

Independent School District 507 Regular
School Board Meeting
Wednesday, November 11, 2020 6:00 PM

Public Viewing and Comment at Zoom.us

Join Zoom Meeting

<https://us02web.zoom.us/j/8658971046?pwd=UTljNktqanFoMVhwYzNRTUUtFNDkzQT09>

Meeting ID: 865 897 1046

Passcode: 136511

Agenda

- A. CALL TO ORDER
- B. ROLL CALL
- C. VISITOR COMMENTS
- D. APPROVAL OF AGENDA
- E. REPORTS AND PRESENTATION

- 1. Superintendent's Report

5

- E1. Superintendent's Report

- i. Grades K-6 will began the hybrid learning model on learning on Thursday, November 12th. We expect the hybrid learning model to continue through the remainder of the calendar year. Grades 7-12 will continue with the hybrid model.

The COVID-19 cases in Nicollet County have more than doubled since we began the school year and continue to increase. The number of cases in our 56074 zip code have tripled and continued to increase.

- ii. Standard & Poor's recently assigned an A+ underlying rating to the Nicollet School bonds along with a AAA rating based on the MN School District Credit Enhancement Program. This is an outstanding credit rating and contributed to the low interest rate for the bond sale.
 - iii. Save the dates! The MSBA Leadership Conference is Thursday, January 14, and Friday, January 15, 2021. It is currently scheduled at the Minneapolis Convention Center. This is always an excellent professional development opportunity for school board members.
 - iv. Congratulations to the school board candidates recently elected to the board. I will be conducting an orientation during the weeks ahead. Furthermore, the new board

members will be registering for the MSBA Phase I and II sessions.

- v. There is a special school board meeting tomorrow at 6:00 p.m. (November 12) to canvass the election.

2.

3. Principal's Report

7

Financial Aid/Federal Student Aid (FAFSA) Meeting

On the evening of Wednesday, October 7 the finance director, Jayne Dinse, from South Central College gave a presentation on FAFSA in the theater. The families who attended expressed how happy and informational the meeting was. I want to thank Mr. Cotton for setting this up. He is in the works already for setting it up next Fall. Unfortunately, Jayne is retiring after this school year and she has been a big help in the last few years.

Math Curriculum

We are in the process of evaluating curriculums. We will need to purchase a new curriculum for sure at the K-5 or 6 levels (depends on the program). We are also looking at higher-level math curriculums as well, but the pressing need is for Elem. because our current program is discontinued after this school year.

Master Schedule/Courses/College in the Schools

I received some great news regarding when staff members need to have the proper courses and degrees required to teach College in the Schools (CIS) courses. Fond du Lac, with who we partner for CIS courses, sent out an email regarding the Higher Learning Commission (HLC) change. The following is what was sent:

Due to the COVID pandemic, the HLC has extended the date for faculty credentialing to September 1, 2023. With situations that seem to change from day to day, hopefully, this extension relieves some pressure on instructors working towards credentialing.

Flexibility/Understanding/Models/Schedules

Each change that the district makes, we take into consideration many factors. When we make changes such as the recent Cohort Day, changes are meant to be positive changes. We will constantly be looking for ways to positively change the system. They can be minor changes or major, such as when Cohorts are on campus. I truly appreciate the continued support. We are still in this together and need to continue to be flexible and understanding.

Praise/Thank You/Teamwork

I want to thank and give praise to our staff for their flexibility, understanding, and "holding the rope." There is so many thank you's to go around. When the tough got going and we had to shift models,

a tremendous amount of people stepped up. This year has truly been a year where people have had to step up, and have done just that. What has been taking place is another example of people understanding the situation and pulling together for the greater good of our school community.

4. Student Representative's Report
5. Board Committees' Reports

F. CONSENT AGENDA

The superintendent recommends approving the consent agenda.

1. Approval of Minutes 8
2. Approval of Bills in the amount of \$570,185.42 10
3. Approval of Personnel Items 12
4. Approve Fundraiser 13

The NFHS video system for high school sports has reduced their price to \$2,500 (from \$10,000.) The system includes two cameras that track the action on the court. Spectators can purchase a monthly pass for \$11 or an annual pass for \$70.

The superintendent recommends approving the fundraiser.

5. Approve Adult Basic/Literacy Education Consortium Agreement

The Nicollet School District is a member of the Adult Basic/Literacy Education Consortium. This is the Area Adult Learning Cooperative operated through the Le Sueur-Henderson Community Education Department. The Cooperative provides ABE services, GED prep classes, and literacy tutoring for educationally disadvantaged adults. Federal and state grants cover the program expense.

The superintendent recommends approving the Adult Basic Literacy Education Consortium Agreement for the 2020-21 school year.

- G. Amend Overnight Trip for Music Department 15

The school board approved an overnight trip for the music department in the spring of 2019. The trip to Memphis and Nashville is scheduled for the end of March, 2021 during spring break. It is unlikely that the pandemic will have subsided enough by then for the trip to occur. The trip must be cancelled in early December to obtain a refund of the deposit.

H.

I recommend rescheduling the trip for March of 2022. Mrs. Metzger would then plan a trip to the Twin Cities this spring for seniors. Possibilities for the trip include Paisley Park, Chanhassen Dinner Theater, Riverboat Cruise, or the Walker Art Center. After expenses, the seniors could be refunded the money they have contributed toward the Memphis/Nashville trip. Money raised by fundraising would be returned to the music program. Additional information, provided by Mrs. Metzger, is attached.

- I. Approve the Sale of the District's General Obligation Facilities Maintenance Bonds, Series 2020A (Capital Appreciation Bonds) and Approve the Sale of General Obligation Bonds, Series 2020B.

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The District's bonds for the upcoming facilities maintenance project were brought to market for pricing on Tuesday, November 10th. Pricing of the bonds locks in the borrowing rate. The bond purchase agreement was signed by the superintendent and board chair for initial approval of the financings prior to the school board taking formal action.

I recommend approving the following resolutions:

- ii. **Relating to General Obligation Facilities Maintenance Bonds, Series 2020A (Capital Appreciation Bonds) in an amount not to exceed \$2,900,000.**
- iii. **Relating to General Obligation Bonds, Series 2020B in an amount not to exceed \$1,235,000.**

- J. ADJOURNMENT



NICOLLET PUBLIC SCHOOLS • ISD 507

One Pine Street • Nicollet, MN 56074
District & Elementary Office 507-232-3411
High School Office 507-232-3448
Fax 507-232-3536 • isd507.k12.mn.us

Superintendent: Dr. Stephen Malone • Principal: Mr. Todd Toulouse

Date: November 5, 2020

To: School Board

From: Dr. Malone

RE: Meeting Notes, November 11, 2020

5A. Superintendent's Report

- i. Grades K-6 will begin the hybrid learning model on learning on Thursday, November 12th. We expect the hybrid learning model to continue through the remainder of the calendar year. Grades 7-12 will continue with the hybrid model.

