the Bonds and its deposit shall be retained by the State Treasurer as and for full liquidated damages for such default and shall constitute a full release and discharge of all

claims and rights of the State against such defaulting bidder and a waiver of any right the State may have to additional damages for any such default. By submitting a bid each bidder waives any right to claim that actual damages resulting from any such default are less than the deposit, and agrees that the amount of the deposit is a reasonable estimate of damages that the State may suffer in the event of such a default.

No interest will be paid by the State on any good faith deposit.

BASIS OF THE AWARD: The Bonds will be awarded to the bidder whose bid will result in the lowest true interest cost ("TIC") to the State. The TIC will be the nominal interest rate which, when compounded semiannually and used to discount the debt service payments on all of the Bonds to the scheduled delivery date of the Bonds, results in an amount equal to the purchase price bid for all of the Bonds. For the purpose of calculating the TIC, the principal amount of Bonds designated by the bidder for mandatory sinking fund redemption as part of a term Bond, if any, shall be treated as a serial maturity in each year. In the event that two or more bidders offer bids at the same lowest TIC for the Bonds, the State Treasurer will determine by lot which bidder will be awarded the Bonds. The cost of preparing the Bonds will be borne by the State.

PROMPT AWARD: The State Treasurer will take action awarding the Bonds or rejecting all bids for the Bonds not later than 24 hours after the time specified for the receipt of the bids, unless such time is waived by the successful bidder. Notice of award (acceptance of a specific bid) will be given promptly by telephone by the State Treasurer to the successful bidder. Upon notice of award, the State will accept the bid to purchase all the Bonds on the terms contained herein. Bid evaluations or rankings by any Bid Service are not binding on the State Treasurer. FAILURE OF ANY INSURANCE PROVIDER TO ISSUE ITS POLICY SHALL NOT BE GROUNDS FOR THE SUCCESSFUL BIDDER TO FAIL OR REFUSE TO ACCEPT DELIVERY OF, OR PAY FOR, ALL OF THE BONDS.

[**INSURANCE:** If the successful bidder arranges municipal bond insurance for any Bonds, it does so at its own risk and expense and the obligation of the successful bidder to pay for the Bonds may not be conditioned upon the issuance of a municipal bond insurance policy. The State will not enter into any additional agreements with any bond insurer. Bond Counsel will charge the successful bidder a fee of \$3,000 for providing a legal opinion addressed to any bond insurer.]

EXPENSES OF SUCCESSFUL BIDDER: CUSIP Service Bureau charges, California Debt and Investment Advisory Commission fees (California Government Code Section 8856), DTC charges and all other expenses of the successful bidder will be the responsibility of the successful bidder.

RIGHT OF WAIVER OR REJECTION: The State Treasurer may waive any irregularity or informality in any bid, reject any bid not conforming to this Notice of Sale or reject all bids.

ADJUSTMENT OF PRINCIPAL AMOUNTS AND AMORTIZATION SCHEDULE AFTER RECEIPT OF BIDS: The principal amount of the Bonds to be set forth

in the Bid Form will reflect estimates of the State Treasurer as to the likely interest rates of the winning bid and the premium or discount contained in the winning bid. After selecting the winning bid, the amortization schedule for the Bonds may be adjusted in \$5,000 increments, if the State Treasurer elects to do so, to reflect the interest rates and any premium or discount specified in the winning bid to properly fund the refunding escrow and to accommodate certain other requirements or preferences of the State. Such adjustments will not change the aggregate principal amount of Bonds to be issued from the amount set forth in the Bid Form by more than ____* percent or change the principal payments due in any year by more than the greater of \$_____* or ____* percent. This, however, may result in the removal of certain maturities. The dollar amount bid for the Bonds by the winning bidder will be adjusted to reflect any such adjustments in the amortization schedule. Any such adjustments will change the total (but not the per Bond) dollar amount of underwriter's discount and original issue discount or premium, if any, provided in such bid. Any such adjustment will be communicated to the winning bidder within 24 hours after the opening of the bids. Any such adjustments will not affect the determination of the winning bidder or give the winning bidder any right to reject the Bonds.

CERTIFICATE CONCERNING REOFFERING PRICES: The successful bidder must submit information to the State Treasurer, together with a signed copy of its bid, **not later than 30 minutes after receiving notification of the award of the Bonds**, specifying for each maturity of the Bonds the initial bona fide reoffering price to the public of each maturity of the Bonds, as of the date of the award of the Bonds.

