

MINUTES OF THE SPECIAL MEETING OF THE ST. BERNARD-ELMWOOD PLACE
BOARD OF EDUCATION ON DECEMBER 5, 2016

The St. Bernard-Elmwood Place Board of Education met in special session on December 5, 2016, at 5:15 p.m. in the Board of Education Office, 105 Washington Avenue, St. Bernard, Ohio 45217. The meeting was called to order by President Linda Radtke and opened with the Pledge to the Flag.

Roll Call

Present: Linda Radtke, Dr. Jason McMullan, Micki Spears, Tinette Underwood,
and Joe Wheeler

Also present: Dr. Mimi Webb, Superintendent and Emily Hauser, Treasurer

Visitors (who signed in): None

16-168 Resolution Authorizing the Issuance of Classroom Facilities Unlimited Tax General obligation Bond Anticipation Notes in an Aggregate Principal Amount not to Exceed \$8,880,000 in one or More Series of Notes, Authorizing the Execution of One or More Note Purchase Agreements Appropriate for the Sale of the Notes, Authorizing the Execution of One or More Paying Agent Agreements, and Authorizing the Execution of A Certificate of Award Containing the Final Terms of the Notes and Related Matters

Mrs. Spears made a motion, seconded by Mr. Wheeler, to approve the following resolution:

WHEREAS, pursuant to a resolution heretofore duly adopted by this Board of Education (the "Board of Education"), an election was held on November 8, 2016 upon the question of (a) issuing bonds (or notes in anticipation thereof) in an aggregate principal amount not to exceed \$8,880,000 for the purpose of paying the local share of school construction under the State of Ohio Classroom Facilities Assistance Program (the "Program") and the cost of other improvements to school facilities, together with, as applicable, new construction, improvements, renovations, and other additions to school facilities, as well as equipment, furnishings, site improvements, and all necessary appurtenances therefor, including, without limitation, technology, safety and security improvements, capitalized interest, and a portion of the cost of a natatorium (collectively, the "Project") and (b) levying a tax outside of the ten-mill limitation to pay the principal of and interest on such bonds (or notes in anticipation thereof), of which election due notice was given according to law and at which election at least a majority of the electors voting on said proposition voted in favor thereof; and

WHEREAS, the fiscal officer of the School District (as defined herein) has heretofore certified to this Board of Education the estimated life or period of usefulness of the permanent improvements hereinafter described to be at least five (5) years and has further certified the weighted average maximum maturity of said bonds as thirty-seven (37) years and the maximum maturity of notes issued in anticipation of bonds is twenty (20) years; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the St. Bernard-Elmwood Place City School District (the "School District"), County of Hamilton, Ohio:

Section 1: That it is necessary to issue bonds of this Board of Education in an aggregate principal amount not to exceed \$8,880,000, in one or more series, to pay the local share of school construction under the State of Ohio Classroom Facilities Assistance Program together with other permissible costs under Chapter 133 of the Ohio Revised Code. The bonds shall be issued for the purpose aforesaid under the general laws of the State of Ohio, particularly Chapters 133 and 3318 of the Ohio Revised Code.

Section 2: That bonds of this Board of Education shall be issued in an aggregate principal amount not to exceed \$8,880,000 for the acquisition, construction, and equipping of the Project under authority of the general laws of the State of Ohio, particularly the Uniform Public Securities Law of the Ohio Revised Code. Said bonds shall be dated approximately June 1, 2017, shall bear interest at a rate now estimated at six per centum (6%) per annum, and shall mature in substantially equal semiannual or annual installments over a period not exceeding thirty-seven (37) years after their issuance.

Section 3: That notes of this Board of Education shall be issued in anticipation of the issuance of said bonds, in one or more series in different calendar years and in an aggregate principal amount not to exceed \$8,880,000 (the "Notes"), which does not exceed the amount of the bonds to be issued for the purpose aforesaid, under authority of the general laws of the State of Ohio, particularly the Uniform Public Securities Law of the Ohio Revised Code. The Notes shall be dated the date of issuance, shall bear interest at a rate of interest not to exceed six percent (6.00%) per annum as determined by the Treasurer of the Board of Education (the "Treasurer") after negotiation (as evidenced by a Certificate of Award, as defined herein), payable at maturity, and shall mature not later than one year after the date of issuance, as specified in the Certificate of Award. The Notes shall be of such number as may be requested by the purchaser thereof, provided that the Notes shall be issued in minimum denominations equal to or greater than \$100,000, unless this denomination is otherwise modified in the Certificate of Award. The Notes may be subject to optional redemption (if any) as provided for in the Certificate of Award.

