

PURSUANT TO THE LEGAL NOTICE AS IS REQUIRED BY THE OKLAHOMA OPEN MEETING ACT INCLUDING THE POSTING OF NOTICE AND AGENDA, THE KINGFISHER COUNTY EDUCATIONAL FACILITIES AUTHORITY, KINGFISHER COUNTY, STATE OF OKLAHOMA, MET IN ITS SPECIAL SESSION AT THE KINGFISHER COUNTY COURTHOUSE, 101 SOUTH MAIN, RM. #9, KINGFISHER, OKLAHOMA, AT 8:30 A.M. ON THE 14TH DAY OF DECEMBER, 2020.

PRESENT:

ABSENT:

THEREUPON the Chairman introduced a Resolution which was read in full by the Secretary and upon motion by Trustee Moss, seconded by Trustee Schwartz, said Resolution was adopted by the following vote:

AYE:

NAY:

Said Resolution was thereupon signed by the Chairman, attested by the Secretary of the Authority, sealed with the seal of said Authority, and is as follows:

RESOLUTION 16

A RESOLUTION APPROVING AND AUTHORIZING THE INCURRING OF INDEBTEDNESS BY THE KINGFISHER COUNTY EDUCATIONAL FACILITIES AUTHORITY TO BE ACCOMPLISHED BY THE ISSUANCE OF LEASE REVENUE BONDS, BONDS, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS IN ONE OR MORE SERIES ON A TAX-EXEMPT OR TAXABLE BASIS, AT A PREMIUM OR DISCOUNT, IN THE AGGREGATE PRINCIPAL PAR AMOUNT OF NOT TO EXCEED TWELVE MILLION, FIVE HUNDRED THOUSAND DOLLARS (\$12,500,000) (THE "BONDS") TO PROVIDE FUNDS TO COMPLETE THE ACQUISITION, CONSTRUCTION, EQUIPPING, RENOVATING, AND REMODELING OF SCHOOL BUILDINGS, ACQUIRING SCHOOL FURNITURE, FIXTURES AND EQUIPMENT AND ACQUIRING AND IMPROVING SCHOOL SITES RELATED TO INDEPENDENT SCHOOL DISTRICT NO. 2, KINGFISHER COUNTY, OKLAHOMA ("DOVER PUBLIC SCHOOLS" OR THE "DISTRICT"); ESTABLISH A RESERVE FUND, IF ANY, CAPITALIZE INTEREST AND PAY COSTS OF ISSUANCE; WAIVING COMPETITIVE BIDDING IN REGARD TO THE SALE OF SAID BONDS; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH, INCLUDING, BUT NOT LIMITED TO, A BOND INDENTURE, A GROUND LEASE AGREEMENT, A SUBLEASE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL STATEMENT, A CONTINUING DISCLOSURE AGREEMENT, WRITTEN COMPLIANCE PROCEDURES, A FEDERAL TAX CERTIFICATE AND A BOND PURCHASE AGREEMENT; SELECTION OF PROFESSIONALS TO EFFECT SAID FINANCING AND THE TAKING OF OTHER ACTION WITH RESPECT THERETO.

WHEREAS, the Trustees of the Kingfisher County Educational Facilities Authority (the "Authority") have determined to issue its lease revenue bonds, bonds, notes or other evidences of indebtedness, in one or more series on a tax-exempt or taxable basis, at a premium or discount, in the aggregate principal par amount of not to exceed Twelve Million, Five Hundred Thousand Dollars (\$12,500,000) (the "Bonds") to provide funds to complete the acquisition, construction, equipping, renovating, and remodeling of school buildings, acquiring school furniture, fixtures and equipment and acquiring and improving school sites related to Independent School District No. 2, Kingfisher County, Oklahoma ("Dover Public Schools" or the "District"); establish a reserve fund, if any, capitalize interest and pay costs of issuance, (the "Project"); and

WHEREAS, the Authority has offered to sell the Bonds evidencing the aforesaid indebtedness and it is anticipated that competitive bidding upon the Bonds will be waived; and

WHEREAS, it would be in the best interests of the Trust Estate of the Authority that the sale and issuance of said Bonds be contractually confirmed; and

WHEREAS, it has been determined to be necessary to retain the services of certain professionals to assist the Authority with the issuance of bonds, notes or other evidence of indebtedness in order to finance the Project.