The safe learning committee includes Todd Toulouse (admin/parent), Scot Osborne and Adam Erickson (board members/parents) Lisa Fischer (NEA rep), Isabella Havemeier (student). The committee reviewed the COVID case data for Nicollet County and for our local zip code. The change to full in-person learning for grades K-6 is contingent upon COVID case data that is updated every Thursday.

The COVID-19 cases in Nicollet County have more than doubled since we began the school year and continue to increase. The number of cases in our 56074 zip code have tripled and continued to increase.

- ii. Standard & Poor's recently assigned an A+ underlying rating to the Nicollet School bonds along with a AAA rating based on the MN School District Credit Enhancement Program. This is an outstanding credit rating and contributed to the low interest rate for the bond sale.
- iii. Save the dates! The MSBA Leadership Conference is Thursday, January 14, and Friday, January 15, 2021. It is currently scheduled at the Minneapolis Convention Center. This is always an excellent professional development opportunity for school board members.
- iv. Congratulations to the school board candidates recently elected to the board. I will be conducting an orientation during the weeks ahead. Furthermore, the new board members will be registering for the MSBA Phase I and II sessions.
- v. There is a special school board meeting tomorrow at 6:00 p.m. (November 12) to canvass the election

6. Consent Agenda. **I recommend approving the consent agenda.**
- a. The Nicollet School District is a member of the Adult Basic/Literacy Education Consortium. This is the Area Adult Learning Cooperative operated through the Le Sueur-Henderson Community Education Department. The Cooperative provides ABE services, GED prep classes, and literacy tutoring for educationally disadvantaged adults. Federal and state grants cover the program expense. **I recommend approving the Adult Basic Literacy Education Consortium Agreement for the 2020-21 school year.**
 - b. The NFHS video system for high school sports has reduced their price to \$2,500 (from \$10,000.) The system includes two cameras that track the action on the court. Spectators can purchase a monthly pass for \$11 or an annual pass for \$70. **I recommend approving the fundraiser.**
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I recommend rescheduling the trip for March of 2022. Mrs. Metzger would then plan a trip to the Twin Cities this spring for seniors. Possibilities for the trip include Paisley Park, Chanhassen Dinner Theater, Riverboat Cruise, or the Walker Art Center. After expenses, the seniors could be refunded the money they have contributed toward the Memphis/Nashville trip. Money raised by fundraising would be returned to the music program. Additional information, provided by Mrs. Metzger, is attached.

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Please contact me with any questions or concerns.



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Superintendent: Dr. Stephen Malone • Principal: Mr. Todd Toulouse



Wednesday, November 11, 2020

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“Developing responsible, lifelong learners who are ready to succeed in a changing world.”

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Wednesday, October 7, 2020 6:00 PM Central
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Adam Erickson: Present, Eric Hopp: Present, Jill Johnson: Present, Scot Osborne: Present,
Wayne Whitmore: Present, Phillip Wills: Present. Present: 6.
Phillip Wills left the meeting at 6:50pm

A. CALL TO ORDER

B. ROLL CALL

C. VISITOR COMMENTS

D. APPROVAL OF AGENDA

Move to accept the Agenda as presented. This motion, made by Phillip Wills and seconded by
Scot Osborne, Carried.

Adam Erickson: Yea, Eric Hopp: Yea, Jill Johnson: Yea, Scot Osborne: Yea, Wayne Whitmore:
Yea, Phillip Wills: Yea
Yea: 6, Nay: 0

E. REPORTS AND PRESENTATIONS

E.1. Superintendent's Report

E.2. Principal's Report

E.3. School Nurse COVID-19 Update

E.4. Activities Director Report

E.5. Student Representative's Report

E.6. Board Committees' Reports

F. CONSENT AGENDA

Move to accept the Consent Agenda as presented. This motion, made by Scot Osborne and
seconded by Jill Johnson, Carried.

Phillip Wills: Absent, Adam Erickson: Yea, Eric Hopp: Yea, Jill Johnson: Yea, Scot Osborne:
Yea, Wayne Whitmore: Yea
Yea: 5, Nay: 0, Absent: 1

F.1. Approval of Minutes

F.2. Approval of Bills in the amount of \$361,253.66

F.3. Approval of Personnel Items

| October 14, 2020 | | | | | | | | |
|---|-------------|---------------------|----------|------------------|-------------|----------------|------------|---------------------|
| I recommend approving the personnel items as presented (sorted by last name): | | | | | | | | |
| Name | Status | Job Title | Location | Hrs Per Day/FTE | Group | Replacing | Effective | Wage |
| Beckius, Hannah | Resignation | JH Volleyball Coach | HS | Coaching | Coaching | | 9/30/2020 | 2047.00 Step 2 |
| Carendas, Demetria | New Hire | Teacher Aide | NECC | 40 | NECC | | 8/30/2020 | 10.13/hr Step 1 |
| Dykema, Joy | New Hire | MS/HS Adminassitant | District | FT /11 Month | Admin Assit | Bonnie Giefer | 10/19/2020 | 16.07/hr Step 7 |
| Finken, Amber | New Hire | Paraprofessional | District | 34/week | District | | 10/2/2020 | 11.63/hr Step 3 |
| Giefer, Bonnie | Resignation | MS/HS Adminassitant | District | 9 Month contract | Admin Assit | | 9/9/2020 | 19.30/hr Step 15 |
| Gieseke, Sarah | Resignation | JH Volleyball Coach | HS | Coaching | Coaching | | 9/30/2020 | 2645.00 Step 6 |
| Hoffman, Ambria | New Hire | Teacher Aide | NECC | PT | NECC | | 9/28/2020 | 10.13/hr Step 1 |
| Huber, Amanda | New Hire | JH Volleyball Coach | HS | Coaching | Coaching | Sarah Gieseke | 9/30/2020 | 2047.00 Step 2 |
| Kehler, Kylie Rae | New Hire | Teacher Aide | NECC | 40 | NECC | | 9/2/2020 | 10.13/hr Step 1 |
| Klockziem, Tiffany | Volunteer | JH Volleyball Coach | HS | Coaching | Coaching | | 9/30/2020 | Volunteer |
| Soost, Amy | New Hire | JH Volleyball Coach | HS | Coaching | Coaching | Hannah Beckius | 9/30/2020 | 1897.00 Step 1 |
| Thompson, Jaclyn | New Hire | Teacher Aide | NECC | PT | NECC | | 9/28/2020 | 10.13/hr Step 1 |
| Trubenbach, Kyla | New Hire | Teacher Aide | NECC | PT | NECC | | 9/30/2020 | 10.13/hr Step 1 |

