

Special Meeting of The Board of Education Independent School District Number 33,
Creek County
Wednesday, October 25, 2023 12:00 PM
Washington Administration Center Board Room, 511 E Lee, Sapulpa, OK 74066

I. Call the Meeting to Order

II. Action Items

II.A. Receive bids, consider, and award the District's \$3,460,000 General Obligation Building Bonds, Series 2023B, to the successful purchaser.

II.B. Possible consideration and vote to approve a resolution providing for the issuance of \$3,460,000 General Obligation Building Bonds, Series 2023B, by Independent School District Number 33 of Creek County, Oklahoma, authorized at an election duly called and held for such purposes; prescribing form of bonds and providing for registration thereof, providing for a levy of an annual tax for payment of principal and interest on the same; approving a continuing disclosure agreement; approving and deeming final the official statement pertaining to the bonds; and fixing other details.

III. Adjourn

MINUTES AND RESOLUTION AUTHORIZING ISSUANCE OF BONDS

Pursuant to notice given under the Open Meeting Act, the Board of Education of Independent School District Number 33 of Creek County, State of Oklahoma, met in special session in the Washington Administrative Center, Board Room, 511 E. Lee Avenue, Sapulpa, Oklahoma, in said school district on the 25th day of October, 2023, at 12:00 o'clock p.m.

PRESENT:

ABSENT:

Notice of this special meeting was given in writing to the County Clerk of Creek County, Oklahoma at _____.m. on the ____ day of _____, 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 in the lobby of the Administrative Center in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at _____.m. on the ____ day of October, 2023, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays and 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 _____ introduced a Resolution by reading the Title, and upon motion by _____ seconded by _____, said Resolution was adopted by the following vote:

Aye:

Nay:

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 THE GENERAL OBLIGATION BUILDING BONDS, SERIES 2023B, IN THE SUM OF \$3,460,000, BY INDEPENDENT SCHOOL DISTRICT NUMBER 33 OF CREEK COUNTY, OKLAHOMA, AUTHORIZED AT AN ELECTION DULY CALLED AND HELD FOR SUCH PURPOSE: DEEMING THE PRELIMINARY OFFICIAL STATEMENT "FINAL" FOR THE PURPOSES OF SEC RULE 15(C)2-12; AFFIRMING THE SCHOOL DISTRICT'S INTENTION TO ASSIST UNDERWRITERS IN COMPLYING WITH SEC RULE 15C2-12(B)(5); 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 12th day of September, 2023, pursuant to notice duly given, an election was held in Independent School District Number 33 of Creek County, Oklahoma, for the purpose of submitting to the registered qualified electors of such District the question of the issuance of the Bonds of said District in the sum of \$276,750,000 to provide funds for the purpose of improving or acquiring school sites, constructing, repairing, remodeling and equipping school buildings, and acquiring school furniture, fixtures and equipment; or in the alternative to acquire all or a distinct portion of such property pursuant to a lease purchase arrangement (Proposition #1); and

WHEREAS, as shown by the canvass of the returns by the County Election Board of Creek County, Oklahoma, at said election there were cast by the registered qualified electors of said School District on the question of the issuance of \$276,750,000 of bonds for the purpose of improving or acquiring school sites, constructing, repairing, remodeling and equipping school buildings, and acquiring school furniture, fixtures and equipment; or in the alternative to acquire all or a distinct portion of such property pursuant to a lease purchase arrangement (Proposition #1), 2,320 votes, of which 1,416 were in favor of and 904 were against the issuance of said Bonds; and

WHEREAS, a lawful majority of the registered qualified electors voting on said Proposition #1 cast their ballots in favor of the issuance of said Bonds, as certified by the County Election Board of Creek County, Oklahoma on the 22nd day of September, 2023, the issuance has been duly authorized; and

WHEREAS, on the 12th day of September, 2023, pursuant to notice duly given, an election was held in Independent School District Number 33 of Creek County, Oklahoma, for the purpose of submitting to the registered qualified electors of such District the question of the issuance of the Bonds of said District in the sum of \$2,500,000 to provide funds for the purpose of acquiring transportation equipment and auxiliary transportation equipment; or in the alternative to acquire all or a distinct portion of such property pursuant to a lease purchase arrangement (Proposition #2); and

