

The Conotton Valley Union Local School District Board of Education met in session on Thursday, April 18, 2019, at 7:30 p.m. in the Conotton Valley High School Board of Education office. Present at roll call were Rob Higgenbotham, Debbie Carrothers, Logan Putnam, Kevin Willoughby, Chris Bower was absent. Mr. Bower enter meeting at 7:32 p.m.

Also present were Superintendent, Jerry T. Herman and Treasurer, Denise Ketchum, Mrs. Caldwell, Mr. Wright, Michelle Watkins, Emily Baker and Brenda Gebhardt.

Public Participation: None

B.O.E. Member Reports: None

Superintendent and Buckeye Career Center Reports: None

Treasurer Report: None

**19-077                      Approval of Minutes, Financial Report, Payment of Bills**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve the minutes of the March 21, 2019, regular Board of Education meeting.

The March 2019 financial report, with expenditures totaling \$ 513,530.43, is requested. Mutual fund balances at March 31, 2019 were \$ 1,259,995.97 in Unified Bank and \$ 141,662.45 in Star Ohio, earning an average annual yield of 2.58%. The balance in the Star Plus/Building Fund at March 31, 2019 was \$ 0.00.

The payment of bills and any expenditures with “then and now” certificates, including those with amounts exceeding \$3,000.

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-078**

**Donations**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve the following donations totaling \$ 300.00.

<u>From</u>	<u>To</u>	<u>Amount</u>
Carl & Barbara James	CV Band	\$100.00
Gerald & Luz Bower	CV Baseball	\$200.00

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nayes: None.

Abstain: None

Motion carried.

**19-079**

**Transfer of Funds From Class of 2018 to Class of 2019**

Mr. Higgenbotham moved and Mrs. Carrothers seconded to approve the transfer of the Class of 2018 fund balance of \$529.11 to the Class of 2019 fund.

At roll call

Ayes: Mr. Higgenbotham, Mrs. Carrothers, Mr. Bower, Mr. Putnam and Mr. Willoughby

Nayes: None.

Abstain: None

Motion carried.

**19-080**

**Workers' Compensation Group Rating Program, Student Accident Insurance**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve CompManagement's group retrospective rating program for Workers' Compensation for the plan year January 1, 2020 to December 31, 2020, at an annual fee of \$440.00. An increase of \$5.00 from the previous year.

The Student Accident Insurance Program underwritten by Guarantee Trust Life Insurance Company for the 2019-2020 school year. The policy is serviced by Student Protective Agency in Mount Vernon, Ohio.

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nayes: None.

Abstain: None

Motion carried.

**19-081**

**GAAP Conversion, Julian & Grube**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve of the three-year engagement fee proposal from Julian & Grube Inc. for GAAP conversion of the annual financial statements to begin Fiscal Year Ending 2019. The annual fee for each of the three years is \$5,300.

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.

***New Business***

**19-082**

**Field Trip Applications**

Mr. Willoughby moved and Mr. Putnam seconded to approve a field trip for select students in 5th and 6th grade to attend the Math Tournament sponsored by the ESC at Buckeye Career Center on Wednesday, May 15, 2019.

A field trip for select students in 7th and 8th grade to attend the Math Tournament sponsored by the ESC at Buckeye Career Center on Thursday, May 16, 2019.

A field trip for the band to participate in the Memorial Day ceremonies at Sherrodsville, Leesville and Bowerston on Monday, May 27, 2019.

A field trip for both preschool classes to Beech Creek Botanical Garden on Tuesday, May 28, 2019. No school transportation is required. Parents will transport their children.

At roll call

Ayes: Mr. Willoughby, Mr. Putnam, Mr. Bower, Mrs. Carrothers, and Mr. Higgenbotham

Nays: None.

Abstain: None

Motion carried.

**19-083**

**Supplemental Contracts**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve the following supplemental contracts for the 2019-2020 school year:

Elizabeth White - Jr. High Cheerleading Coach - Football

Matt Edie - Varsity Boys Basketball Coach

Jay Vaughan - Assistant Varsity Boys Basketball Coach

Taran Lightell - Jr. High Boys Basketball Coach

Jen Hiles - Varsity Girls Basketball Coach

Molly McCabe - Assistant Varsity Girls Basketball Coach

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.