F.4. Accept Donations

F.5. Designate Business Manager As Authorized Representative For ProGrowth Bank and Minnesota School District Liquid Asset Fund

F.6. Set Special School Board Meeting For November 12 at 6:00 p.m. to Canvass The Election Results

G. ADJOURNMENT

Move to Adjourn at 7:05pm. This motion, made by Wayne Whitmore and seconded by Scot Osborne, Carried.

Phillip Wills: Absent, Adam Erickson: Yea, Eric Hopp: Yea, Jill Johnson: Yea, Scot Osborne:

Yea, Wayne Whitmore: Yea

Yea: 5, Nay: 0, Absent: 1

BOARD PACKET SUMMARY

Bank Account Balance as of:

| | <u>October 31, 2020</u> |
|---------------------------|-------------------------|
| Progrowth Bank - Checking | \$ 557,370.93 |
| MSDLAF | 1,302,398.38 |
| Petty Cash | 750.00 |
| Total | <u>\$ 1,860,519.31</u> |

Net October 2020 Payrolls

| | <u>S202104</u> |
|--------------------------|----------------------|
| Fund 1 General | \$ 141,507.01 |
| Fund 2 Food Service | 6,095.34 |
| Fund 4 Community Service | 8,474.71 |
| Fund 24 Fitness Center | 1,338.94 |
| Fund 34 Daycare | 24,038.70 |
| Fund 44 Latchkey | 4,242.22 |
| Total | <u>\$ 185,696.92</u> |

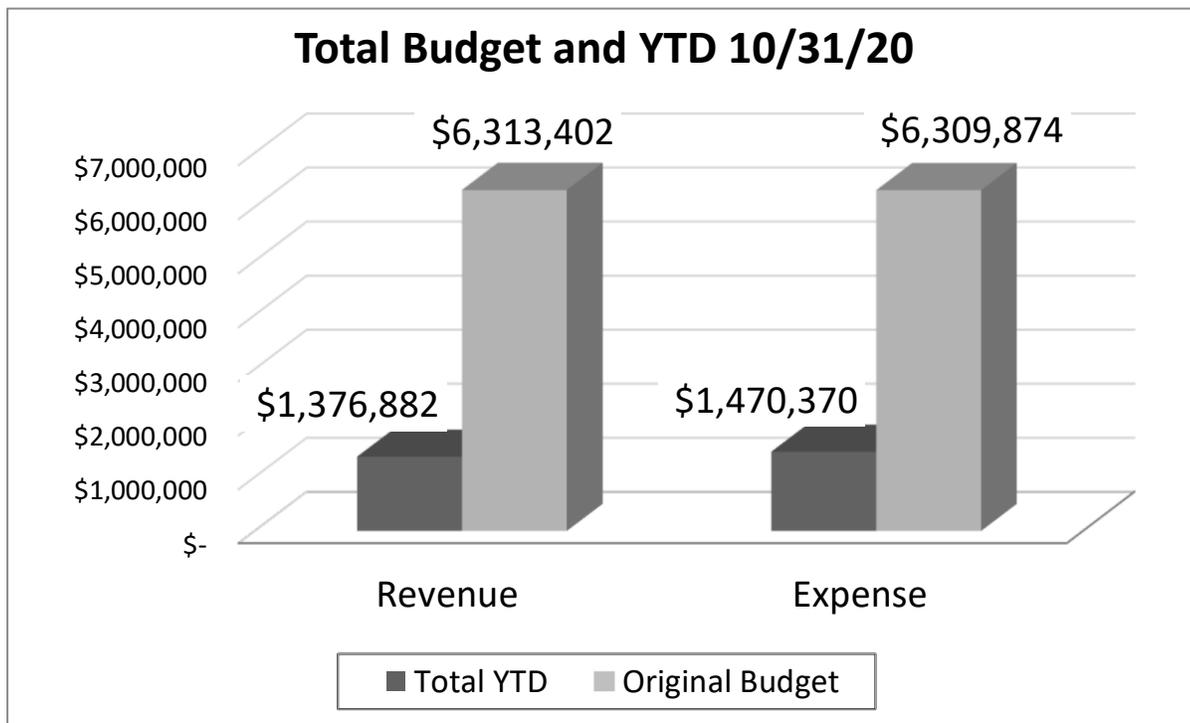
Paid Bills October-November 2020

| | |
|----------------------------|----------------------|
| Fund 1 General | \$ 525,281.88 |
| Fund 2 Food Service | 13,919.90 |
| Fund 4 Community Service | 1,579.25 |
| Fund 7 Debt Service | - |
| Fund 24 Fitness Center | - |
| Fund 25 Student Activities | 25,972.07 |
| Fund 34 Daycare | 2,924.51 |
| Fund 44 Latchkey | 507.81 |
| Total | <u>\$ 570,185.42</u> |

TOTAL FINANCE \$ 972,829.40

Nicollet ISD 507
Monthly Budget Report
10/31/2020

| | <u>Revenue</u> | <u>% of Total</u> | <u>Expense</u> | <u>% of Total</u> |
|------------------------|---------------------|-------------------|---------------------|-------------------|
| Original Budget | \$ 6,313,402 | | \$ 6,309,874 | |
| Month Ending: | | | | |
| 7/31/2020 | \$ 180,674 | 2.9% | \$ 221,277 | 3.5% |
| 8/31/2020 | \$ 668,774 | 10.6% | \$ 182,374 | 2.9% |
| 9/30/2020 | \$ 44,346 | 0.7% | \$ 590,632 | 9.4% |
| 10/31/2020 | \$ 483,088 | 7.7% | \$ 476,087 | 7.5% |
| 11/30/2020 | \$ - | 0.0% | \$ - | 0.0% |
| 12/31/2020 | \$ - | 0.0% | \$ - | 0.0% |
| 1/31/2021 | \$ - | 0.0% | \$ - | 0.0% |
| 2/29/2021 | \$ - | 0.0% | \$ - | 0.0% |
| 3/31/2021 | \$ - | 0.0% | \$ - | 0.0% |
| 4/30/2021 | \$ - | 0.0% | \$ - | 0.0% |
| 5/31/2021 | \$ - | 0.0% | \$ - | 0.0% |
| 6/30/2021 | \$ - | 0.0% | \$ - | 0.0% |
| Total YTD | <u>\$ 1,376,882</u> | <u>21.8%</u> | <u>\$ 1,470,370</u> | <u>23.3%</u> |



