

RESOLUTION OF THE BOARD OF EDUCATION OF OLDHAM COUNTY, KENTUCKY, INITIATING THE REFINANCING PROCESS IN ORDER TO REFUND AND RETIRE ALL OF THE OUTSTANDING PRIOR BONDS ORIGINALLY ISSUED TO FINANCE THE PRIOR PROJECT; AUTHORIZING AND APPROVING THE EXECUTION OF AN ADJUSTED PARTICIPATION AGREEMENT WITH THE SCHOOL FACILITIES CONSTRUCTION COMMISSION; AUTHORIZING AND APPROVING THE EXECUTION OF A LEASE AGREEMENT WITH THE OLDHAM COUNTY SCHOOL DISTRICT FINANCE CORPORATION AND ANY FURTHER NECESSARY INSTRUMENTS; AND APPROVING THE PLAN OF REFINANCING SAID PROJECT GENERALLY; APPROVING CERTAIN ARCHITECTS' PLANS FOR THE CONSTRUCTION OF A CERTAIN 2024 SCHOOL BUILDING PROJECT; AND APPROVING THE PLAN OF FINANCING THE COST OF SAID 2024 PROJECT.

**EXCERPT FROM MINUTES OF A REGULAR MEETING OF THE BOARD OF
EDUCATION OF OLDHAM COUNTY, KENTUCKY**

At a regular meeting of the Board of Education of Oldham County, Kentucky, held on May 20, 2024, at 5:00 P.M., E.D.S.T., at the regular meeting place of the Board in Buckner, Kentucky, there were present the following:

Suzanne Hundley, Chairperson
Larry Dodson
Joe Dennis
Carly Clem
Allison Sheffer

There were also present: Dr. Jason Radford, Superintendent and Secretary and a representative of Robert W. Baird & Co., Inc., Louisville, Kentucky.

There was absent:

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Thereupon, there were presented to the Board certain instruments in connection with the plan of financing (i) renovations to Oldham County Preschool and soccer field improvements at North Oldham High School and Oldham County High School (collectively, the "2024 Project"); and (ii) currently refunding the outstanding principal amount of Oldham County School District Finance Corporation School Building Revenue Bonds, Series of 2013, dated August 1, 2013 (the "Prior Bonds") the proceeds of which were used for renovations to the Oldham County Middle School (the "Prior Project" and together with the 2024 Project, collectively, the "Project"). After said instruments had been fully considered a motion was made and seconded that the following Resolution be adopted:

RESOLUTION OF THE BOARD OF EDUCATION OF OLDHAM COUNTY, KENTUCKY, INITIATING THE REFINANCING PROCESS IN ORDER TO REFUND AND RETIRE ALL OF THE OUTSTANDING PRIOR BONDS ORIGINALLY ISSUED TO FINANCE THE PRIOR PROJECT; AUTHORIZING AND APPROVING THE EXECUTION OF AN ADJUSTED PARTICIPATION AGREEMENT WITH THE SCHOOL FACILITIES CONSTRUCTION COMMISSION; AUTHORIZING AND APPROVING THE EXECUTION OF A LEASE AGREEMENT WITH THE OLDHAM COUNTY SCHOOL DISTRICT FINANCE CORPORATION AND ANY FURTHER NECESSARY INSTRUMENTS; AND APPROVING THE PLAN OF REFINANCING SAID PROJECT GENERALLY; APPROVING CERTAIN ARCHITECTS' PLANS FOR THE CONSTRUCTION OF A CERTAIN 2024 SCHOOL BUILDING PROJECT; AND APPROVING THE PLAN OF FINANCING THE COST OF SAID 2024 PROJECT.

WHEREAS, the Board of Education (hereinafter referred to as the "Board") in carrying out the duties and authority vested in it determined that it was necessary to finance certain school facilities in the District through the issuance of the Prior Bonds, and

WHEREAS, the financing program represented by the Prior Bonds was implemented through the Oldham County School District Finance Corporation (the "Corporation"). The Prior Bonds were issued in the name of the Corporation and the Prior Project leased to the Board under an agreement styled Lease Agreement, dated as of August 1, 2013 (the "Prior Lease") at sufficient rentals to amortize the Prior Bonds as the same became due, and

WHEREAS, the School Facilities Construction Commission of the Commonwealth of Kentucky (the "Commission") pursuant to the KRS 157.611 through 157.640 and the Regulations and Resolutions of the Commission has determined that the Board is a school district which continues to be eligible for participation by the Commission, and

WHEREAS, the Board also desires to provide funds for the construction of the 2024 Project, and