**19-084**

**Classified Substitute List**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve the following additions to the classified substitute list:

Terri Brock - Secretary, Aide

Robin Hennis - Custodian, Cook

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-085**

**Classified Staff Contract**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve a (2nd) One Year Probationary contract, effective May 17, 2019 to Lila Booth as a bus aide.

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.

**19-086**

**Certified Staff Employment**

Mr. Higgenbotham moved and Mr. Putnam seconded to approve the employment of Emily Baker as a Speech-Language Pathologist for the 2019-2020 school year at a salary of \$45,896.00.

The employment of Grant Barbour as a K-12 Physical Education / Health teacher for the 2019-2020 school year at 8 years experience with a Bachelors degree per the CVEA negotiated agreement.

The employment of Gloria Diehl as a 7-12 ELA teacher for the 2019-2020 school year at 3 years experience with a Bachelors degree per the CVEA negotiated agreement.

The employment of Josh Ulrich as a 4th/5th grade Science/Social Studies teacher for the 2019-2020 school year at 15 years experience with a Bachelors degree + 150 hours per the CVEA negotiated agreement.

The employment of Brenda Gebhardt as an 6-12 Intervention Specialist for the 2019-2020 school year at 1 year experience with a Bachelors degree + 150 hours per the CVEA negotiated agreement.

The employment of Michelle Watkins as a Third grade teacher for the 2019-2020 school year at 15 years experience with a Masters degree per the CVEA negotiated agreement.

At roll call

Ayes: Mr. Higgenbotham, Mr. Putnam, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nayes: None.

Abstain: None

Motion carried.

**19-087**

**Executive Session**

Mr. Higgenbotham moved and Mr. Willoughby seconded to enter into executive session at 7:50 p.m. to discuss the compensation of a public employee or official.

At roll call

Ayes: Mr. Higgenbotham, Mr. Willoughby, Mr. Bower, Mrs. Carrothers, and Mr. Putnam

Nayes: None.

Abstain: None

Motion carried.

Entered back to regular meeting at 9:28 p.m.

**19-088**

**Administrative Salary**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve the Treasurer's salary of \$95,000 for the 2019-2020 school year.

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-089**

**Administrative Salary**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve the Superintendent's salary of \$135,000 for the 2019-2020 school year.

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.

**19-090**

**Administrative Contract**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve the Treasurer's contract beginning August 1, 2020 through July 31, 2025 for Denise Ketchum with the agreement to renegotiate the portion regarding PUBLIC UTILITY PERSONAL PROPERTY Language.

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-091**

**Administrative Contract**

Mr. Putnam moved and Mr. Higgenbotham seconded to approve the Superintendent's contract beginning August 1, 2020 through July 31, 2025 for Jerry T. Herman with the agreement to renegotiate the portion regarding PUBLIC UTILITY PERSONAL PROPERTY Language.

At roll call

Ayes: Mr. Putnam, Mr. Higgenbotham, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-092**

**Administrative Contract**

Mr. Higgenbotham moved and Mrs. Carrothers seconded to approve the employment of William H. Love II as Rocket Center Director for a period of 5 years / 260 days per year, at a salary of \$80,000 per year beginning August 1, 2019 as presented.

At roll call

Ayes: Mr. Higgenbotham, Mrs. Carrothers, Mr. Bower, Mr. Putnam, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-093**

**ICON as Rocket Center CMR**

Mr. Putnam moved and Mr. Willoughby seconded to approve **A RESOLUTION RANKING THE THREE SHORTLISTED FIRMS THAT RESPONDED TO THE DISTRICT'S REQUEST FOR PROPOSALS FOR CONSTRUCTION MANAGER AT RISK SERVICES FOR THE ROCKET CENTER PROJECT; AUTHORIZING THE SUPERINTENDENT TO ENTER INTO CONTRACT NEGOTIATIONS WITH THE BEST VALUE FIRM; AND AUTHORIZING THE SUPERINTENDENT AND TREASURER TO EXECUTE THE AGREEMENT AT THE SATISFACTORY CONCLUSION OF NEGOTIATIONS.**