BE IT RESOLVED BY THE TRUSTEES OF THE KINGFISHER COUNTY EDUCATIONAL FACILITIES AUTHORITY:

SECTION 1. The issuance by the Kingfisher County Educational Facilities Authority (the "Authority") of its lease revenue bonds, bonds, notes or other evidences of indebtedness, in one or more series on a taxable or tax-exempt basis, at a premium or discount, in the aggregate principal amount of not to exceed Twelve Million, Five Hundred Thousand Dollars (\$12,500,000) (the "Bonds"), the proceeds of which are to be utilized to provide funds to complete the acquisition, construction, equipping, renovating, and remodeling of school buildings, acquiring school furniture, fixtures and equipment and acquiring and improving school sites related to Independent School District No. 2, Kingfisher County, Oklahoma ("Dover Public Schools" or the "District"); establish a reserve fund, if any, capitalize interest and pay costs of issuance, (the "Project") are hereby and by these presents duly authorized and approved, based on the final legal documents being acceptable to the officers of the Authority with full and complete indemnification for the Authority in regard to the financing of the Project and the negotiated sale of the Bonds.

SECTION 2. The Chairman, Vice-Chairman, Secretary and Assistant Secretary of Trustees (the "Officers") hereby are authorized and directed, on behalf of the Authority, to determine the form and substance of, and to execute, attest and deliver a Bond Purchase Agreement for the sale of said Bonds to D.A. Davidson & Co. (the "Underwriter"), all for and on behalf of the Authority. Competitive bidding upon the aforesaid Bonds is hereby waived by a three-fourths (3/4) or greater vote, and negotiated sale of the aforesaid Bonds to the Underwriter is hereby approved.

SECTION 3. The Chairman, Vice-Chairman, Secretary and Assistant Secretary of Trustees hereby are authorized and directed, for and on behalf of the Authority, to determine the form and substance of, and to execute, attest and affix the seal of the Authority to and deliver said Bonds, a Continuing Disclosure Agreement, Written Compliance Procedures, Federal Tax Certificate, a Bond Purchase

Agreement, a Preliminary Official Statement, an Official Statement, a Bond Indenture and a Ground Lease Agreement and a Sublease Agreement providing for the issuance of and securing them, and any and all certificates, receipts, instruments and other writings, and to do and perform any and all acts upon behalf of the Authority and the Trustees thereof requisite to the issuance and delivery of said Bonds and of said Bond Indenture in accordance with the terms and provisions thereof, and the Chairman and/or Vice Chairman of Trustees of the Authority further is authorized, for and on behalf of the Authority and the Trustees thereof, to direct the disbursement and disposition of the proceeds of said Bonds, and to do and perform all other acts necessary or convenient to the delivery of the aforesaid Bonds and Bond Indenture and to effect such disbursement and disposition in meeting the obligations of the Authority and the Trustees thereof in relation to the purposes for which said bonded indebtedness is incurred. The Officers of this Authority are hereby authorized to retain the services of certain professionals to assist the Authority with the issuance of bonds, notes or other evidences of indebtedness in order to finance the Project, including, but not limited to, attorneys, financial advisors, trustee bank, paying agent/registrars and underwriters.

SECTION 4. That the Officers of this Authority be and the same are hereby authorized to effect the negotiated sale of the aforescribed Bonds, and upon such terms as they may in their discretion determine based on current market conditions, and their signatures on any related Bond Purchase Agreement shall be conclusive evidence of the exercise of such discretion and the approval of the related terms of such instrument under the terms of this Resolution, and competitive bidding with respect to any such sale of any and all series of the Bonds issued under the terms of this Resolution is hereby expressly waived.