The Treasurer is hereby authorized to execute a Certificate of Award (the "Certificate of Award") providing for the final terms of the Notes, including the purchase price of the Notes, and other terms of the award and sale of the Notes, including (without limitation) principal amounts and payment dates, interest amounts and payment dates, redemption terms, the paying agent, and other matters referenced in Section 133.22 of the Ohio Revised Code and the other matters referred to in this resolution, and such other matters as the Treasurer determines are consistent with this resolution, including modifications to this resolution, if necessary or appropriate, provided, however, that any such modifications must be in the best interests of the School District and consistent with the purpose of this resolution. That, unless otherwise modified, the matters contained in the Certificate of Award are consistent with this resolution shall be conclusively evidenced by the execution of the Certificate of Award by the Treasurer. The Certificate of Award shall be incorporated into this resolution upon its execution and shall be made a part hereof. The Treasurer or the Treasurer's designee is directed to make the necessary arrangements, on behalf of the School District, to establish the conditions, date, location, procedure and terms of the sale, award, delivery and closing of the Notes with the Underwriter, and further, to take all steps necessary to effect due authentication, delivery and perfection of the security of the Notes under the terms hereof. In addition, this Board of

Education authorizes the Treasurer to execute one or more Certificates of Award in connection with each and every series of Notes issued pursuant to the terms of this resolution without further action from this Board of Education. Further, the Treasurer is hereby authorized to negotiate and enter into an agreement (or agreements) for the services of a paying agent in connection with one or more series of Notes.

The Treasurer is hereby authorized, if the Treasurer determines that it would be in the best interest of this Board of Education, to issue the Notes on a “book entry only” basis and to execute and deliver a letter of representation to the Depository Trust Company on behalf of this Board of Education in connection therewith.

Section 4: That the Notes shall specify on their faces the purpose for which they are issued and that they are issued in pursuance of this resolution and under authority of the general laws of the State of Ohio, particularly the Uniform Public Securities Law of the Ohio Revised Code. The Notes shall be signed by the President and Treasurer of this Board of Education, shall be designated “Classroom Facilities Unlimited Tax General Obligation Bond Anticipation Notes, Series 2016/2017,” as appropriate, and may have further alpha or numeric distinctions to the extent that more than one series of Notes are issued, and shall be payable at such bank, financial institution, or trust company as designated by the Treasurer in the Certificate of Award.

Section 5: That the Notes shall be sold to William Blair & Company, L.L.C., Cincinnati, Ohio (the “Underwriter”) at a purchase price of not less than 97% of the principal amount thereof, plus premium, if any, and accrued interest from the sale date of the Notes to the date of delivery of and payment for the Notes. The Treasurer is hereby authorized to execute one or more contracts of purchase or note purchase agreements with the Underwriter upon such terms as shall be consistent with this resolution and acceptable to the School District. In addition, to the extent it becomes necessary to sell the Notes, the Treasurer is also authorized to work with William Blair & Company, L.L.C., Cincinnati, Ohio, in the capacity of placement agent rather than underwriter of the Notes. The proceeds from the sale of the Notes, except the premium and accrued interest, shall be used for the purpose aforesaid and for no other purpose and shall be deposited in the project construction fund, which is hereby established, in accordance with the requirements of the Program, or otherwise used to provide for the acquisition, construction, and equipping of the Project; and any premium or accrued interest shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Notes in the manner provided by law.

Section 6: That the Notes shall be the full general obligations of this Board of Education, and the full faith, credit and revenue of this Board of Education are hereby irrevocably pledged for the prompt payment of the principal and interest at maturity. The par or discounted value to be received from the sale of the bonds anticipated by the Notes and any excess funds resulting from the issuance of the Notes, shall, to the extent necessary, be used only for the retirement of the Notes at maturity, together with interest thereon, and are hereby pledged for such purpose.

Section 7: That for the purposes of providing the necessary funds to pay the interest on and to retire the Notes promptly when and as the same fall due, during the year or years while the Notes run, there shall be levied on all taxable property in the School District in addition to all other taxes, a direct tax annually, not less than that which would have been levied if bonds had

been issued without the prior issue of the Notes, outside of the limitations of Section 2 of Article XII of the Constitution of Ohio, which tax shall be in an amount sufficient to provide funds to pay interest upon the Notes as and when the same becomes due and also to provide a fund for the discharge of the principal of the Notes at maturity or mandatory sinking fund redemption, which tax shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Constitution of Ohio, provided that, in each year moneys from revenues or moneys from other sources are available for the payment of debt service on the Notes and are appropriated for such purpose, such tax need not be levied to the extent that revenues or moneys from other sources are available and appropriated.

