

**MINUTES AND RESOLUTION
AUTHORIZING ISSUANCE OF BONDS**

Pursuant to notice given under the Open Meeting Act, the Board of Education of Independent School District No. 22 of Canadian County, State of Oklahoma, met in **Special Session** at the Conference Room, Piedmont Learning Center And Administration Office, Piedmont Public Schools, 615 Edmond Road Nw, Piedmont, Oklahoma in said School District on the 11th day of May, 2023, at 12:00 O'clock P.M.

PRESENT: **LAYNE JONES**, President and Member
 GREG DUFFY, Vice President and Member
 STEVEN COX, Clerk and Member
 KATIE CORNMAN, Member

ABSENT: **DEREK JONES**, Member

Notice of this **special meeting** was given in writing to the County Clerk of Canadian County, Oklahoma at 10:12 o'clock a.m. on the 17th day of April, 2023, 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 at front entrance to the Piedmont Public School Administration Office, Piedmont, Oklahoma, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 12:00 o'clock p.m. on the 10th day of May, 2023, 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).

Notice of said meeting and agenda have also been posted on the School District's website in accordance with Title 74, Oklahoma Statutes, Section 3106.2.

(OTHER PROCEEDINGS)

Thereupon **L. JONES** introduced a Resolution, by reading the Title, and upon motion by **CORNMAN** seconded by **COX** said Resolution was adopted by the following vote:

Aye: **L. JONES, DUFFY, COX, CORNMAN**

Nay: None

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

RESOLUTION

A RESOLUTION PROVIDING FOR THE ISSUANCE OF TAXABLE
COMBINED PURPOSE BUILDING BONDS IN THE SUM OF NINE

MILLION FOUR HUNDRED SIXTY THOUSAND DOLLARS (\$9,460,000) BY INDEPENDENT SCHOOL DISTRICT NUMBER 22 OF CANADIAN COUNTY, OKLAHOMA, AUTHORIZED AT AN ELECTION DULY CALLED AND HELD FOR SUCH PURPOSE; PRESCRIBING FORM OF BONDS; PROVIDING FOR REGISTRATION THEREOF; PROVIDING LEVY OF AN ANNUAL TAX FOR THE PAYMENT OF PRINCIPAL AND INTEREST ON THE SAME; AND FIXING OTHER DETAILS OF THE ISSUE.

WHEREAS, on the 23rd day of August, 2016, pursuant to notice duly given, an election was held in Independent School District Number 22 of Canadian County, Oklahoma, for the purpose of submitting to the registered qualified electors of such District the question of the issuance of the Bonds for said District in the sum of \$70,690,000 to provide funds for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment and acquiring and improving school sites; and

WHEREAS, as shown by the Official Certificate of Votes by the County Election Board of Canadian County, Oklahoma, at said election there were cast by the registered qualified electors of said School District 1,806 votes, which 1,337 were in favor of and 469 were against the issuance of said Bonds; and

WHEREAS, a lawful majority of the registered qualified electors voting on said Proposition cast their ballots in favor of the issuance of said Bonds, as certified by the County Election Board of Canadian County, Oklahoma on the August 26, 2016, the issuance thereof has been duly authorized; and

WHEREAS, the Board of Education of Independent School District No. 22 of Canadian County, Oklahoma, having determined at the time that the election was called to authorize the \$70,690,000 Building Bonds would be issued in separate series, the first series in the amount of \$3,435,000 Building Bonds, dated July 1, 2019; the second series in the amount of \$5,245,000 Building Bonds, dated June 1, 2020; the next series in the amount of \$6,610,000 Building Bonds, dated July 1, 2021; the next series in the amount of \$6,800,000 Building Bonds, dated July 1, 2022; and the next series in the amount of \$7,005,000 Building Bonds to be issued immediately; and

WHEREAS, on the 11th day of February, 2020, pursuant to notice duly given, an election was held in Independent School District Number 22 of Canadian County, Oklahoma, for the purpose of submitting to the registered qualified electors of such District the question of the issuance of the Bonds for said District in the sum of \$35,735,000 to provide funds for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment and acquiring and improving school sites; and

WHEREAS, as shown by the Official Certificate of Votes by the County Election Board of Canadian County, Oklahoma, at said election there were cast by the registered qualified electors of said School District 1,541 votes, which 945 were in favor of and 596

were against the issuance of said Bonds; and

WHEREAS, a lawful majority of the registered qualified electors voting on said Proposition cast their ballots in favor of the issuance of said Bonds, as certified by the County Election Board of Canadian County, Oklahoma on the February 14, 2020, the issuance thereof has been duly authorized; and