WHEREAS pursuant to its Request for Qualifications for Construction Manager at Risk Services and the requirements stated in the Ohio Revised and Administrative Code, the District solicited statements of qualifications from interested firms to serve as the construction manager at risk ("CMR") for the Rocket Center Project (the "Project"); and

WHEREAS, three (3) CMR firms submitted qualifications, which were reviewed and evaluated by the review team to create a short list of all three (3) firms – Cleveland Construction Inc. ("Cleveland Construction"), ICON, LLC ("ICON"), and The Ruhlin Company ("Ruhlin"); and

WHEREAS pursuant to its Request for Proposals for Construction Manager at Risk Services, the District received proposals from the shortlisted firms, and the review team reviewed the proposals and interviewed the firms on April 3, 2019; and

WHEREAS, following the interviews, the review team ranked the shortlisted firms and recommends ICON as the best value CMR firm for the Project; and

WHEREAS, the review team has provided its recommendation to the Board along with additional information deemed pertinent by the Board related to selection and ranking of the CMR firms; and

WHEREAS, after reviewing that information and considering the recommendation of the review team, this Board intends to accept the recommendation of the review team and to enter into contract negotiations with the firm ranked as the best value;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Conotton Valley Union Local School District, Counties of Carroll and Harrison, Ohio, that:

Section 1. Acceptance of Review Team Recommendation. The Board accepts the recommendation of the review team and determines ICON to be the best value firm for the required construction manager at risk services for the Project and further ranks the proposals received as follows: First: ICON; Second: Ruhlin; and Third: Cleveland Construction.

Section 2. Commencement of Contract Negotiations. The Superintendent is authorized to contact the CMR firm ranked First and begin contract negotiations of the contract documents contained in the Request for Proposals.

Section 3. Execution of Negotiated Contract. The Superintendent and Treasurer are authorized to execute the contract with ICON at the conclusion of negotiations, if they deem the result of those negotiations satisfactory, in accordance with the price proposal submitted by ICON.

Section 4. Prior Acts Ratified and Confirmed. Any actions previously taken by School District officials or agents of this Board in furtherance of the matters set forth in this Resolution are hereby approved, ratified, and confirmed.

Section 5. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board or committees, and that all deliberations of this Board and any of its committees that resulted in those formal actions were in meetings open to the public, in compliance with the law.



Section 6. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limits, or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs, or clauses hereof.

Section 7. Effective Date. This Resolution shall be in full force and effect from and immediately upon its adoption.

Upon roll call on the adoption of the foregoing Resolution, the vote was as follows:

At roll call

Ayes: Mr. Putnam, Mr. Willoughby, Mr. Bower, Mrs. Carrothers, and Mr. Higgenbotham

Nays: None.

Abstain: None

Motion carried.

**19-094 Lease/Purchase Financing for Certificates of Participation(COPS)**

Mr. Putnam moved and Mr. Willoughby seconded to approve **AUTHORIZING the acquisition, construction, equipping, installation, and rehabilitation of building improvements and related equipment for classroom and other school facilities; authorizing THE BOARD OF EDUCATION TO ENTER INTO A First Supplemental GROUND Lease OF SCHOOL DISTRICT LAND AND FACILITIES, AND A First Supplemental Lease Agreement OF THE SAME BACK TO THE BOARD OF EDUCATION OF THE SCHOOL DISTRICT; approving the execution and delivery of a Supplemental Trust Indenture with a Trustee; approving the execution and delivery not to exceed \$20,000,000 of Certificates of Participation evidencing proportionate interests in rent to be paid by the Board of Education under said First Supplemental Lease Agreement and Supplemental Trust Indenture; approving the execution and delivery of other documents and agreements relating thereto; and authorizing and approving related matters**

