

MINUTES AND RESOLUTION DESIGNATING BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS

The Board of Education of Independent School District Number 76 of Canadian County, State of Oklahoma, met in Special Session at the Calumet School Conference Room (Room #130), Calumet School Conference Center, Calumet Public Schools, Main and Freehome, Calumet, Oklahoma, in said School District on the 15th day of March, 2024, at 1:00 o'clock p.m.

PRESENT: JESSICA WINEGEART, Vice President; JIMMY PERCIVAL, Clerk and Member; RACHAEL CHAMBLESS, Member

ABSENT: TED NITZEL, President; CHARLES F. HAAG, Member

Notice of this special meeting was given in writing to the County Clerk of Canadian County, Oklahoma at 10:51 o'clock a.m. on the 21st day of February, 2024, forty-eight (48) hours or more prior to this meeting, and public notice of this meeting, setting forth the date, time, place and agenda was posted on the north door of the Calumet School Conference Center, Elementary Building, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 11:00 o'clock a.m. on the 14th day of March, 2024, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays, and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto).

(OTHER PROCEEDINGS)

WINEGEART introduced a Resolution which was read in full by the Clerk and upon motion by **PERCIVAL**, seconded by **CHAMBLESS**, was adopted by the following vote:

AYE: WINEGEART, PERCIVAL, HAAG

NAY: None

Said Resolution was thereupon signed by the President of the Board of Education, attested by the Clerk of said Board, sealed with the seal of said School District, and is as follows:

RESOLUTION

WHEREAS, the issuance of \$2,630,000 of General Obligation Building Bonds of 2024 (the "Bonds") by Independent School District Number 76 of Canadian County, Oklahoma (the "School District"), has been duly authorized at an election held for that purpose; and

WHEREAS, the Board of Education of the School District has heretofore determined to issue at this time the Bonds authorized as aforesaid; and

WHEREAS, **First Bankers' Banc Securities, Inc., St. Louis, Missouri, in association with Community National Bank of Okarche, Okarche, Oklahoma**, (the "Purchaser"), has agreed to purchase the Bonds to be issued by the School District, at a net interest cost of **\$243,827.30** and at an average interest rate of **3.708400%**; and

WHEREAS, as a material consideration for the purchase of such Bonds by such Purchaser as aforesaid, the Board of Education of the School District has determined and agreed to adopt this Resolution and covenants and agrees to be bound by the terms and provisions hereof.

Now, therefore, be it resolved by the Board of Education of Independent School District Number 76 of Canadian County, Oklahoma:

Section 1. The Board of Education of the School District reasonably anticipates that the aggregate amount of "qualified tax-exempt obligations" [as defined in Section 265 (b)(3)(B) of the Internal Revenue Code of 1986 (the "Code")], which will be issued by the Board of Education of the School District and all subordinate entities thereof during calendar year 2024 does not exceed \$10,000,000.00, and hereby covenants and agrees, as a material inducement and consideration to the purchase of its Bonds by the Purchaser, that neither it nor any subordinate entity thereof will, during calendar year 2024, issue "qualified tax-exempt obligations" [as defined in Section 265(b)(3)(B) of the Code], in an aggregate amount exceeding \$10,000,000.00.

Section 2. It is the purpose and intent of this Resolution that the Bonds shall constitute and are hereby designated as "qualified tax-exempt obligations" as defined in Section 265(b)(3)(B) of the Code, in order that the Purchaser of the Bonds may avail itself of the exception contained in said Section 265(b)(3)(B) of the Code with respect to interest incurred to carry tax-exempt bonds.

Section 3. The Board of Education of the School District hereby covenants and agrees that it will not designate as "qualified tax-exempt obligations" more than \$10,000,000.00 in aggregate amount of obligations issued by the Board of Education of the School District or any subordinate entity thereof during calendar year 2024.

Section 4. The Board of Education of the School District determines and intends that the Bonds shall also qualify for the exception for small governmental units contained in Section 148(f)(4)(C) of the Code. The School District covenants that it is a governmental unit with general taxing powers; that the Bonds are not private activity bonds as defined in Section 141 of the Code; that ninety-five percent (95%) or more of the net proceeds (i.e., the face amount of the Bonds, plus accrued interest and premium, if any, less original issue discount) of the Bonds are to be used for local government activities of the School District (or of a governmental unit the jurisdiction of which is entirely within the jurisdiction of the School District), and that the aggregate face amount of all tax-exempt obligations (other than private activity bonds as defined in Section 141 of the Code) issued by the School District, including all subordinate entities of the School District, during the calendar year 2024 will not exceed the lesser of (1) \$15,000,000.00, or (2) \$5,000,000.00 plus the lesser of \$10,000,000.00 or so much of the aggregate face amount of the Bonds as is attributable to financing construction of public school facilities within the meaning of Section 148(f)(4)(c)(iv) of the Code.

Section 5. The form of No-Arbitrage Certificate presented to this meeting be, and the same hereby is, approved and the President or Vice President of the Board of Education of the School District be, and he hereby is authorized, directed and empowered to execute and deliver, in the name and on behalf of the School District, the No-Arbitrage Certificate in said form and containing substantially the terms and provisions therein contained, with such additions or modifications as shall be approved by the officer executing the No-Arbitrage Certificate, the execution thereof by such officer being conclusive evidence of such approval.

Section 6. The Board of Education of the School District hereby covenants and agrees with the Purchaser of the Bonds to take such further actions and execute such documents and instruments as may be necessary or proper to carry out the intent of this Resolution and the officers of the Board of Education are hereby authorized, empowered and directed to take such actions and execute such documents as may be necessary or proper from time to time.

Section 7. The School District hereby covenants and agrees that it will, not later than ten months following the end of the fiscal year (as of the date of this Resolution, June 30 is the end of the fiscal year), or later as such information becomes publicly available, and each fiscal year thereafter, submit to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) system financial and operating information for the School District. The School District hereby covenants and agrees that it will also provide notice of events specified in paragraph (b)(5)(i)(C) of Rule 15c2-12 promulgated by the Securities and Exchange Commission within 10 business days of the occurrence of the applicable event. The specific nature of the financial information and operating data to be provided and the events for which notice must be provided is described in the Continuing Disclosure Certificate.

Section 8. The signatures of the officers of the School District appearing on the No-Arbitrage Certificate and other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of the changes, if any, in the form thereof and of their authority to execute and deliver such agreements and documents on behalf of the School District.

ADOPTED this 15th day of March, 2024.

Board of Education of Independent School District
Number 76 of Canadian County, Oklahoma

By: J. Winegart
Vice President, Board of Education

ATTEST:

Jennifer
Clerk, Board of Education