SECTION 5. The Underwriter is hereby authorized to distribute copies of the Preliminary Official Statement to potential purchasers of the Bonds and other interested persons. Each Officer is hereby authorized on behalf of the Authority to certify to the purchaser of the Bonds that the Preliminary Official Statement is deemed final by the Authority within the meaning of Rule 15c2-12 of the Securities and Exchange Commission.

SECTION 6. That the Authority covenants for the benefit of all of the holders of the Bonds, whether on initial purchase or subsequent purchase, that it will fully comply with all applicable provisions of the Internal Revenue Code of 1986, as amended, and applicable Regulations and Rulings (herein collectively the "Code") and with the written compliance procedures hereby adopted, with respect to the issuance of the Bonds in all respects so as to protect the legality and security relating to any Bonds issued under the terms of this Resolution, all such actions to be to the satisfaction of Bond Counsel, and the Authority and its Officers hereby further covenant and agree with the holders of the Bonds and Bond Counsel that it will in the future take such action or refrain from such action as may be in the prior written opinion of Bond Counsel reasonably necessary or required to fully protect the Bonds.

SECTION 7. That the Floyd Law Firm, P.C., Norman, Oklahoma, be and the same is hereby designated Bond Counsel and Special Counsel with respect to the issuance of the within described bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof.

SECTION 8. That Paul Schulte, Esq., Schulte, Schneiter & Gibson, P.L.L.C., Kingfisher, Oklahoma, be and the same is hereby designated Authority Counsel with respect to the issuance of the within described lease revenue bonds, bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof.

SECTION 9. That D.A. Davidson & Co., Norman, Oklahoma, is hereby designated Underwriter, and is hereby directed to prepare to purchase the Bonds at a later date at a negotiated sale.

SECTION 10. That BancFirst, Oklahoma City, Oklahoma, be and the same is hereby designated Trustee Bank with respect to the issuance of the within described lease revenue bonds, bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof and said Trustee shall be entitled to certain fees and expenses under the Bond Indenture.

SECTION 11. That Stephen H. McDonald & Associates, Inc., Norman, Oklahoma, be and the same is hereby designated Financial Advisor with respect to the issuance of the within described lease revenue bonds, bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof.

SECTION 12. That said Authority Counsel and Bond Counsel/Special Counsel shall be entitled to certain fees and expenses for such services, as enumerated in the Legal Services Agreement(s) and such Legal Services Agreement(s) are hereby authorized and approved; and said Underwriter shall be entitled to certain fees and expenses as outlined in the Underwriter Engagement Disclosure Letter as hereby authorized and approved; and said Financial Advisor shall be entitled to certain fees and expenses as outlined in the Financial Advisory Agreement as hereby authorized and approved.

This resolution shall become effective immediately.

THIS RESOLUTION PASSED AND APPROVED THIS 14TH DAY OF DECEMBER, 2020.

KINGFISHER COUNTY EDUCATIONAL FACILITIES AUTHORITY



Chairman

ATTEST:



Secretary
(SEAL)

STATE OF OKLAHOMA

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COUNTY OF KINGFISHER

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I, the undersigned, the duly qualified and acting Secretary of the Kingfisher County Educational Facilities Authority, in said County and State, hereby certify that the attached copy of the Resolution is a true and complete copy of the Resolution duly adopted by the Board of Trustees and approved by the Chairman on the date therein set out, and recorded in my office, and of the proceedings had in the adoption of said Resolution, as shown by the records in my office. Further, I certify that in conformity with Title 25 Oklahoma Statutes, Sections 301-314, I gave or caused to be given notice of the meeting to the County Clerk as required by law and that I posted notice of the meeting at which said Resolution was adopted at least 48 hours prior to said special meeting, and that the notice contains the date, time, place, and agenda of said meeting, and that the minutes of said meeting reflect the time and manner of notice required by the Oklahoma Open Meeting Act.

WITNESS my hand and seal of said Authority this 14th day of December, 2020.


Secretary

(SEAL)

(Certification of Authority Resolution Authorizing Indebtedness)