WHEREAS, the School District is in need of improved school facilities; and

WHEREAS, Ohio Revised Code (the “Revised Code”) Section 3313.375 provides that a school district may undertake a lease-purchase financing program in order to finance the costs of constructing, improving, furnishing, and equipping of school facilities; and

WHEREAS, Revised Code Section 3313.375 further provides that the obligations of the board of education of a school district under such a lease-purchase transaction shall not be construed as net indebtedness of that school district pursuant to Revised Code Section 133.06; and

WHEREAS, pursuant to such statutory authority, the School District has previously entered into a Ground Lease Agreement (the “Original Ground Lease”) and a Lease Agreement (the “Original Lease”), both dated as of May 1, 2015, with the PS&W Holding Company, Inc. (the “Company”), under which the Board leased to the Company certain land owned and located within the boundaries of the School District (the “Project Site”) under the Original Ground Lease, and the Company subleased to the Board the Project Site and the Project Facilities located thereon (as defined hereinbelow); and

WHEREAS, in connection with such lease-purchase financing program, the Board facilitated the execution and delivery of \$2,500,000 Certificates of Participation, Series 2015, Building Improvement Project, Evidencing Proportionate Interest in Base Rent to be Paid by Conotton Valley Union Local School District, Harrison and Carroll Counties, Ohio, dated May 5, 2015 (the “Series 2015 Certificates”), to provide for the acquisition, construction, equipping, installation, and rehabilitation of building improvements and related equipment for classroom and other school

facilities (the “Project Facilities”), which Series 2015 Certificates are secured by a Trust Indenture, dated as of May 1, 2015, between the Company and U.S. Bank National Association, as trustee (the “Original Indenture”); and

WHEREAS, the Board has determined that it is advisable and in the best interest of the School District to facilitate the execution and delivery of Additional Certificates (as defined in the Original Indenture) on a parity with the Series 2015 Certificates, as permitted under the Original Indenture and the Original Lease, for the purpose of providing additional funds for the Project Facilities (the “Additional Certificates”), and to enter into a First Supplemental Ground Lease and a First Supplemental Lease with the Company, or such other entity (collectively, the “Lessor”), as determined by the Treasurer of the Board (the “Treasurer”); and

WHEREAS, the amount of the obligation of the Board under the First Supplemental Ground Lease and the First Supplemental Lease will not exceed \$20,000,000;

NOW THEREFORE, BE IT RESOLVED by the Board of Education of the Conotton Valley Union Local School District, Harrison and Carroll Counties, Ohio, that:

SECTION 1. It is hereby determined to be necessary and in the best interest of the inhabitants of the School District, and the Board hereby agrees to enter into a lease-purchase arrangement with such Lessor to finance the costs of additional improvements to the Project Facilities.

SECTION 2. In connection with such financing, the School District and the Lessor shall enter into a First Supplemental Ground Lease (“First Supplemental Ground Lease”) which shall

supplement the terms of the Original Ground Lease, and include any additional terms necessary in connection with the execution and delivery of the Series 2019 Certificates (as defined hereinbelow), and the term of the First Supplemental Ground Lease shall be for a term not exceeding five years beyond the final renewal term of the First Supplemental Lease (as defined hereinbelow). The Treasurer and Board President are authorized and directed to execute on behalf of the Board the First Supplemental Ground Lease with the Lessor, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine.

SECTION 3. The Board and the Lessor shall enter into a First Supplemental Lease Agreement (the “First Supplemental Lease”), which First Supplemental Lease shall supplement the terms of the Original Lease, and include any additional terms necessary in connection with the execution and delivery of the Series 2019 Certificates (as defined below). The First Supplemental Lease shall provide, among other things, for the payment of Base Rent (as defined in the First Supplemental Lease) from the School District to the Lessor. Base Rent shall be payable in periodic installments over the term of the First Supplemental Lease, in such amounts and at such times as shall be determined by the Treasurer and reported to this Board in a certificate to be executed by the Treasurer (the “Certificate of Fiscal Officer”), provided that the actual Base Rent payments shall not exceed in any year the amounts that would be required if the applicable interest rate were 6.50% per annum applied on a principal amount of not to exceed \$20,000,000.