November 11, 2020

I recommend approving the personnel items as presented (sorted by last name):

| Name | Status | Job Title | Location | Hrs Per Day/FTE | Group | Replacing | Effective | Wage |
|-----------------|---------------|----------------------------|-----------------|------------------------|--------------|------------------|------------------|--------------------|
| Janni, Danielle | Resignation | NECC Lead Teacher | NECC | 40 | NECC | | 11/13/2020 | |
| Sanow, Kylee | New Hire | Teacher Aide | NECC | PT | NECC | | 10/20/2020 | 10.13/hr Step 1 |
| Stevens, Martin | New Hire | Head Boys Basketball Coach | HS | Coaching | Coaching | | 11/23/2020 | 4,103 Step 5 |

NICOLLET PUBLIC SCHOOLS

Fundraiser and Solicitation Request Form

to be completed yearly for each fundraising activity / organization funding request

POLICY NOTES:

- If the funding activity is new, school board approval is required before commencing.
- Individuals soliciting businesses for funds towards his/her activity account is NOT board approved.

Date of request: 11-3-20 **Dates of Fundraiser:** November, 2020

NPS Organization Requesting to Raise Funds: Athletic Department

One-Time Fundraiser Reoccurring Fundraiser

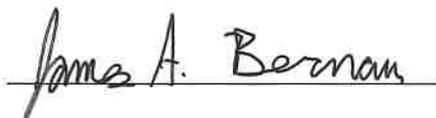
New request Previously board approved request

Purpose of the Funds (provide details): Funds will be used to cover the cost of setting up a NFHS network system at NPS. Cost will cover cameras, a computer to use for portable streaming, and installation costs for the fixed cameras.

Funding Source Organization: Nicollet Lions, Nicollet Foundation, Nicollet Conservation Club

Amount of funds anticipated: Between \$3,300 and \$6,400

Fundraiser Description: I am requesting permission to approach local community groups asking for donations to cover the cost of setting up the NFHS network for our school.



Advisor Signature

Superintendent Signature

Board Approved on: _____



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Stream Services Fundraiser Request

Funds are being requested to set up the NFHS network at NPS. The NFHS network is currently running a special on their Pixellot cameras, 2 units for \$2500 installed. In addition to the cameras, we would need to run hard line internet to both of the cameras, with an estimated cost of \$800. These are the minimum things we would need to utilize the NFHS network. If groups are generous, we could also purchase a camera (\$1800) and laptop computer (\$1300), to give us the capability to stream other events such as graduations, and concerts, as well as road events.

| | |
|---|---------------|
| Pixellot Cameras (2) with installation included | \$2500 |
| Hard line internet with installation | <u>\$800</u> |
| Subtotal | \$3300 |
| | |
| Camera | \$1800 |
| Laptop | <u>\$1300</u> |
| Subtotal | \$3100 |
| | |
| Grand Total | \$6400 |

NPS Music Dept Trip

Background:

The planning for the music trip started in April of 2019. The plan is to take a trip to Memphis/Nashville at the end of March 2021. A spring break was put into the school calendar so students would not miss any school days.

The original itinerary has us leaving on Friday, March 26 and returning on Wednesday, March 31, 2021.

COVID Issues:

Because no one knows what will be happening with Covid in March, I have continued to plan the trip as scheduled.

The simplest option would be to delay the trip until the following school year: March 2022.

However, this year's seniors would then miss out on yet another event this school year. Money the seniors have in their trip accounts would be lost. These seniors have been in band since 5th grade.

At this time all students going on the trip have \$300- \$800 in their trip accounts. Per school policy, money made through fundraising cannot be refunded.

Solution

Offer a long weekend trip to the seniors to a nearby destination. This would give the seniors the opportunity to spend the money they have in their accounts.

One option could be to go the Twin Cities and tour Paisley Park, see a show at Chanhassen Dinner Theater, take a Riverboat Cruise, visit the Walker Art Center, etc...

This would not be the same as taking a trip to Memphis/Nashville. However, it would give the seniors a trip.

If we can't take the Seniors to the Twin Cities because of COVID-19.

I suggest the seniors be refunded the total amount of funds in their account, including fundraising profits.

Final date to make a decision

According to our travel agent, the final date for making our decision as to go to Memphis/Nashville would be in early December.

I am asking that the school board make the decision if the group can go to Memphis/Nashville at their regular November meeting.

If the school board decides that the group should delay the trip until next year, I would like to start planning a weekend trip for the senior band/choir members. This trip could be in March, April or May.

Reasons we don't take summer trips

I am including this because I am sure someone will ask why we just don't take the trip(s) in the summer.

We would have to keep rehearsing the groups so they are performance ready. It takes 2 ½ months to get the groups ready with our concert songs for the trip. If we took a summer trip, the groups would need to keep practicing to be performance ready.

Students have jobs

Students have drivers ed (starts 2nd week of June and classes go through remainder of June)

Graduation parties (first two-three weekends in June)

Sports camps (June & July)

State trap shooting in Alexandria (3rd week and weekend in June)

The seniors will have already graduated...would they have to follow the rules since they are no longer students at NPS

Summer baseball and softball conflicts

CERTIFICATION OF MINUTES

RELATING TO
GENERAL OBLIGATION BONDS, SERIES 2020B

ISSUER: INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
NICOLLET, MINNESOTA

BODY: SCHOOL BOARD

KIND, DATE, TIME AND PLACE OF MEETING: A regular meeting held on November 11, 2019, at 6:00 o'clock p.m., in the School District.

MEMBERS PRESENT: _____

MEMBERS ABSENT: _____

Documents Attached: Extract of Minutes of said meeting.