WHEREAS, the present conditions of the municipal bond market are more favorable at the present time than on the date on which the Prior Bonds were sold, making it possible for the Board to realize a substantial savings in interest costs by retiring or refinancing all of the debt represented by the Prior Bonds maturing August 1, 2024 and thereafter (the "Refunded Bonds") and provide funds for the construction of the 2024 Project through the issuance of approximately \$24,435,000 of Oldham County School District Finance Corporation School Building Refunding and Improvement Revenue Bonds, Series of 2024, dated their date of issuance; and

WHEREAS, the Commission will by Resolution and the execution of an Adjusted Agreed Participation Agreement authorize the Board to proceed with the issuance of the Bonds through the Board of Directors of the Corporation pursuant to the provisions of KRS 162.120 through 162.300 and 162.385 (the "School Bond Act"), and

WHEREAS, the Commission will authorize the execution of an Adjusted Participation Agreement with the Board whereunder the Commission will agree to continue to pay an annual Adjusted Agreed Participation equal to approximately 5% of the debt service requirements for the Bonds through August 1, 2033 in order to retire the Bonds as its Adjusted Agreed Participation, and

WHEREAS, it is desired by the Board that the Corporation authorize, issue and sell said Bonds for the purpose of obtaining sufficient funds to provide for the retirement of all Refunded Bonds in order that the Board and Commission may realize substantial savings in interest costs by obtaining the benefit of lower interest rates now prevalent in the municipal bond market, and to provide funds for construction of the 2024 Project, and

WHEREAS, the Corporation has acknowledged its willingness to cooperate with the Board and to authorize the Bonds in accordance with the provisions of the School Bond Act, and

WHEREAS, upon the deposit of sufficient funds to provide for the orderly retirement of the Refunded Bonds at or prior to their stated maturities in a special escrow account, the rights of the Registered Owners of the Refunded Bonds in and to the school property originally financed therefrom and in and to the income and revenues derived therefrom by the Corporation under the Prior Lease will be terminated; and

WHEREAS, it is necessary that the Board enter into a Lease Agreement with the Corporation in substitution of the Prior Lease in order to provide for the orderly payment of the Bonds and the rights and security interests of the Registered Owners of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF OLDHAM COUNTY, KENTUCKY AS FOLLOWS:

RESOLVED, that the incorporation of a non-stock, non-profit corporation pursuant to KRS 162.385 of the School Bond Act and Chapter 273 and KRS 58.180 to act as an agency and instrumentality of this Board in financing school building improvements for the Board is hereby authorized, ratified and approved; the Board of Directors of the Corporation, to be known as the "Oldham County School District Finance Corporation", shall be the same persons who are at any time the members of the Board of Education of Oldham County, Kentucky.

RESOLVED, that the Chairperson and Secretary are hereby authorized and instructed to execute an Adjusted Participation Agreement with the Commission in order to implement the Commission's assistance to the Board in the payment of the principal and interest requirements of the Refunding Bonds.

RESOLVED FURTHER, that the Chairperson and Secretary are hereby authorized and instructed to execute a Deed to and a Lease Agreement with the Corporation with respect to said Project property, which Deed and Lease Agreement ("Lease") shall be prepared by Bond Counsel and shall contain a description of said property.

RESOLVED FURTHER, that upon the effective date of the Lease, which effective date is to be the date on which the Bonds are issued and delivered and a portion the proceeds thereof deposited in a special escrow account to be used exclusively for the retirement of the Refunded Bonds, the Prior Lease shall terminate as to the Refunded Bonds only and all of the rights of the Registered Owners of the Refunded Bonds in and to the subject Prior Project shall likewise terminate and thereafter neither the statutory mortgage lien nor the pledge of the revenues from the rental of such school property under the Prior Lease shall constitute security and source of payment for the Refunded Bonds and the Registered Owners of such Refunded Bonds shall be paid from and secured by the deposits and investments in the Prior Bond Fund or Escrow Fund exclusively. The remaining proceeds of the Bonds shall be deposited to a construction fund and applied to the construction of the 2024 Project.

RESOLVED FURTHER, that the Chairperson and Secretary are hereby authorized and instructed to execute all further instruments necessary and desirable in carrying out the plan of financing encompassed in the issuance of said Bonds; including, but not being limited to the execution of an Appointment Agreement with the Bond Registrar/Paying Agent regarding the administration of the registration and payment of said Bonds and a Continuing Disclosure Agreement with the Corporation in order to comply with SEC Rule 15c2-12.

RESOLVED FURTHER, that the public sale of said Bonds is hereby authorized, approved, ratified and confirmed, in accordance with the terms of a Bond Resolution to be adopted by the Board of Directors of the Corporation, the form of which has been reviewed by the Board and is hereby approved.