WHEREAS, the Board of Education of Independent School District No. 22 of Canadian County, Oklahoma, having determined at the time that the election was called to authorize the \$35,735,000 Building Bonds would be issued in separate series, the first series in the amount of \$3,265,000 Building Bonds, dated June 1, 2020; the next series in the amount of \$1,945,000 Building Bonds, dated July 1, 2021; the next series in the amount of \$2,220,000 Building Bonds, dated July 1, 2022; and the next series in the amount of \$2,455,000 Building Bonds to be issued immediately; and

WHEREAS, the Board of Education of Independent School District No. 22 of Canadian County, Oklahoma has determined to combine the two issues of bonds for the purposes of their sale and issuance, pursuant to Title 62, Oklahoma Statutes 2021, Section 354, and

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF INDEPENDENT SCHOOL DISTRICT NUMBER 22 OF CANADIAN COUNTY, OKLAHOMA:

SECTION 1: That there are hereby ordered and directed to be issued the bonds of said School District in accordance with the forms hereinafter set out in the aggregate amount of Nine Million Four Hundred Sixty Thousand Dollars (\$9,460,000), which said Bonds shall be designated "Taxable Combined Purpose Building Bonds of 2023", shall be dated July 1, 2023, and become due and payable and bear interest from their date until paid as follows:

\$9,460,000	maturing on	July 1, 2025	at	5.20	%
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Payable on the 1st day of July, 2025. The Bonds are issuable as registered Bonds in denominations of \$5,000 or any multiple thereof.

SECTION 2: That each of said Bonds and the endorsements and certificates thereon shall be in substantially the following form:

UNITED STATES OF AMERICA

No. _____ STATE OF OKLAHOMA \$ _____

Independent School District Number 22 of Canadian County, Oklahoma
Taxable Combined Purpose Building Bond of 2023.

_____ % Due _____.

KNOW ALL PEOPLE BY THESE PRESENTS: That Independent School District Number 22 of Canadian County, Oklahoma, a body corporate, hereby acknowledges itself indebted to and for value received, promises to pay the principal amount set forth above to the person named below: CEDE and Co. or registered assigns (hereinafter called the "Registered Holder"), for the bond number(s) set forth above, together with interest thereon at the rate specified hereon, from the date hereof until paid, payable on the 1st day of July, 2025.

The principal of and interest on this Bond are payable in lawful money of the United States of America which, at the time of payment, shall be legal tender for the payment of public and private debts. Payments of interest hereon shall be paid by check of UMB Bank, n.a., Oklahoma City, Oklahoma (herein called the "Registrar/Paying Agent") payable to the order of the Registered Holder and mailed to the address shown in the Registration Record on or before the date on which each such payment is due. Payment of principal of this Bond shall be payable only upon surrender of this Bond to the Registrar/Paying Agent.

THE FULL FAITH, CREDIT AND RESOURCES of said District are hereby irrevocably pledged to the payment of this Bond.

THIS BOND is one of an issue of like date and tenor, except as to date of maturity, rate of interest, denomination, totaling the principal sum of Nine Million Four Hundred Sixty Thousand Dollars (\$9,460,000), \$7,005,000 of the voted and approved \$70,690,000 Building Bonds is issued for the purpose of constructing, equipping, repairing, and remodeling school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites, and \$2,455,000 of the voted and approved \$35,735,000 Building Bonds is issued for the purpose of constructing, repairing, remodeling and equipping school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites, and under Section 26, Article X of the Oklahoma Constitution and Title 70, Chapter XV, Oklahoma Statutes, and other statutes of the State supplementary and amendatory thereto and have been combined for the purpose of their sale and issuance pursuant to Title 62, Oklahoma Statutes 2021, section 354. Each of the aforementioned sums has been placed in a separate, special fund to be used only in the respective amounts and for the respective purposes as provided in the separate propositions and for no other purposes.

No person shall be entitled to any right or benefit provided in this Bond unless the name of such person is registered by the Registrar/Paying Agent of the School District on the Registration Record. This Bond shall be transferrable only upon delivery of this Bond to the Registrar/Paying Agent, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar/Paying Agent, duly executed by the Registered Holder hereof or his attorney duly authorized in writing, and such transfer is registered on the Registration Record. The Registrar/Paying Agent shall not be required to make such transfer after the fifteenth (15th) day preceding any interest payment date

until after said latter date. The name of the Registered Holder endorsed hereon shall be deemed the correct name of the owner of this Bond for all purposes whatsoever. The Registrar/Paying Agent will keep the Registration Record open for registration of ownership of registered Bonds during its business hours. In the event of a change of Registrar/Paying Agent for any reason notice thereof shall be mailed, by registered or certified United States Mail, postage prepaid, to the Registered Holder at the address shown in the Registration Record, and such notice shall be effective on the date of mailing and sufficient as to all persons.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required to be done, precedent to and in the issuance of this Bond have been properly done, happened and been performed in regular and due form and time as required by law, and that the total indebtedness of said School District including this Bond and the series of which it forms a part does not exceed any constitutional or statutory limitation, and that due provision has been made for the collection of an annual tax sufficient to pay the interest on this Bond as it falls due, and also to constitute a sinking fund for the payment of the principal hereof at maturity.