RESOLUTION OF THE SCHOOL BOARD OF INDEPENDENT SCHOOL DISTRICT NO. 507 (NICOLLET) STATE OF MINNESOTA (THE "DISTRICT") APPROVING THE SALE OF THE DISTRICT'S GENERAL OBLIGATION BONDS, SERIES 2020B (THE "BONDS") TO THE PURCHASER THEREOF; DETERMINING THE FORM AND DETAILS OF SUCH BONDS; AUTHORIZING THE EXECUTION, DELIVERY AND REGISTRATION OF SUCH BONDS; PROVIDING FOR THE PAYMENT OF AND THE SECURITY FOR SUCH BONDS; AND AUTHORIZING AND RATIFYING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the obligations referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said obligations; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting duly given as required by law.

EXECUTED AND DATED this ___th day of November, 2020.

School District Clerk

EXTRACT OF MINUTES OF A MEETING
OF THE SCHOOL BOARD
OF INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
STATE OF MINNESOTA

HELD: November 11, 2020

Pursuant to due call and notice thereof, a regular meeting of the School Board of Independent School District No. 507 (Nicollet), State of Minnesota (the "District"), was duly held on November 11, 2020, at 6:00 o'clock p.m., for the purpose, in part, of approving the sale of of the General Obligation Bonds, Series 2020B of the District. All proceedings hereafter shown were taken while the meeting was open to the attendance of the public.

Member _____ introduced the following resolution and moved its adoption:

RESOLUTION OF THE SCHOOL BOARD OF INDEPENDENT SCHOOL DISTRICT NO. 507 (NICOLLET) STATE OF MINNESOTA (THE “DISTRICT”) APPROVING THE SALE OF THE DISTRICT’S GENERAL OBLIGATION BONDS, SERIES 2020B (THE “BONDS”) TO THE PURCHASER THEREOF; DETERMINING THE FORM AND DETAILS OF SUCH BONDS; AUTHORIZING THE EXECUTION, DELIVERY AND REGISTRATION OF SUCH BONDS; PROVIDING FOR THE PAYMENT OF AND THE SECURITY FOR SUCH BONDS; AND AUTHORIZING AND RATIFYING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

BE IT RESOLVED by the School Board (the “**Board**”) of Independent School District No. 507 (Nicollet), State of Minnesota (the “**District**”), as follows:

**Article I
Authorization and Sale**

Section 1.01 Authorization and Purpose. At a meeting held September 25, 2020, this Board determined to sell and issue its General Obligation Bonds, Series 2020B in the aggregate principal amount of not to exceed \$1,235,000 (as more fully described herein, the “**Bonds**”). The resolution provided that the Bonds were to consist of two components:

a) up to \$860,000 general obligation facilities maintenance bonds (the “**Facilities Maintenance Portion**”) issued pursuant to Minnesota Statutes, Section 123B.595, subdivision 5 and Chapter 475, as amended, to fund the costs of the following projects at District facilities included in its ten-year facility plan approved by the Board and the Commissioner of Education, and related financing costs (the “**Facilities Maintenance Projects**”):

- Replacement of heat pumps
- Upgrade of pneumatic controls

b) up to \$375,000 general obligation capital facilities bonds (the “**Capital Facilities Portion**”) issued pursuant to Minnesota Statutes, Section 123B.62 and Chapter 475, as amended, to fund the costs of the following projects and related financing costs (the “**Capital Facilities Projects**”):

- Installation of a backup generator
- Public address system upgrades

- Repair of building exteriors
- Upgrade interior lighting fixtures

The Board has caused the “Notice of Intent to Issue Facilities Maintenance Bonds to Finance Certain Projects included in the District’s Ten-Year Facility Plan and Capital Facilities Bonds to Finance Certain Other Projects” to be published in the official newspaper of the District as required by Minnesota Statutes, Section 123B.595, subdivision 5, clause (b) and Section 123B.62, clause (b), respectively.

Section 1.02 Sale. The Board, having been advised by David Drown Associates, Inc., its independent municipal advisor, has determined that this issue shall be privately sold after direct negotiation, as authorized pursuant to Minnesota Statutes, Section 475.60, Subdivision 2(9), as amended. The proposal of Robert W. Baird & Co. (the “**Underwriter**”) to purchase the Bonds at a price of \$1,211,053.60 (representing the par amount of the Bonds of \$1,200,000.00, plus original issue premium of \$29,053.60 and less underwriter’s discount of \$18,000.00), was accepted by the Board Chair and the Superintendent on November 10, 2020 pursuant to the Bond Purchase Agreement between the Underwriter and the Board Chair and the Superintendent. The proposal of the Underwriter and the award of the sale of the Bonds is hereby ratified by the Board.

Section 1.03 Execution of Documents. The execution of the Bond Purchase Agreement dated November 10, 2020 between the Underwriter and the District is hereby ratified.

Section 1.04 Compliance with Law. All acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to happen and to be performed precedent to the issuance of the Bonds having been done, having happened and having been performed in regular and due form, time and manner as required by law, the Board hereby finds and determines that it is necessary for this Board to provide for the issuance, sale and deliver of the Bonds, to establish the form and terms of the Bonds and to provide for the payment and the security thereof.

Section 1.05 Facilities Maintenance Bonding and Levy Program. The District hereby covenants and obligates itself to comply with the provisions of Minnesota Statutes, Section 123B.595, and any continuing obligations specified therein, including the requirements relating to annually updating its ten-year facility plan, submitting its facility maintenance plan to the Commissioner of Education annually or as otherwise required, and accounting as required thereunder.

Article II

Authorization; Bond Terms; Registration; Execution and Delivery

Section 2.01 Authorization and Designation. In accordance with the laws of the State of Minnesota, the Board hereby authorizes the issuance of the Bonds in the aggregate principal amount of \$1,200,000 to be used to finance the Facilities Maintenance Projects and Capital Facilities Projects, respectively. Such Bonds shall be designated as “General Obligation Bonds, Series 2020B”.