The successful bidder also must submit to the State Treasurer a certificate (the "Reoffering Price Certificate"), satisfactory to Bond Counsel, prior to the delivery of the Bonds and taking into account any post bid adjustment of the principal amount of any of the maturities of the Bonds, which states with respect to each maturity of the Bonds that such successful bidder either (i) has purchased the applicable maturity of the Bonds for its own account and not with a view to distribution or resale and not in the capacity of a bond house, broker or other intermediary and the price at which such purchase was made, or (ii) has made a bona fide public offering to the public of the Bonds, in which case the certificate shall be in substantially in the form attached. In making such representations, the successful bidder must reflect the anticipated existence, if any, of a "derivative product" (e.g., a tender option) offered or to be offered by the bidder or its affiliate in connection with the initial sale of any of the Bonds. The successful bidder shall also, if asked by Bond Counsel, clarify any discrepancies between the Reoffering Price Certificate and publicly available information relating to trades of the Bonds and explain the failure to sell at least 10% of each maturity to the public at the prices indicated on the date of the award.

[SALES OUTSIDE OF THE UNITED STATES: The successful bidder must undertake responsibility for compliance with any laws or regulations of any foreign jurisdiction in connection with any sale of Bonds to persons outside the United States. The successful bidder must notify the State Treasurer's Office if any Bonds are sold outside the United States, and must sign a certificate at closing verifying that it has complied with all applicable laws or regulations governing the sale of the Bonds, and indemnifying the State against any liability which may arise from sale of any of the Bonds, to persons outside the United States.]

PURCHASER'S CERTIFICATE CONCERNING OFFICIAL STATEMENT: As a condition of delivery of the Bonds, the successful bidder will be required to execute and deliver to the State, prior to the Closing Date, a certificate to the following effect:

(i) The successful bidder, as the initial purchaser of the Bonds (the "Purchaser"), has provided to the State the initial reoffering prices or yields on the Bonds as printed in the Official Statement, and the Purchaser has made a bona fide offering of the Bonds to the public at the prices and yields so shown.

(ii) The Purchaser has not undertaken any responsibility for the contents of the Official Statement. The Purchaser, in accordance with and as part of its responsibilities under Federal securities laws, has reviewed the information in the Official Statement and has not notified the State of the need to modify or supplement the Official Statement.

CERTIFICATE CONCERNING IRAN CONTRACTING ACT: The State Treasurer may request from the successful bidder, and upon such request, the successful bidder must submit a certificate, prior to the delivery of the bonds, which states that the successful bidder is not on the current list of persons engaged in investment activities in Iran created by the State Department of General Services and is not a financial institution extending twenty million dollars (\$20,000,000) or more in credit to another person/vendor, for 45 days or more, if that other person/vendor will use the credit to provide goods or services in the energy sector in Iran and is identified on the current list of persons engaged in investment activities in Iran created by the State Department of General Services.

PARTICIPATION GOALS: Firms owned by disabled veterans are encouraged to respond to this invitation for bid. The State Treasurer has adopted regulations and participation goals for professional bond services firms owned by disabled veterans. These participation goals are set forth in Article 3 of Subchapter 4 of Chapter 4, Division 2 of Title 2 of the California Code of Regulations in Section 1899.522. As a result of a court decision issued in 2001, the State Treasurer can no longer impose participation goals for minority and women business enterprises. However, the State Treasurer continues to collect and report data regarding minority and women business enterprise participation.

By submitting a bid, each bidder certifies to all of the following on behalf of itself and its syndicate or selling group:

- Bidder is aware of the State Treasurer's regulations and participation goals for disabled veteran business enterprises offering professional bond services.
- Bidder is aware that existing law requires the bidder to demonstrate a good faith effort (as defined in Section 1899.501 of Article 1 of Subchapter 4 of Chapter 4, Division 2 of Title 2 of the California Code of Regulations) toward the State Treasurer's participation goals for disabled veteran-owned firms.
- Bidder is aware and acknowledges that if the State Treasurer concludes prior to award that the bidder has not demonstrated a good faith effort, the State Treasurer is

authorized under existing laws to award the contract to the next lowest responsive and responsible bidder.

After completion of the transaction, successful bidders will be required to submit reports to the State Treasurer concerning disabled veteran business enterprise outreach efforts and professional bond service participation in transactions related to the offer and sale of the Bonds. The State Treasurer's annual goal for disabled veteran business enterprises' participation on competitive contracts for professional bond services is 3 percent. Successful bidders will also be required to submit reports on professional bond service participation by minority and women business enterprises as well as all other businesses. The reports on minority and women business enterprises will be maintained solely for informational and data collection purposes.