WHEREAS, as shown by the canvass of the returns by the County Election Board of Creek County, Oklahoma, at said election there were cast by the registered qualified electors of said School District on the question of the issuance of \$2,500,000 of bonds for the purpose of acquiring transportation equipment and auxiliary transportation equipment; or in the alternative to acquire all or a distinct portion of such property pursuant to a lease purchase arrangement (Proposition #2), 2,334 votes, of which 1,442 were in favor of and 892 were against the issuance of said Bonds; and

WHEREAS, a lawful majority of the registered qualified electors voting on said Proposition #2 cast their ballots in favor of the issuance of said Bonds, as certified by the County Election Board of Creek County, Oklahoma on the 15th day of September, 2023, the issuance has been duly authorized; and

WHEREAS, Independent School District Number 33 of Creek County, Oklahoma has previously determined to sell the approved Bonds in separate series, and

WHEREAS, Independent School District Number 33 of Creek County, Oklahoma desires to issue at this time \$3,460,000 of the authorized Building Bonds (Proposition #1) and such bonds shall be known as the \$3,460,000 General Obligation Building Bonds, Series 2023B.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF INDEPENDENT SCHOOL DISTRICT NUMBER 33 OF CREEK 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 Three Million Four Hundred Sixty Thousand Dollars (\$3,460,000), which said Bonds shall be designated "General Obligation Building Bonds, Series 2023B", shall be dated December 1, 2023, and become due and payable and bear interest from their date until paid as follows:

\$1,730,000 maturing on December 1, 2025 at ____%
\$1,730,000 maturing on December 1, 2026 at ____%

Payable semi-annually on the 1st day of June and December each year, commencing on the 1st day of June, 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
STATE OF OKLAHOMA**

No. ____ \$ _____

Independent School District Number 33 of Creek County, Oklahoma
General Obligation Building Bonds, Series 2023B

Interest Rate: Maturity Date: Dated: Cusip
No.:

KNOW ALL MEN BY THESE PRESENTS: That Independent School District Number 33 of Creek 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 & Co, as nominee of THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK,

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 semi-annually on the 1st day of June and the 1st day of December, respectively, in each year, beginning June 1, 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 "Paying Agent/Registrar/Paying Agent") payable to the order of the Registered Holder and mailed to the address shown in the Registration Record and 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 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, and terms of redemption, totaling the principal sum of Three Million Four Hundred Sixty Thousand Dollars (\$3,460,000). This Bond, authorized on September 12, 2023, and the Bonds of the issue of which it is one, are issued to provide funds for the purpose of (i) \$3,460,000 to provide funds for the purpose of improving or acquiring school sites, constructing, repairing, remodeling and equipping school buildings, and acquiring school furniture, fixtures and equipment; or in the alternative to acquire all or a distinct portion of such property pursuant to a lease purchase arrangement; all pursuant to Section 26, Article 10, of the Constitution, and Title 70 Chapter XV, Oklahoma Statutes, and other statutes of the State supplementary and amendatory thereto. The Bonds are not subject to redemption prior to maturity.

No person shall be entitled to any right or benefit provided in this Bond unless the name of such person is registered by the Paying Agent, who shall also act as the Registrar/Paying Agent of the School District, on the Registration Record. This Bond shall be transferable 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 Paying Agent, duly executed by the Registered Holder hereof or his attorney duly authorized in writing, and such transfer registered on the Registration Record. The Registrar/Paying Agent shall not be required to make such transfer after the fifteenth (15) 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 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 President of the Board of Education, attested by its Clerk, and sealed with the seal thereof this 1st day of December, 2023.

President, Board of Education

ATTEST:

Clerk, Board of Education

(SEAL)

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 General Obligation Building Bonds, Series 2023B, of Independent School District Number 33 of Creek County, Oklahoma.

Date of Registration and Authentication.