Section 2.02 Maturities, Interest Rates and Denominations. The Bonds shall be originally dated their date of original issue and delivery (November 30, 2020), shall be issued and sold in denominations of \$5,000 or any integral multiple thereof within a single maturity. The Bonds shall mature on February 1 in the years and amounts set forth below and shall bear interest at the rates per annum set forth below opposite such years and amounts from their date of original issue or from the most recent Interest Payment Date to which interest has been paid or duly provided for until paid or duly called for redemption (if any), as follows:

| <u>Year</u> | <u>Amount</u> | <u>Interest</u> | <u>Year</u> | <u>Amount</u> | <u>Interest</u> |
|-------------|---------------|-----------------|-------------|---------------|-----------------|
| 2022 | \$70,000 | 0.55% | 2030 | \$95,000 | 2.00% |
| 2023 | 70,000 | 0.55 | 2031 | 100,000 | 2.00 |
| 2024 | 75,000 | 0.55 | 2032 | 95,000 | 2.00 |
| 2025 | 80,000 | 0.85 | 2033 | 65,000 | 2.00 |
| 2026 | 90,000 | 0.85 | 2034 | 65,000 | 2.00 |
| 2027 | 90,000 | 0.85 | 2035 | 70,000 | 2.00 |
| 2028 | 90,000 | 2.00 | 2036 | 50,000 | 2.00 |
| 2029 | 95,000 | 2.00 | | | |

The Facilities Maintenance Portions and the Capital Facilities Portion of the Bonds are as follows:

| <u>Maturity</u> | <u>Facilities Maintenance Portion</u> | <u>Capital Facilities Portion</u> |
|-----------------|---------------------------------------|-----------------------------------|
| 2022 | \$40,000 | \$30,000 |
| 2023 | 40,000 | 30,000 |
| 2024 | 45,000 | 30,000 |
| 2025 | 45,000 | 35,000 |
| 2026 | 55,000 | 35,000 |
| 2027 | 55,000 | 35,000 |
| 2028 | 55,000 | 35,000 |
| 2029 | 60,000 | 35,000 |
| 2030 | 60,000 | 35,000 |
| 2031 | 65,000 | 35,000 |
| 2032 | 65,000 | 35,000 |
| 2033 | 65,000 | 35,000 |
| 2034 | 65,000 | 35,000 |
| 2035 | 70,000 | 35,000 |
| 2036 | 50,000 | 30,000 |

The Bonds shall be issuable only in fully registered form. Interest shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest thereon and, upon surrender of each Bond, the principal amount thereof, shall be paid by check or draft issued by the Registrar described herein; provided, however, that so long as the Bonds are registered in the name of a securities depository, or a nominee thereof, in accordance with Section 2.07 hereof, the principal of and the interest on the Bonds shall be paid in accordance with the operational arrangements of the securities depository.

The maturities set forth above, together with the maturities of all other outstanding general obligation bonds of the District, meet the requirements of Minnesota Statutes, Section 475.54.

Section 2.03 Dates and Interest Payments. Upon initial delivery of the Bonds pursuant to Section 2.06 hereof and upon any subsequent transfer or exchange pursuant to Section 2.05 hereof, the date of authentication shall be noted on each Bond so delivered, exchanged or transferred. The interest on the Bonds shall be payable on February 1 and August 1 (each, an “**Interest Payment Date**”), commencing August 1, 2021, to the owners of record thereof as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day the (“**Record Date**”).

Section 2.04 Redemption.

(a) **Optional Redemption.** The District may elect on February 1, 2028, and on any day thereafter, to prepay Bonds due on or after February 1, 2029. Redemption may be in whole or in part and if in part at the option of the District and in such manner as the District shall determine. All Bonds shall be redeemed at a price of par plus accrued interest to the date of redemption. Bonds subject to redemption shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any whole multiple thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bonds there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, Bonds of like series, maturity and interest rates in any of the authorized denominations provided by this Resolution. If less than all Bonds of any maturity are to be called for redemption pursuant to this Resolution, the Registrar shall select the particular Bonds of such maturity to be redeemed by lot.

(b) **Mandatory Sinking Fund Redemption.** The Bonds maturing on February 1, 2024, 2027, 2029, 2032 and 2036 (the “Term Bonds”) are subject to mandatory redemption prior to maturity from sinking fund payments at a redemption price equal to the principal amount of the Bonds to be so redeemed plus accrued interest thereon to the date fixed for redemption, on February 1 in years and principal amounts set forth below, respectively:

February 1, 2024 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2022 | \$70,000 |
| February 1, 2023 | 70,000 |
| February 1, 2024* | 70,000 |

*Final Maturity

February 1, 2027 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2025 | \$80,000 |
| February 1, 2026 | 90,000 |

| | |
|-------------------|--------|
| February 1, 2027* | 90,000 |
|-------------------|--------|

*Final Maturity

February 1, 2029 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2028 | \$90,000 |
| February 1, 2029* | 95,000 |

*Final Maturity

February 1, 2032 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2030 | \$95,000 |
| February 1, 2031 | 100,000 |
| February 1, 2032* | 95,000 |

*Final Maturity

February 1, 2036 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2033 | \$65,000 |
| February 1, 2034 | 65,000 |
| February 1, 2035 | 70,000 |
| February 1, 2036* | 50,000 |

*Final Maturity

The Registrar (as defined herein) shall select by lot the portions of the above-described Bonds (the “**Term Bonds**”) to be redeemed on each sinking fund redemption date (each, a “**Sinking Fund Redemption Date**”). If the Term Bonds are redeemed at the option of the District pursuant to Section 2.04(a) above, the Term Bonds so optionally redeemed may, at the option of the District, be applied as a credit against any subsequent sinking fund redemption with respect to Term Bonds otherwise to be redeemed thereby, such credit to be equal to the principal amount of such Term Bonds redeemed pursuant to Section 2.04(a), provided that the District shall have delivered to the Registrar not less than 45 days prior to such Sinking Fund Redemption Date a District certificate stating its election to apply such Term Bonds as such a credit. In such case, the Registrar shall reduce the amount of Term Bonds to be redeemed on the Sinking Fund Redemption Date specified in such District certificate by the principal amount of Term Bonds so redeemed. Any credit given to sinking fund redemptions pursuant to Section 2.04(a) shall not affect any subsequent sinking fund redemptions, which shall remain payable as otherwise provided in this subsection, unless and until another credit is given in accordance with the provisions hereof.

(c) **Notice of Redemption.** Notice of redemption of Bonds stating their designation, date, maturity, principal amounts and the redemption date shall be given by the Registrar by mailing such notice by first class mail, postage prepaid, not less than 30 days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of

the Bonds) to the registered owners at their most recent addresses appearing upon the books of the Registrar. Failure to give notice to any particular registered owner or any defect in the notice given to such owner shall not affect the validity of the proceedings calling the Bonds or the redemption of any Bonds for which proper notice has been given. Notice of redemption need not be given to the holder of any Bonds, whether registered or not, who has waived notice of redemption. Notice of redemption having been given as provided above or notice of redemption having been waived by the owners of Bonds called for redemption to whom such notice has not been given as provided above, the Bonds so called for redemption shall become due and payable on the designated redemption date. The District shall give written notice to the Registrar of its election to redeem Bonds at least 45 days prior to the said redemption date, or such shorter period as shall be acceptable to the Registrar. If on or before the said redemption date funds sufficient to pay the Bonds so called for redemption at the applicable redemption price and accrued interest to said date have been deposited or caused to have been deposited by the District with the Registrar for the purposes of such payment and notice of redemption thereof has been given or waived as hereinbefore provided, then from and after the date fixed for redemption interest on such Bonds so called shall cease to accrue and become payable. If such funds shall not have been so deposited with the Registrar as aforesaid no later than the date fixed for redemption, such call for redemption shall be revoked and the Bonds so called for redemption shall continue to be outstanding the same as though they had not been so called; such Bonds shall continue to bear interest until paid at such rate as they would have borne had they not been called for redemption and shall continue to be protected by this Bond Resolution and entitled to the benefits and security hereof.