IN WITNESS WHEREOF, said School District has caused this Bond to be signed by the manual or facsimile signature of the President of the Board of Education, attested by the manual or facsimile signature of the Clerk and sealed with a manual or facsimile seal of the School District this 1st day of July, 2023.

(SEAL)

President, Board of Education

ATTEST:

Clerk, Board of Education

AUTHENTICATION CERTIFICATE

This Bond is one of the Bonds of the issue described in the Transcript of Proceedings prepared for this Bond issue and is one of the Taxable Combined Purpose Building Bonds of the Independent School District No. 22 of Canadian County, Oklahoma.

Date of Registration
and Authentication

UMB Bank, n.a., Oklahoma City, Oklahoma

By: _____
Authorized Officer

STATE OF OKLAHOMA

COUNTIES OF CANADIAN, KINGFISHER, and OKLAHOMA

)
) ss
)

We, the undersigned, District Attorneys and County Clerks, respectively, of said Counties, in said State, in which the within named District is situated, hereby certify that the within Bond is one of a series of Bonds issued by the within named District pursuant to law, and that the entire issue of said Bonds is within the debt limit imposed upon said District by the Constitution and laws of the State of Oklahoma.

WITNESS our respective official hands and the seals of said this 1st day of July, 2023.

District Attorney, District Number 4

County Clerk, Canadian County

County Clerk, Kingfisher County

District Attorney, District Number 7

County Clerk, Oklahoma County

FORM OF ASSIGNMENT NO. 1

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and does hereby irrevocably constitute and appoint _____ attorney to transfer such Bond on the books kept for registration and transfer of the within Bond with full power of substitution in the premises.

Dated: _____, 20____.

Signature guaranteed by:

In the presence of:

FORM OF ASSIGNMENT NO. 2

<u>REGISTERED</u>	<u>DATE OF</u>	<u>SIGNATURE</u>	<u>OFFICIAL</u>	<u>SIGNATURE OF</u>
<u>HOLDER</u>	<u>ASSIGNEE</u>	<u>ASSIGNMENT</u>	<u>GUARANTEED BY</u>	<u>AUTHORIZED</u>
				<u>OF</u>
				<u>REGISTRAR</u>

[illegible]

WITNESS my hand the date above written.

STATE OF OKLAHOMA
OFFICE OF THE ATTORNEY GENERAL
BOND DEPARTMENT
2023.

I HEREBY CERTIFY that I have examined a certified copy of the record of proceedings taken preliminary to and in the issuance of the within Bond; that such proceedings and such Bond show lawful authority for the issue and are in accordance with the forms and method of procedure prescribed and provided by me for the issuance of bonds of like kind and that said Bond is a valid and binding obligation according to its tenor and terms, and, under the provisions of 62 Oklahoma Statutes, Sections 11, 13 and 14, as amended, requiring the certificate of the Bond Commissioner of the State of Oklahoma thereon, is incontestable in any court in the State of Oklahoma unless suit thereon shall be brought in a court having jurisdiction of the same within thirty days from the date of this approval

of said Bond appearing in the caption hereto.

Attorney General, *Ex Officio* Bond Commissioner
of the State of Oklahoma

SECTION 3. That each of said Bonds shall be signed by the manual or facsimile signature of the President of the Board of Education, have the corporate seal of said School District affixed thereto in manual or facsimile form, and be attested by the manual or facsimile signature of the Clerk of the Board of Education; that said officers are hereby authorized and directed to cause said Bonds to be prepared and to execute the same for and on behalf of said Board; have the same registered by the Treasurer of said School District, endorsed by the District Attorneys and County Clerk and presented to the Attorney General, *Ex Officio* Bond Commissioner, together with a certified transcript of all proceedings had in connection with their issuance, for his approval and endorsement; that thereafter said Bonds shall be delivered to the purchasers, upon payment of the purchase price thereof, which shall not be less than par and accrued interest. The proceeds derived from the sale of said Bonds shall be placed in a special fund and used solely for the purpose of providing funds for the purposes set out in the Bond in Section 2 hereof. The School District certifies and covenants that none of the proceeds of the Bonds described herein will be used to pay interest on any lease, lease-purchase contract, lease purchase installments or other obligations, nor will Bond proceeds be used in violation of applicable provisions of the Oklahoma Constitution and laws.