The term of the First Supplemental Lease shall include the current term of July 1, 2018 through June 30, 2019 and such one-year (or partial-year for the final renewal term) renewal terms as shall be determined by the Treasurer who shall report the same to this Board in the Certificate of Fiscal Officer; provided, however, that the sum of the initial term and all renewal terms may not exceed the number of years equivalent to the useful life of the Project as determined by the Treasurer. The First Supplemental Lease shall provide for termination in the event the School District fails to appropriate funds adequate to pay rent due with respect to any renewal term. The Treasurer and Board President are authorized and directed to execute on behalf of the Board the First Supplemental Lease with the Lessor, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine.

SECTION 4. The School District hereby consents to and approves the assignment of the First Supplemental Ground Lease and the First Supplemental Lease from the Lessor to such bank or other appropriate financial institution as shall be acceptable to the Treasurer, as trustee (the “Trustee”), and the execution of a Supplemental Trust Indenture (the “Supplemental Indenture” and, together with the Original Indenture, the “Indenture”), between the Lessor and the Trustee, which Supplemental Indenture shall supplement the Original Indenture. The Supplemental Indenture shall authorize the execution and delivery of Certificates of Participation (Conotton Valley Union Local School District, Harrison and Carroll Counties, Ohio School Facilities Project), Series 2019 (the “Series 2019 Certificates”), evidencing proportionate interests in the Base Rent to be paid by the School District under the First Supplemental Lease. The Series 2019 Certificates shall be issued as

Additional Certificates under Section 3.11 of the Original Indenture and shall be secured under the Indenture. The Series 2019 Certificates may be issued in one or more series.

The final terms of sale of the Series 2019 Certificates, and the resulting lease terms, including but limited to the interest rate, financed amount, maximum term, and amortization schedule, together with the terms of municipal bond insurance, if any, shall be as determined by the Treasurer and reported to this Board in the Certificate of Fiscal Officer. The Treasurer is authorized to arrange for the establishment of a debt service reserve fund, if necessary, in connection with issuance of the Series 2019 Certificates, if in the Treasurer's judgment such debt service reserve fund would result in a cost savings to the School District.

SECTION 5. The Board hereby authorizes and directs that the Series 2019 Certificates shall be sold to Stifel, Nicolaus & Company, Incorporated or to such other purchaser or purchasers or purchasers (collectively, the "Original Purchaser") as the Treasurer shall designate in the Certificate of Fiscal Officer at the purchase price set forth in the Certificate of Fiscal Officer.

The Treasurer, the President, and the Superintendent of the School District (the "Superintendent"), or any of them individually, are authorized to execute on behalf of the Board a certificate purchase agreement with the Original Purchaser, setting forth the conditions under which the Series 2019 Certificates are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine.

The proceeds from the sale of the Series 2019 Certificates, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to a fund to be applied to the payment of the principal of and interest on the Series 2019 Certificates, or to the bond retirement fund for payment of debt charges on other obligations of the School District, as permitted by law. Any premium received from the sale of the Series 2019 Certificates may be used to pay the financing costs of the Series 2019 Certificates, within the meaning of Ohio Revised Code Section 133.01(K), or be transferred into a fund to be applied to the payment of the principal of and interest on the Series 2019 Certificates or to the bond retirement fund for payment of debt charges on other obligations of the School District, as permitted by law.

SECTION 6. The distribution of an Offering Circular of the School District, in preliminary and final form, relating to the original issuance of the Series 2019 Certificates is hereby authorized if the Treasurer determines that it is necessary or advisable to prepare and distribute an Offering Circular in connection with the original issuance of the Series 2019 Certificates. If the Treasurer so determines, then the Treasurer and the President are hereby authorized and directed to negotiate, prepare and execute, on behalf of the School District and in their official capacity, the Offering Circular and any supplements thereto as so executed in connection with the original issuance of the Series 2019 Certificates, and they are authorized and directed to advise the Original