Section 2.05. Appointment of Initial Registrar. The District hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as the initial bond registrar, transfer agent and paying agent (the “**Registrar**”). The Chair of the Board and the Clerk of the District are authorized to execute and deliver, on behalf of the District, a contract with the Registrar (the “**Registrar Agreement**”). The Registrar shall have only such duties and obligations as are expressly specified by this Resolution and the Registrar Agreement, and no other duties or obligations shall be implied to the Registrar, except as may be set forth in a written agreement between the District and a successor Registrar.

The District agrees to pay the reasonable and customary charges of the Registrar for the services performed. The Registrar shall notify the District in writing of any changes in its principal corporate trust office as set forth in this Section.

Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar.

The District reserves the right to remove the Registrar upon thirty (30) days’ notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar. The Chair of the Board and the Clerk of the District is each authorized to remove the Registrar as provided herein if he or she determines such removal is in the best interest of the District. Upon such removal, such officer is authorized to appoint a successor Registrar and to execute a Registrar Agreement with such successor Registrar in a

form substantially similar to that approved by the Board pursuant to this Resolution, but with such changes as he or she shall deem appropriate or necessary.

Section 2.06. Registration. The effect of registration and the rights and duties of the District and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the transferor. The Registrar may, however, close the books for registration of any transfer after any Record Date and until the immediately succeeding Interest Payment Date.

(c) Exchange of Bonds. Whenever any Bonds are surrendered by the registered owner for exchange the Registrar shall authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the District.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The District and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds, the Registrar may impose a charge upon the owner thereof sufficient to reimburse the

Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the District and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the District. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the District, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

Section 2.07. Execution; Authentication and Delivery. The Bonds shall be prepared under the direction of the Clerk of the District and shall be executed on behalf of the District by the signatures of the Chair of the Board and the Clerk of the District, provided that all signatures may be printed, engraved, or lithographed facsimiles of the originals. In case any officer whose signature, or a facsimile of whose signature, shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of the Registrar. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so executed and authenticated, they shall be delivered by the Clerk of the District to the Underwriter upon payment of the purchase price in accordance with the contract of sale heretofore made and executed.

Section 2.08. Securities Depository.

(a) For purposes of this section the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the beneficial owner of such Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Bonds as securities depository.

“Representation Letter” shall mean the Representation Letter pursuant to which the District agrees to comply with DTC’s Operational Arrangements.

(b) The Bonds shall be initially issued as separately authenticated fully registered bonds, and one Bond shall be issued in the principal amount of each stated maturity of the Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the bond register in the name of Cede & Co., as nominee of DTC. The Registrar and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Bonds under this Resolution, registering the transfer of Bonds, and for all other purposes whatsoever; and neither the Registrar nor the District shall be affected by any notice to the contrary. Neither the Registrar nor the District shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any Participant, or any other person which is not shown on the bond register as being a registered owner of any Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Bonds, with respect to any notice which is permitted or required to be given to owners of Bonds under this Resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Bonds. So long as any Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Bond, and shall give all notices with respect to such Bond, only to Cede & Co. in accordance with DTC’s Operational Arrangements, and all such payments shall be valid and effective to fully satisfy and discharge the District’s obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the District to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the District determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bonds in the form of bond certificates, the District may notify

DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Bonds in the form of certificates. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the District and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with paragraph (e) hereof.

(d) The execution and delivery of the Representation Letter to DTC, in substantially the form attached hereto as Exhibit B, by the Chair of the Board or the Clerk of the District, if not previously filed with DTC, is hereby authorized and directed.

(e) In the event that any transfer or exchange of Bonds is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this Resolution. In the event Bonds in the form of certificates are issued to owners other than Cede & Co., its successor as nominee for DTC as owner of all the Bonds, or another securities depository as owner of all the Bonds, the provisions of this Resolution shall also apply to all matters relating thereto, including, without limitation, the printing of such Bonds in the form of bond certificates and the method of payment of principal of and interest on such Bonds in the form of bond certificates.

Article III Form of Bonds

The Bonds shall be issued in substantially the form of bond attached as Exhibit A hereto.

Article IV Use of Proceeds

(a) Use of Proceeds.

(i) Upon payment for the Bonds by the Underwriter, a portion of the proceeds of the Bonds shall be applied to pay costs of the Facilities Maintenance Portion and the Capital Facilities Portion and deposited in the accounts or funds established on the books and records of the District as follows:

(a) \$830,400.00 shall be deposited in an account established under the Project Fund (as defined herein) for payment of the costs of the Facilities Maintenance Projects (the “**Facilities Maintenance Account**”).

(b) \$364,000.00 shall be deposited in an account established under the Project Fund (as defined herein) for payment of the costs of the Capital Facilities Projects (the “**Capital Facilities Account**”).

(c) \$2,321.11 shall be deposited in the Debt Service Fund described below to pay interest on the Facilities Maintenance Portion and \$62.26

shall be deposited in the Debt Service Fund described below to pay interest on the Capital Facilities Portion of the Bonds due August 1, 2021.

(ii) The remainder of the proceeds of the Bonds may be disbursed by the District to pay the costs of issuing the Bonds. The District may also pay such costs from other legally available moneys.

Article V Creation of Debt Service Fund; Tax Levies; Investments

Section 5.01. General Obligation Facilities Maintenance Bonds, Series 2020B Project Fund. There is hereby established on the official books and records of the District a “General Obligation Facilities Maintenance Bonds, Series 2020B Project Fund” (the “**Project Fund**”) and shall maintain within the Project Fund, the Facilities Maintenance Account and the Capital Facilities Account (the “**Project Accounts**”) until all costs and expenses incurred in connection with the respective Projects have been paid. After payment of all costs and expenses, the of the Projects for which it was created, the Facilities Maintenance Account and the Capital Facilities Account, as applicable, shall be discontinued and any Bond proceeds remaining therein shall be credited to the Debt Service Fund established by Section 5.02 hereof and applied (i) to the Facilities Maintenance Portion in the case of surplus funds from the Facilities Maintenance Account and (ii) to the Capital Facilities Portion in the case of surplus funds from the Capital Facilities Account.