That said tax shall be and is hereby ordered computed, certified, levied, and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended, and collected. Said tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from said tax levies hereby required shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the interest on and principal of the Notes, or the bonds in anticipation of which the Notes are issued, when and as the same fall due.

Section 8: That this Board of Education, for and on behalf of the School District, hereby covenants that it will restrict the use of the proceeds of the Notes hereby authorized in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or “arbitrage bonds” under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations prescribed thereunder. The Treasurer, or any other officer having responsibility with respect to the issuance of the Notes, is authorized and directed to give an appropriate certificate on behalf of the School District, on the date of delivery of the Notes, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

This Board of Education hereby delegates to the Treasurer, pursuant to the terms of the Certificate of Award, the responsibility for designating Notes, issued in one or more series, as “qualified tax-exempt obligations” for the purposes set forth in Section 265(b)(3) of the Code. Notes that are issued in more than one series may be separately designated as “qualified tax-exempt obligations” and/or “non-qualified tax-exempt obligations,” depending on when such Notes are expected to be issued and the reasonable expectations of the Board of Education in any given calendar year, all as provided for in one or more Certificates of Award.

Section 9: That it is hereby determined that all acts, conditions, and things necessary to be done precedent to and in the issuance of the Notes in order to make the same legal, valid, and binding general obligations of this Board of Education, have been done, have happened and have been performed in regular and due form as required by law, and that the said issue of the Notes and the tax for the payment of the principal and interest as the same fall due and are payable do not exceed any limitations in indebtedness or taxation as fixed by law.

Section 10: That the Treasurer is hereby authorized to apply, if the Treasurer deems it appropriate, for a rating or ratings on the Notes from such rating agency or agencies as the Treasurer deems appropriate, or for municipal bond insurance or state credit enhancement from such municipal bond insurance company or from the State of Ohio Credit Enhancement Program administered by the Ohio Department of Education, all as the Treasurer deems appropriate. The Treasurer is further authorized to pay the fee for any rating and the premium for any municipal bond insurance or credit enhancement program to the extent negotiated by the Treasurer and not otherwise prohibited by law.

Section 11: That the President of this Board of Education (or a lawful designee), or in the absence of the President of this Board of Education, the Vice President of this Board of Education (or a lawful designee), as well as the Treasurer (or a lawful designee), and the superintendent of the School District, independently or in any combination (collectively, the "Authorized Officers"), to the extent authorized by law and/or this resolution, are hereby authorized to execute and deliver the necessary closing certificates, documents, and agreement in order to effectuate the issuance and delivery of one or more series of Notes in order to provide financing for the Project in a timely manner, all as reviewed and approved by bond counsel.

Section 12: That this Board of Education may, but shall not be required to, provide for the preparation and dissemination of a preliminary official statement and a final official statement to be executed by one or more Authorized Officers, prepared in connection with the issuance of one or more series of Notes, with such modifications thereto as may be required by the Underwriter or the purchaser and approved by bond counsel.

Section 13: That this Board of Education authorizes the preparation and adoption of post-issuance compliance policies and procedures to be incorporated as part of the tax documentation in connection with one or more series of Notes in compliance with Internal Revenue Service regulations.

Section 14: For purposes of complying with Section 1.150-2(e) of the Code, this Board of Education hereby declares that it reasonably expects that proceeds from the Notes will be utilized to provide reimbursement for expenditures relating to the Project located at or near 105 Washington Avenue, St. Bernard, Ohio 45217. Proceeds of the Notes will be used to finance a maximum principal amount of \$8,880,000 of the Project, a portion of which total Project costs is reasonably expected to be reimbursed from the proceeds of the Notes.

Section 15: That Peck, Shaffer & Williams, a Division of Dinsmore & Shohl LLP, is hereby approved to serve as bond counsel in connection with the issuance and delivery of the Notes.

Section 16: That the Treasurer be and is hereby directed to forward a certified copy of this resolution to the county auditor, as required by law.

Section 17: That it is found and determined that all formal actions of this Board of Education concerning and relating to the adoption of this resolution were adopted in an open meeting of this Board of Education, and that all deliberations of this Board of Education and of any of its