Purchaser in writing regarding limitations on the use of the Offering Circular and any supplements thereto for purposes of marketing or reoffering the Series 2019 Certificates as they deem necessary or appropriate to protect the interests of the School District. The Treasurer and the President are each authorized to execute and deliver, on behalf of the School District and in their official capacities, such certificates in connection with the accuracy of an Offering Circular, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

SECTION 7. The Treasurer is hereby authorized to obtain or update a rating or ratings on the Series 2019 Certificates and the School District if the Treasurer determines that it is necessary or advisable in connection with the original issuance of the Series 2019 Certificates. If the Treasurer so determines, then the Treasurer, Superintendent, and any officer of this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency.

SECTION 8. The Treasurer is authorized to make appropriate arrangements, if the Treasurer deems it in the best interest of the School District, for the issuance of a municipal bond insurance policy with respect to all or any portion or series of the Series 2019 Certificates, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the insurance premium related thereto. All additional provisions required to be authorized by this Board for the issuance of a municipal bond insurance policy shall be contained in the Certificate of Fiscal Officer.

SECTION 9. The Board agrees to execute and perform the First Supplemental Ground Lease and the First Supplemental Lease in accordance with the terms thereof. The School District agrees to comply with the terms and conditions of the Supplemental Indenture insofar as they relate to the School District, and further agrees to comply with the terms and conditions of such additional documents and agreements relating thereto as shall be deemed, by the Treasurer or Board President, in their discretion, necessary or appropriate in connection with the financing herein described.

SECTION 10. The Treasurer and Board President are hereby authorized and directed to execute and deliver, on behalf of the School District, the First Supplemental Ground Lease, the First Supplemental Lease, and such additional instruments, documents, agreements, certificates, and other papers as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution.

SECTION 11. Nothing in the First Supplemental Ground Lease, the First Supplemental Lease, the Supplemental Indenture, the Series 2019 Certificates, or any agreements or documents relating thereto shall constitute or be construed or deemed to constitute a debt or bonded indebtedness or a general obligation of the School District or any agency of the School District. Neither the taxing power nor the full faith and credit of the School District are pledged or shall be pledged for the payment or security of the First Supplemental Ground Lease, the First Supplemental Lease, the Supplemental Indenture, the Series 2019 Certificates, or any other related agreement or document.

SECTION 12. The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Series 2019 Certificates is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Series 2019 Certificates so that the Series 2019 Certificates will not constitute “private activity bonds” within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the “Code”). The Board further covenants that it will restrict the use of the proceeds of the Series 2019 Certificates in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Series 2019 Certificates are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the “Regulations”).

The Treasurer, or any other officer of this Board, is hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Board with respect to the Series 2019 Certificates as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Series 2019 Certificates or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Treasurer, which action shall be in writing and signed by the Treasurer, or any other officer of this Board, on behalf of the Board; (b) to take any and all actions, make or obtain calculations, and make or give reports, covenants and certifications of and on behalf of the Board, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Series 2019 Certificates; and (c) to give an appropriate certificate on behalf of the Board, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Board pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the Board regarding compliance by the Board with Sections 141 through 150 of the Code and the Regulations.

The Treasurer shall keep and maintain adequate records pertaining to the use and investment of all proceeds of the Series 2019 Certificates sufficient to permit, to the maximum extent possible and presently foreseeable, the Board to comply with any federal law or regulation now or hereafter having applicability to the Series 2019 Certificates that relates to the use of such proceeds, which limits the amount of Certificate proceeds which may be invested on an unrestricted yield or requires the Board to rebate arbitrage profits to the United States Department of the Treasury. The Treasurer is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Series 2019 Certificates requires any such reports or rebates.

SECTION 13. The Board hereby approves of the appointment of the law firm of Bricker & Eckler LLP to serve as special counsel with respect to the lease-purchase financing and the issuance of the Series 2019 Certificates as set forth in this Resolution. The fee to be paid to such firm shall be subject to review and approval by the Treasurer and shall not exceed the fee customarily charged for such service.