By: Authorized Officer

State of Oklahoma)
) SS.
County of Creek)

We, the undersigned, District Attorney and County Clerk, respectively, of said County, 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 seal of said County this 1st day of December, 2023.

County Clerk
Creek County, Oklahoma

District Attorney
District Number 24

(SEAL)

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: _____

Signature guaranteed by:

In the presence of: _____

FORM OF ASSIGNMENT NO. 2

For value received, the Registered Holder last listed below sells, conveys, transfers and delivers this Bond to the assignee last listed below.

<u>Registered</u>	<u>Date of</u>	<u>Date of</u>	<u>Signature</u>	<u>Signature of Authorized</u>
<u>Holder</u>	<u>Assignee</u>	<u>Assignment</u>	<u>Guaranteed by</u>	<u>Official of</u>
				<u>Registrar</u>

(Legal Opinion)

State of Oklahoma)
) SS.
County of Creek)

I, the undersigned, the duly qualified and acting Treasurer of the within named School District, in said County and State, hereby certify that I have duly registered the within Bond in my office on this the 1st day of December, 2023.

WITNESS My hand the date above written.

Treasurer

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 Title 62, Oklahoma Statutes, Sections 11, 13, and 14, 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, and be attested by 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 Attorney 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 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 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 transferable 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 on 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 or any whole multiple thereof. The Registrar/Paying Agent shall not be required to make such transfer after the fifteenth (15) 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. That beginning in the year 2024 a continuing annual 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 "General Obligation Building Bonds, Series 2023B, 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.

SECTION 8. The Preliminary Official Statement dated October 16, 2023 (the "Preliminary Official Statement") outlining the terms, conditions and security for the Bonds, is hereby adopted and approved and the President of the Board of Education is authorized to approve any corrections, additions or deletions thereto for and on behalf of the Board of Education and is further authorized and directed to execute and deliver same for and on behalf of the Board of Education; provided further, that the information contained in said Preliminary Official Statement with respect to the School District is correct in all material respects and such information does not contain any untrue statements of a material fact and does not omit to state a material fact necessary to make the statements made in such Preliminary Official Statement, in light of the circumstances in which they were made, not misleading. The Board of Education hereby deems the Preliminary Official Statement "near final" in accordance with the requirements of Rule 15c2-12 of the Securities and Exchange Commission promulgated pursuant to the Securities and Exchange Act of 1934. The Board of Education authorizes the Underwriter to distribute the Preliminary Official Statement in connection with the sale of the General Obligation Building Bonds, Series 2023B.

SECTION 9. The Board of Education determines and intends to provide, for the benefit of the Bondholders, certain financial information and operating data relating to the School District by not later than eight months following the end of its fiscal year (the "Annual Financial Information"), and to provide notices of the occurrence of certain enumerated events. The Annual Financial Information will be filed by the School District with each Nationally Recognized Municipal Securities Information Repository (NRMSIR). The notices of material events will be filed by the School District with either each NRMSIR or the Municipal Securities Rulemaking Board and each State Repository. The specific nature of the information to be contained in the Annual Financial Information or the notices of material events is included in the Continuing Disclosure Agreement adopted by the Board. These covenants have been made in order to assist the Underwriters in complying with SEC Rule 15c2-12(b)(5). Concurrent with the approval of the Resolution Authorizing Issuance of Bonds, the School District will execute a Continuing Disclosure Agreement detailing its disclosure obligations to Bondholders.

ADOPTED AND APPROVED THIS 25TH DAY OF OCTOBER, 2023.

President, Board of Education

ATTEST:

Clerk, Board of Education

(SEAL)

State of Oklahoma)
) SS.
County of Creek)

I, the undersigned, the duly qualified and acting Clerk of the Board of Education of Independent School District Number 33 of Creek County, Oklahoma, hereby certify that the foregoing is a true and complete copy of a Resolution authorizing the issuance of bonds for the purpose therein set out, adopted by said Board and transcript of proceedings of said Board had at a special meeting thereof held on the date therein set out, insofar as the same relates to the sale of Bonds therein described as the same appears on record in my office.

WITNESS my hand and official seal this 25th day of October, 2023.

Clerk, Board of Education

(SEAL)