DELIVERY AND PAYMENT: The Bonds will be made available to the successful bidder for inspection at the office of the State Treasurer at least two Business Days prior to the date fixed for delivery of the Bonds (the "Closing Date"). The Closing Date is expected to be _____, _____. Payment for the Bonds must be made simultaneously with such settlement on the Closing Date and must be in funds immediately available in Sacramento, California, in the form of a cashier's check payable to the order of the State Treasurer of the State of California and drawn on a bank having a demand account relationship with the State Treasurer's Office or a wire transfer of federal funds to the State Treasurer. The successful bidder has the right, at its option, to cancel its obligation to purchase the Bonds if the State fails to tender the Bonds as described above for a Closing Date within 60 days from the award to the successful bidder; in that event the successful bidder will be entitled to the return (without payment of interest) of its good faith deposit.

PRELIMINARY OFFICIAL STATEMENT/OFFICIAL STATEMENT: Based on certificates of the Offices of the State Treasurer, the State Controller and the Director of the Department of Finance, and in reliance on a litigation certificate and letter provided by the Office of the Attorney General, the State deems the Preliminary Official Statement for purposes of subsection (b)(1) of Securities and Exchange Commission Rule 15c2-12 (the "SEC Rule"), to be final as of its date, except for information permitted by the SEC Rule to be omitted from the Preliminary Official Statement. The Preliminary Official Statement shall be subject to amendment or modification as deemed necessary by the State Treasurer.

Within seven business days after the award of the Bonds and at least one business day prior to the delivery of the Bonds, the State will furnish to the successful bidder only an electronic copy of the final Official Statement, including any supplements prepared by the State, in a portable document format (PDF) configured to allow the Official Statement to be saved, viewed, printed and retransmitted by electronic means. Physical copies of the final Official Statement may be requested by the successful bidder from [Printer] at its own expense.

The State will deliver, on the Closing Date, a certificate executed by the State Treasurer to the effect that, to the best of the State Treasurer's knowledge, information and belief, as of the Closing Date, the information and statements contained or referenced in the final Official Statement (excluding any information relating to The Depository Trust Company, New York, New York), as supplemented by any supplement delivered on or prior to the Closing Date, relating to the State and the Bonds is complete, true and correct in all material respects, and does

not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. In making this statement, the State Treasurer will rely in substantial part on certain certifications by officials of the State Controller and the Director of the Department of Finance and upon a letter of the Attorney General.

The State undertakes that for a period up to the earlier of (a) 25 days following the "end of the underwriting period" (as defined in the SEC Rule) or (b) the date when all of the Bonds have been sold by the successful bidder, it will (i) apprise the successful bidder of all material events, if any, occurring with respect to the State and the Bonds after the Closing Date, and (ii) if requested by the successful bidder, prepare a supplement to the final Official Statement in respect of any material event with respect to the State and the Bonds. The State will presume that the end of the underwriting period will occur on the Closing Date and all of the Bonds have been sold by the successful bidder as of the Closing Date unless notified otherwise in writing by the successful bidder on or prior to the Closing Date.

After the earlier of twenty-five (25) days from the "end of the underwriting period" or the date when all of the Bonds have been sold by the successful bidder, the State will no longer be obligated to amend or supplement the Official Statement. In addition, if the State elects to supplement the Official Statement, the costs and expenses, including legal fees and expenses, associated with providing any such supplement in respect of any material event with respect to the State and the Bonds occurring after the "end of the underwriting period" will be borne by the successful bidder.

By making a bid for the Bonds, the successful bidder agrees to:

- provide to the State Treasurer, in writing, within 24 hours of the acceptance of the bid, pricing and other related information necessary for completion of the final Official Statement,
- disseminate to all members of the underwriting syndicate copies of the Official Statement, including any supplements prepared by the State,
- promptly notify the State as soon as all of the Bonds have been sold by the successful bidder if any Bonds are unsold on the Closing Date;
- promptly file a copy of the final Official Statement, including any supplements prepared by the State, with the MSRB's Electronic Municipal Market Access website, and
- take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to ultimate purchasers.

CONTINUING DISCLOSURE: In order to assist the successful bidder in complying with the SEC Rule, the State Treasurer, on behalf of the State, will undertake, pursuant to a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate"), to provide certain annual financial information and notices of the occurrence of certain enumerated events. A form of the Continuing Disclosure Certificate is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement. The State Treasurer, on behalf of the State, will deliver the Continuing Disclosure Certificate on the Closing Date. During the past five years, the State has not failed to materially comply with any continuing disclosure obligations relating to any bonds for which the State was an "obligated person" within the meaning of the SEC Rule, except as described in the Preliminary Official Statement. See the Preliminary Official Statement – "INTRODUCTION – Continuing Disclosure."