SECTION 14. The officer having charge of the minutes of the Board and any other officers of the Board, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Series 2019 Certificates and to furnish a copy of such transcript to the purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the Board to issue the Series 2019 Certificates and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Treasurer and a no-litigation certificate of the President and the Treasurer, and such certified copies and certificates shall be deemed representations of the Board as to the facts stated therein. Scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Series 2019 Certificates, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

The Treasurer and the President are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals or consultants as may be needed to facilitate the issuance of the Series 2019 Certificates) and to execute and deliver, on behalf of the Board, the Agreement and such additional agreements, certificates, instruments, documents, and other items as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution. Such documents shall be in the form not substantially inconsistent with the terms of this Resolution, as they in their discretion shall deem necessary or appropriate.

SECTION 15. The net proceeds of the Series 2019 Certificates are hereby appropriated for the payment of the costs of constructing, improving, furnishing, equipping and acquiring of the Project Facilities and for the payment of fees related to the lease-purchase financing and the issuance of the Series 2019 Certificates as set forth in this Resolution.

It is anticipated that the cost of Base Rent payments due or coming due during the Initial Term of the Agreement ending June 30, 2019 will be paid from premium generated from the sale of the Series 2019 Certificates; therefore, no additional funds of the School District are being appropriated for such purpose for the current fiscal year. In the event that the Initial Term of the Agreement does not end on June 30, 2019 and the Base Rent payments due in such Initial Term require an additional appropriation of funds, the Treasurer is further authorized and directed to provide for the payment of such additional Base Rent payments due or coming due under the Agreement from any funds lawfully available that are appropriated or shall be appropriated for that purpose.

SECTION 16. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

Upon roll call on the adoption of the foregoing Resolution, the vote was as follows:

At roll call

Ayes: Mr. Putnam, Mr. Willoughby, Mr. Bower, Mrs. Carrothers, and Mr. Higgenbotham

Nays: None.

Abstain: None

Motion carried.

### **19-095**

### **Field Trip Applications**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve a field trip for the seniors to Dutch Valley Restaurant on May 24, 2019 for the senior breakfast.

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.



**19-096**

**Building Use Request**

Mr. Higgenbotham moved and Mr. Putnam seconded to approve the use of the Conotton Valley High School gym on Saturday, May 4, 2019 from 6:30 p.m. - 9:00 p.m. by the PTO for a K-5 Grade School Dance.

At roll call

Ayes: Mr. Higgenbotham, Mr. Putnam, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-097**

**Certified Staff Resignation**

Mrs. Carrothers moved and Mr. Bower seconded to approve the resignation of Dillon Bolon as K-12 music teacher, effective at the conclusion of the 2018-2019 school year.

At roll call

Ayes: Mrs. Carrothers, Mr. Bower, Mr. Higgenbotham, Mr. Putnam, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.

**19-098**

**Supplemental Contract**

Mr. Putnam moved and Mr. Willoughby seconded to approve Rob Blick as Varsity Golf Coach for the 2019-2020 school year.

At roll call

Ayes: Mr. Putnam, Mr. Willoughby, Mr. Bower, Mrs. Carrothers, and Mr. Higgenbotham

Nays: None.

Abstain: None

Motion carried.

**19-099**

**Parent Right-To-Know Information Letter**

Mrs. Carrothers moved and Mr. Willoughby seconded to approve the parent/guardian letter containing Parent Right-to-Know Information as required by Title I / ESSA grant to be sent out at the beginning of the 2019-2020 school year.

At roll call

Ayes: Mrs. Carrothers, Mr. Willoughby, Mr. Bower, Mr. Higgenbotham, and Mr. Putnam

Nays: None.

Abstain: None

Motion carried.

***Old Business***

***Other Business***

**19-100**

**Adjournment**

Mr. Higgenbotham moved and Mr. Putnam seconded to adjourn the meeting at 9:40 p.m..

At roll call

Ayes: Mr. Higgenbotham, Mr. Putnam, Mr. Bower, Mrs. Carrothers, and Mr. Willoughby

Nays: None.

Abstain: None

Motion carried.