RESOLVED FURTHER, that the Secretary of the Board of Education is hereby authorized and instructed to file a certified copy of this Resolution with the Secretary of the Corporation, with the request that it be brought to the attention of its Board of Directors, and same shall constitute a request and notice on behalf of the Board that the Corporation, acting by and through its Board of Directors, take all action necessary and appropriate (1) for the authorization and sale of said Bonds; (2) that the proceeds of the sale of said Bonds be set apart and held separate from all other funds of the Corporation for the purpose of currently refunding the Refunded Bonds and constructing the 2024 Project and expenses; and (3) for executing on behalf of said Corporation the proposed Lease Agreement.

RESOLVED FURTHER, that pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") the Board, by the adoption of this Resolution, hereby acknowledges that it cannot designate the Bonds as "qualified tax-exempt obligations" within the meaning of the Code and certifies that it reasonably anticipates that the total principal amount of qualified tax-exempt obligations which will be issued by the Board (or the Corporation acting on its behalf) during the calendar year ending December 31, 2024 will exceed \$10,000,000.

RESOLVED FURTHER, that pursuant to the amendments to the Code, the Board, by the adoption of this Resolution, certifies that it does not reasonably anticipate that less than 95% of the proceeds of the Bonds will be used for "local government activities" of the Board but that the aggregate face amount of all tax-exempt bonds issued by the Board (or the Corporation acting on its behalf) during the calendar year ending December 31, 2024 will exceed \$10,000,000.

RESOLVED FURTHER, that the exception for governmental units contained in Section 148(f)(4)(D) of the Code, is not available with regard to the Bonds as the principal amount of tax-exempt obligations to be issued by the Corporation on behalf of the Board will exceed the aggregate sum of \$15,000,000 for the calendar year ending December 31, 2024 and said Bonds shall therefore not be exempt from the rebate requirements of the Code unless the spend-down provisions set forth in Section 19 of the Corporation's Bond Resolution are met.

RESOLVED FURTHER, that the Contract of Robert W. Baird & Co., Inc., Louisville, Kentucky, for its services as Municipal Advisor is hereby authorized, ratified and approved and the Chairperson and Secretary are hereby authorized to execute said Contract on behalf of the Board. In accordance with Municipal Securities Rulemaking Board Rule G-23 as amended November 28, 2011, said Municipal Advisor shall not provide any underwriting services. Compensation of said Municipal Advisor will be in accordance with the fee schedule approved the Kentucky Department of Education.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized to execute an engagement letter with Steptoe & Johnson PLLC, to serve as Bond Counsel to the Corporation in connection with the issuance of the Bonds.

RESOLVED FURTHER, that Robert W. Baird & Co., Inc., Louisville, Kentucky, Municipal Advisor for the Board of Education and the Corporation, is hereby directed to prepare an Official Statement on behalf of and in conjunction with the Board of Education and the Board of Directors of the Corporation in regard to the issuance of the Bonds containing all pertinent information with regard thereto to be supplied prospective bidders for said Bonds.

RESOLVED FURTHER, that in accordance with the "Disclosure Rules" of the Securities and Exchange Commission, Rule 15c2-12(b)(5) (the "Rule"), as a result of the aggregate amount of Bonds to be issued by the Corporation being more than \$1,000,000 Bond Counsel has advised the Board and the Corporation that they are subject to the application of the Rule and that they must enter into a Continuing Disclosure Undertaking Agreement. The Board hereby approves such agreement and authorizes its execution in order to comply with the Rule.

Upon a vote being taken on the motion to adopt the above Resolution, the result was as follows:

<u>Yeas</u>	<u>Nays</u>
Suzanne Hundley, Chairperson	None
Larry Dodson	
Joe Dennis	
Carly Clem	
Allison Sheffer	

Thereupon, the Chairperson declared that the motion had carried and that the Resolution had been adopted.

Passed and approved May 20, 2024.

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Thereupon, a motion was made, seconded and unanimously carried that the meeting be adjourned.

CERTIFICATE

The undersigned hereby certifies that, as the duly elected and acting Secretary of the Board of Education of Oldham County, Kentucky, the foregoing is a true copy of the minutes of a regular meeting of said Board held on May 20, 2024 in Buckner, Kentucky, insofar as said minutes pertained to the matters hereinbefore set forth. It is further certified that the foregoing minutes were read and approved at said meeting, and were promptly recorded and are open to public inspection at all reasonable time.

Witness my hand as Secretary of the Board of Education as of May 20, 2024.

Secretary, Board of Education