

The Board of Education of the Celina City School District, County of Mercer, Ohio (the "Board of Education"), met in regular session at 6:00 p.m., on the 19TH day of December, 2016, at Celina Senior High School Lecture Hall, Celina, Ohio, with the following members present:

Bill Sell
Curt Shellabarger

Cindy Piper
Matt Gilmore

Barb Vorhees

_____ moved the adoption of the following resolution:

CELINA CITY SCHOOL DISTRICT

RESOLUTION NO. _____

RESOLUTION APPROVING EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT AMONG EACH OF THE PARTICIPATING DISTRICTS SETTING FORTH VARIOUS RESPONSIBILITIES OF THE BOARD OF EDUCATION RELATING TO THE ISSUANCE OF TRI STAR CAREER COMPACT CLASSROOM FACILITIES BONDS, SERIES 2016 (GENERAL OBLIGATION - UNLIMITED TAXES) IN THE APPROXIMATE PRINCIPAL AMOUNT OF \$17,000,000, BY THE BOARD OF EDUCATION OF THE CELINA CITY SCHOOL DISTRICT, AS FISCAL BOARD FOR THE QUALIFYING PARTNERSHIP

WHEREAS, this Board of Education is one of nine school district boards (each, a "Participating District") who are parties to the Tri-Star Career Compact Agreement, dated September 1, 2016 (the "Compact"); and

WHEREAS, pursuant to the Compact, the Participating Districts have established a career technical education program under Ohio Revised Code Section 3313.90; and

WHEREAS, the Participating Districts are a Qualifying Partnership under Ohio Revised Code Sections 3318.71 and 5705.2112(A), and this Board of Education is the Qualifying Partnership's fiscal board (the "Fiscal Board"); and

WHEREAS, the Fiscal Board plans to issue its Tri Star Career Compact Classroom Facilities Bonds, Series 2016 (General Obligation - Unlimited Taxes) in the approximate principal amount of \$17,000,000 (the "Bonds") for the purpose of acquiring classroom facilities and necessary appurtenances, including land acquisition (the "Project"), authorized pursuant to a vote of the electors of the Qualifying Partnership at an election held on August 2, 2016; the general laws of the State of Ohio, particularly R.C. Sections 5705.2112 and 5705.2113 R.C. Chapter 133 (the Uniform Public Securities Law); and a resolution of the Fiscal Board, on behalf of the Qualifying

Partnership, authorizing the issuance of the Bonds, adopted by the Fiscal Board on October 17, 2016 (the “Bond Legislation”); and

WHEREAS, this Board of Education has previously authorized the submission of the issue of the Bonds by the Fiscal Board, on behalf of the Participating Districts, to the electors of the Qualifying Partnership; and

WHEREAS, in connection with the issuance of the Bonds, this Board of Education, along with each other Participating Districts, will have the obligation under Securities and Exchange Commission Rule 15c2-12 (the “Rule”) to make certain continuing disclosure filings; and

WHEREAS, the form of a Cooperative Agreement by and among each of the Participating Districts (the “Cooperative Agreement”) is on file with this Board of Education, pursuant to which each Participating District would provide such required disclosures to this Board of Education, as Fiscal Board, in the fashion and at the times outlined in the Cooperative Agreement and the Continuing Disclosure Certificate of Participating District, the form of which is attached to the Cooperative Agreement as an exhibit thereto, and this Board of Education, as Fiscal Board, on behalf of the Participating Districts, would file such information and any other information required under the Rule, in the fashion and at the times set forth in the Cooperative Agreement and the Continuing Disclosure Certificate of Fiscal Board, the form of which is attached the Cooperative Agreement as an exhibit thereto (the “Fiscal Board Disclosure Certificate”); and

WHEREAS, the Cooperative Agreement also sets forth certain other rights and responsibilities of this Board of Education with respect to the Bonds, which this Board of Education has been informed are necessary in order to successfully market and issue the Bonds, the proceeds of which will be used to finance the Project.

NOW, THEREFORE, BE IT RESOLVED by the Celina City School District Board of Education as follows:

SECTION 1. That this Board of Education hereby covenants and agrees that it will execute, comply with and carry out all of its duties under the Cooperative Agreement and the Fiscal Board Disclosure Certificate, in substantially the forms on file with this Board of Education, in connection with the issuance of the Bonds, including but not limited to the duty to submit certain disclosure information on behalf of the Participating Districts in the form and at the times set forth in such documents, in order to comply with the requirements of the Rule. The President and/or Treasurer of this Board of Education are each hereby individually authorized to execute the Cooperative Agreement and the Fiscal Board Disclosure Certificate in the form currently on file with this Board of Education, which such changes that are not inconsistent with this Resolution or substantially adverse to this Board of Education. The approval of any such changes by the President or the Treasurer of this Board of Education shall be conclusively evidenced by the execution of the Cooperative Agreement or Fiscal Board Disclosure Certificate by such officer, as applicable.

SECTION 2. 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 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, and the rules of this Board of Education adopted in accordance therewith.

SECTION 3. That this resolution shall take effect from and after the earliest date allowed by law.

_____ seconded the motion, and the roll being called upon the question of adoption of the resolution the vote resulted as follows:

AYE:

NAY:

ADOPTED this 19TH day of December, 2016.

Thomas S. Sommer, Treasurer

Prepared By: Dinsmore & Shohl LLP

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CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of a resolution adopted at a meeting held on the 19TH day of December, 2016, together with a true and correct extract from the minutes of said meeting to the extent pertinent to consideration and adoption of said resolution.

Thomas S. Sommer, Treasurer

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