SECTION 4. Whenever any registered Bond or Bonds shall be exchanged for another registered Bond or Bonds of different denomination, the Registrar/Paying Agent shall cancel the Bond or Bonds surrendered in such exchange on the face thereof and on the Registration Record. If the supply of registered Bonds for making exchanges shall have been exhausted, the Registrar/Paying Agent shall cause additional registered Bonds to be prepared, at the expense of the School District. The School District covenants that upon request of the Registrar/Paying Agent its appropriate officers promptly will execute such additional registered Bonds on behalf of the School District.

SECTION 5. The Registrar/Paying Agent for all registered Bonds issued pursuant to this Resolution shall maintain a Registration Record for the purpose of registering the name and address of the Registered Holder of each registered Bond. The Registrar/Paying Agent will keep the Registration Record open for registrations during its business hours. In the event of a change of Registrar/Paying Agent, notice thereof shall be mailed, registered or certified United States Mail, postage prepaid, to the Registered Holder of each registered Bond. The name and address of the Registered Holder as the same appears on the Registration Record shall be conclusive evidence to all persons and for all purposes whatsoever and no person other than the Registered Holder shown on the Registration Record shall be entitled to any right or benefit in relation to the Bond so registered; provided, that the foregoing shall not apply to any successor by operation of law of such Registered Holder. Registered Bonds shall be transferrable only upon

delivery of such Bonds to the Registrar/Paying Agent, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar/Paying Agent, executed by the Registered Holder thereof or his attorney duly authorized in writing, and such transfer registered on the Registration Record. If the Form of Assignment of such Bonds is exhausted such Registered Bonds delivered to the Registrar/Paying Agent for registration of transfer shall be canceled by the Registrar/Paying Agent on the face thereof and the registrar/Paying Agent shall authenticate and deliver to the transferee Bonds in aggregate principal amount equal to the unpaid principal of the surrendered Bonds in new registered Bonds, in denominations of \$5,000.00 or any multiple thereof except one Bond may be in an amount so as to complete the issue. The Registrar/Paying Agent shall not be obligated to make such transfer after the fifteenth (15th) day preceding any interest payment date until after said latter date.

SECTION 6. There is hereby created and established a system of registration for uncertificated registered public obligations with respect to the Bonds as provided in the Registered Public Obligations Act of Oklahoma, Title 62 Oklahoma Statutes, Section 582(13)(b), whereby books shall be maintained on behalf of the School District by the Depository Trust Company, New York, New York, for the purpose of registration of transfer of the uncertificated registered public obligations with respect to the Bonds, which specify the persons entitled to the Bonds and the rights evidenced thereby shall be registered upon such books, and the President and Clerk (or in their absence or incapacity, the Vice-President and Deputy Clerk, respectively) are hereby authorized and directed to execute such documents and instruments as may be required to implement the foregoing system of registration.

SECTION 7. The School District hereby covenants and agrees that it will provide (a) upon request, to any person, financial information or operating data for the School District which shall include that financial information and operating data customarily prepared by the School District and which is publicly available, and (b) in a timely manner, to the Municipal Securities Rulemaking Board and to the appropriate State information depository if any, notice of events specified in paragraph (b)(5)(i)(C) of Rule 15c2-12 promulgated by the Securities and Exchange Commission, with respect to the Bonds.

SECTION 8. That beginning in the year 2024-2025 a continuing tax sufficient to pay the interest on said Bonds when due and for the purpose of providing a sinking fund with which to pay the principal of said Bonds when due shall be and is hereby ordered levied upon all taxable property of said School District in addition to all other taxes, said sinking fund to be designated "Taxable Combined Purpose Building Bonds of 2023 Sinking Fund." Said tax shall be and is hereby ordered certified, levied and extended upon the tax rolls and collected by the same officers in the same manner and at the same time as the taxes for general purposes in each of said years are certified, levied, extended and collected; that all funds derived from said tax shall be placed in said sinking fund, which, together with all interest collected on same shall be irrevocably pledged to the payment of the interest on and principal of said Bonds when and as the same fall due.

ADOPTED AND APPROVED THIS 11TH DAY OF MAY, 2023.

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President, Board of Education

ATTEST:

✓ 

Clerk, Board of Education

✓(SEAL)

