

NOTICE*

Notice is hereby given that the Board of Directors of the Greater Jasper School Building Corporation (the "Building Corporation") shall convene on March 31, 2025 at 6:30 p.m. at the Community Room, Jasper High School, 1600 St. Charles Street, Jasper, Indiana for the purpose of accepting the resignation of one or more Directors, appointment of one or more new Directors, electing officers, considering the proposed Trust Indenture and the issuance of bonds by the Building Corporation, and for any other business which may properly come before this meeting.

Greater Jasper School Building Corporation

*Please note that the Open Meeting
Law must be followed (IC 5-14-1.5)
by the Building Corporation.*

****For convenience, this Notice is provided for posting under the Open Door Law.***

**WAIVER OF NOTICE OF MEETING
OF DIRECTORS OF
GREATER JASPER SCHOOL BUILDING CORPORATION**

We, the undersigned, being the directors of Greater Jasper School Building Corporation (the "Building Corporation"), do hereby call a meeting of the Board of Directors (the "Board" or "Directors") of said Building Corporation to be held on March 31, 2025, at the hour of ____:_____.m. (Local Time), at the Community Room, Jasper High School, 1600 St. Charles Street, Jasper, Indiana, for the purpose of accepting the resignation of one or more Directors, appointment of one or more new Directors, electing officers, considering the proposed Trust Indenture and the issuance of bonds by the Building Corporation, and any other business which may properly come before the meeting.

We hereby waive any and all other notice of said meeting.

Dated this _____ day of March, 2025.

**MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS OF
GREATER JASPER SCHOOL BUILDING CORPORATION**

A meeting of the Board of Directors (the "Board" or "Directors") of the Greater Jasper School Building Corporation (the "Building Corporation") was held at the Community Room, Jasper High School, 1600 St. Charles Street, Jasper, Indiana, on the March 31, 2025 at 7:00 p.m. (Local Time), pursuant to call and waiver of notice, duly signed by the Directors, which appears in the minute book immediately preceding the minutes of this meeting.

The Directors were present or absent as stated:

Present: Greg Eckerle, Sara Schmidt, Arlet Jackle, Steve Lukemeyer, and Judy Englert

Absent:

A majority of the Directors being present, the President presided and the Secretary kept the minutes of the meeting.

The minutes of the last meeting of the Board were read and approved.

A quorum was present and discussed the resignation of Jerrill Vandeventer from the Board. Pursuant to the bylaws, the remaining members of the Board appointed Jason Kelly to fill the vacant position after accepting the resignation.

With all Board members now appoint and serving, Jason Kelly was unanimously elected to serve as the Secretary/Treasurer until the next annual meeting.

The President fully reviewed the developments to date and presented to the Directors copies of the proposed Trust Indenture which had been prepared by the attorneys for the Building Corporation. The President stated that it was appropriate to discuss the matters relating to the proposed issuance of the Building Corporation's Ad Valorem Property Tax First Mortgage Bonds, Series 2025 (or such other name or series designation as determined by Greater Jasper Consolidated Schools' underwriter) (the "Bonds") and the mortgage of certain Building

Corporation property. The President said that a loan in an amount of approximately \$41,615,000 would cover the cost of any equipment, cost of real estate, architects' and attorneys' fees, interest on the bonds during construction, and miscellaneous expenses. After full discussion, on motion duly made, seconded and carried, the following resolution was adopted:

WHEREAS, a Trust Indenture (the "Trust Indenture") between the Greater Jasper School Building Corporation (the "Building Corporation") and the Springs Valley Bank & Trust Company (the "Trustee"), dated as of April 1, 2025 was presented to this meeting; and

WHEREAS, the Board of Directors (the "Board") of the Building Corporation have previously approved a Lease Agreement (the "Lease") between the Corporation and Greater Jasper Consolidated Schools (the "School Corporation") executed as of March 31, 2025, and also approved the construction, renovation of and improvements to and lease thereunder of a school building; now, therefore,

BE IT RESOLVED, that this Building Corporation borrow the sum of approximately \$41,615,000 by the sale of its Ad Valorem Property Tax First Mortgage Bonds, Series 2025 (or such other name or series designation as determined by the School Corporation's underwriter) (the "Bonds"), dated as of the date of delivery, issued in fully registered form and maturing on January 15 and July 15 from no earlier than July 15, 2026 through no later than January 15, 2045 in the principal amounts and at the interest rates as negotiated with Stifel, Nicolaus & Company, Incorporated (the "Underwriter").

BE IT FURTHER RESOLVED, that interest on the Bonds shall be payable on July 15, 2026, and semiannually on January 15 and July 15 thereafter. All Bonds maturing on the same date shall bear the same rate of interest. The Bonds shall be originally dated as of the date of delivery, and shall be issued in denominations of \$5,000, or any integral multiple thereof (or such other denomination as requested by the Underwriter). The Bonds shall be redeemable prior to maturity at the option of the Building Corporation, in whole or in part in such order of maturity as directed by the Building Corporation and by lot within a maturity on the dates and at the premiums as negotiated with the Underwriter.

BE IT FURTHER RESOLVED, that the Bonds shall be issued in accordance with and shall be secured by the Trust Indenture and the property of the Building Corporation described therein, in the form of Trust Indenture submitted to this meeting.

BE IT FURTHER RESOLVED, that the Secretary, Assistant Secretary or Treasurer is authorized and directed to initial and date a copy of the Trust Indenture submitted to this meeting and place the same in the minute book

immediately following the minutes of this meeting and the Trust Indenture is made a part of this resolution as fully as if the same were set forth herein.

BE IT FURTHER RESOLVED, that the President or Secretary are authorized to deem the Preliminary Official Statement, once released and reviewed, as nearly final, and the distribution of the Preliminary Official Statement or any other offering material is hereby approved.

BE IT FURTHER RESOLVED, that the schedule of fees of the Trustee, for services as trustee, registrar and paying agent under the Trust Indenture, is approved, and the officers of the Building Corporation are authorized to make payment for such services as the same are rendered and the fees come due.

BE IT FURTHER RESOLVED, that any officers of the Building Corporation shall be authorized to execute an Addendum naming the Trustee and reducing the annual rental amount after the Bond sale pursuant to paragraph 2 of the Lease.

BE IT FURTHER RESOLVED, that after the sale of the Bonds any officers of the Building Corporation are authorized to complete the Trust Indenture and execute the same on behalf of the Building Corporation.

BE IT FURTHER RESOLVED, that the Superintendent and Assistant Superintendent of the School Corporation are each hereby appointed as Lessor Representative as defined in the Indenture.

BE IT FURTHER RESOLVED, that after the sale of the Bonds by the Underwriter, officers of the Building Corporation are authorized and directed to execute any and all documents and certificates needed to issue and deliver the Bonds including, but not limited to, a Bond Purchase Agreement or Placement Agreement, the Lease and the Trust Indenture.

BE IT FURTHER RESOLVED, that the officers of the Building Corporation and the Lessor Representative have full authority to execute any and all documents necessary to issue the Bonds and that the use of electronic signatures by officers of the Building Corporation are hereby authorized and affirmed with full valid legal effect and enforceability.

There being no further business to come before the meeting, the meeting thereupon adjourned.

Secretary

APPROVED:

President