Dated: _____

Sacramento, California

BILL LOCKYER
Treasurer of the State of California

BID FORM

**BID FOR THE PURCHASE OF
STATE OF CALIFORNIA
GENERAL OBLIGATION BONDS**

The Honorable Bill Lockyer

Treasurer of the State of California

We offer to purchase the \$_____ aggregate principal amount of State of California General Obligation Bonds, dated _____, _____, (the "Bonds") for a purchase price of 100 percent of the principal amount of the Bonds, plus a premium of \$_____, together with accrued interest from _____ 1, _____ to the date of delivery, with the following terms:

<u>Maturity Date</u> (_____)	<u>Maturing Principal</u> <u>Amount**</u>	<u>Interest</u> <u>Rate</u>	<u>Serial</u> <u>Maturity*</u>	or	<u>Sinking Fund</u> <u>Installment*</u>	<u>Maturity Date</u> <u>of Term Bond*</u>
_____	\$ _____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
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_____	_____	_____ %	_____		_____	_____
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_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____
_____	_____	_____ %	_____		_____	_____

* Each bidder must specify whether the principal amount of Bonds on the particular date will be a serial maturity or a mandatory sinking fund installment. The bidder must also specify the maturity date of any term bond(s). In the case of electronic bids, the interest rate specified for a term bond shall be deemed to apply to each sinking fund installment of such term bond.

** Principal amounts must be adjusted and inserted by the bidder based upon the designated maturity schedule announced via the Bond Buyer Wire.

Account Manager

By: _____

Contact: _____

Telephone No. _____ Fax No. _____

APPENDIX C
REFUNDING POLICIES

July 7, 2002

State Treasurer's Office

**Policies Regarding Issuance of Refunding Bonds
General Obligation Bonds**

The guidelines for determining whether or not to issue refunding bonds for General Obligation bonds are set forth below. These guidelines set forth the policy that has been used by the State Treasurer's Office since the early 1990s.

In determining whether to issue refunding bonds for debt service savings, the State Treasurer's Office prepares an analysis of the total debt service savings based on the following:

- The debt service savings from each maturity to be refunded is analyzed on an individual basis;
- The present value discount rate is the uninsured rate for State General Obligation bonds with a comparable maturity date;
- The refunding is expected to generate positive net present value savings, net of the costs of issuing the refunding bonds, equal to at least 3.0% of the par amount of bonds refunded.
- A lower level of present value savings may be accepted in situations where the time remaining between the call date and maturity date is less than three years due to the limited time available to generate 3.0% net present value savings. These situations represent "use it or lose it" opportunities where the State might forego savings if it did not proceed with the refunding.

Bond maturities that meet the above criteria are eligible to be included in a refunding of General Obligation bonds.

Any proposed revisions to this policy will be brought before the applicable finance committees prior to implementation.

DECLARATION OF SERVICE BY E-MAIL and OVERNIGHT COURIER

Case Name: **HIGH-SPEED RAIL AUTHORITY, et al. v. ALL PERSONS INTERESTED**
No.:

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar, at which member's direction this service is made. I am 18 years of age or older and not a party to this matter; my business address is: 1300 I Street, Suite 125, P.O. Box 944255, Sacramento, CA 94244-2550. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for overnight mail with the **Golden State Overnight courier service**. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the overnight courier that same day in the ordinary course of business.

On March 19, 2013, I served the attached

COMPLAINT FOR VALIDATION (Code Civ. Proc., § 860 et seq.);

[PROPOSED] ORDER FOR PUBLICATION OF SUMMONS (SUMMONS attached);

**EX PARTE APPLICATION FOR ORDER APPROVING FORM OF AND
PUBLICATION OF SUMMONS; MEMORANDUM OF POINTS AND AUTHORITIES;
DECLARATION OF STEPHANIE F. ZOOK; and**

NOTICE OF RELATED CASE

by transmitting a true copy via electronic mail. In addition, I placed a true copy thereof enclosed in a sealed envelope, in the internal mail system of the Office of the Attorney General, for overnight delivery, addressed as follows:

Michael J. Brady
1001 Marshall Street, Suite 500
Redwood City, CA 94063
E-Mail Address: mbrady@rmkb.com

Stuart M. Flashman
Law Offices of Stuart M. Flashman
5626 Ocean View Drive
Oakland, CA 94618-1533
E-Mail Address: stu@stuflash.com

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on March 19, 2013, at Sacramento, California.

Brenda Apodaca
Declarant

Brenda Apodaca
Signature