Section 5.02. General Obligation Facilities Maintenance Bonds, Series 2020B Debt Service Fund. The principal of and the interest on the Bonds shall be paid from a separate General Obligation Facilities Maintenance Bonds, Series 2020B Debt Service Fund (the “**Debt Service Fund**”) which shall be created and maintained on the books of the District as a separate debt redemption fund until the Bonds, and all interest thereon, are fully paid. All ad valorem taxes levied and collected as hereinafter specified shall be credited to the Debt Service Fund, as well as any other funds appropriated by the Board for the payment of the Bonds and any moneys received pursuant to the Credit Enhancement Act (as defined in Article IX herein). If any payment of principal of or interest on the Bonds shall become due when there is not sufficient money in the Debt Service Fund to make such payment, the Clerk of the District shall pay the same from any other available fund of the District, and such other fund shall be reimbursed for such advances out of the proceeds of the taxes levied for the payment of the Bonds when available. If the District does not have other moneys available to pay scheduled debt service on the Bonds, the District shall take all necessary actions pursuant to Article IX hereof.

Section 5.03. Pledge of Full Faith and Credit; Tax Levies. The Board hereby irrevocably pledges the full faith, credit and taxing power of the District to the prompt and full payment of the principal of and interest on the Bonds as the same respectively become due. To provide moneys for the payment of principal of and interest on the Bonds as required by Minnesota Statutes, Sections 123B.595 and 475.61, the Board hereby represents, warrants and covenants that it shall cause to be levied and collected annually on all taxable property in the District a direct, annual ad valorem tax which shall be spread upon the tax rolls for collection in the years and amounts as follows, as a part of other general taxes of the District, as follows:

Levy Years

Collection Years

Amount

(See Exhibit C hereto for levy computation)

Such tax shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the District. The special tax described herein and all receipts therefrom are pledged to the payment of debt service on the Bonds. Such tax shall be irrevocable as long as any of the Bonds are outstanding and unpaid; provided that the District reserves the right and power to reduce the levies in the manner and to the extent permitted by Minnesota Statutes, Section 475.61. It is estimated that the ad valorem taxes will be collected in amounts not less than five percent (5%) in excess of the annual principal and interest requirements of the Bonds. If, as of the date tax levies are certified in any year, the sum of the balance in the Debt Service Fund plus any ad valorem taxes theretofore levied for the payment of Bonds payable therefrom and collectible through the end of the following calendar year is not sufficient to pay when due all principal and interest to become due on all Bonds payable therefrom in said following calendar year, or the Debt Service Fund has incurred a deficiency in the manner provided in Section 5.01 hereof or amounts are owing to the State in the manner provided in Article IX hereof, an additional direct, irrevocable, ad valorem tax shall be levied on all taxable property within the corporate limits of the District for the purpose of restoring such accumulated or anticipated deficiency in accordance with the provisions of this Resolution.

Section 5.04. Levy Reductions. If the District's debt service revenue required to pay principal and interest on its facilities maintenance bonds issued pursuant to Minnesota Statutes, Section 123B.595 for any fiscal year exceeds the District's authorized long-term facilities maintenance revenue for the same fiscal year, the District's authorized general fund levy for that same fiscal year must be reduced by the amount of the excess.

Section 5.05. Investments. Moneys in each of the funds and accounts created and established by this Resolution shall be deposited, invested and secured in accordance with State law. Moneys held in such funds and accounts may be invested by the District or at its direction in such amounts and maturing at such times as shall reasonably provide for moneys to be available when required in the accounts or funds; provided, however, that no such investment shall be made for a period extending longer than to the date when the moneys invested may be needed for the purpose for which such fund or account was created; and provided further that such investments shall be subject to the covenants and provisions of the Article VII hereof. All interest on any authorized investment held in any fund or account shall accrue to and become a part of such fund or account. All money held in the funds created by this Resolution shall be kept separate and apart from all other funds of the District so that there shall be no commingling of such funds with any other funds of the District.

Article VI
Certification of Proceedings

Section 6.01. Filing with County Auditors. The Clerk of the District is hereby authorized and directed to file with the County Auditor of each county in which the District is located in whole or in part a certified copy of this Resolution together with such other information as the County Auditors shall require and to obtain from the County Auditors a certificate that the Bonds have been entered upon the bond registers and that the tax for the payment of the Bonds has been levied as required by law.

Section 6.02. Certification of Proceedings. The officers of the District and the County Auditors are hereby authorized and directed to prepare and furnish to the Underwriter and to Kutak Rock LLP, Bond Counsel, certified copies of all proceedings and records of the District relating to the Bonds and to the financial condition and affairs of the District, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as they appear from the books and records under the officer's custody and control or as otherwise known to the them. All such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the District to the correctness of all statements contained herein.

Section 6.03. Official Statement. The Preliminary Official Statement relating to the Bonds, as of its date November 10, 2020, prepared and distributed by the Underwriter, including any amendments or supplements thereto, is hereby ratified, approved and deemed "final" for purposes of Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934, as amended ("**Rule 15c2-12**"). The Underwriter is hereby authorized on behalf of the District to prepare and distribute to the purchasers within seven business days from the date hereof, a Final Official Statement listing the offering price, the interest rates, selling compensation, delivery date, the underwriters and such other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12. The use and public distribution of the final Official Statement by the Underwriter in connection with the offering of the Bonds is hereby authorized. The officers of the District are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

Article VII
Covenants and Arbitrage Matters.

Section 7.01. Restrictive Action. The Board covenants and agrees with the registered owners of the Bonds, that it will not take or permit to be taken by any of its officers, employees or agents any actions that would cause interest on the Bonds to become includable in gross income of the recipient under the Code and applicable Regulations, and covenants to take any and all actions within its powers to ensure that the interest will not become includable in gross income of the recipient under the Code and the Regulations. It is hereby certified that the proceeds of the Refunded Bonds were used to finance the acquisition and betterment of school facilities owned and operated by the District and the District covenants and agrees that, so long as the Bonds are outstanding, the District shall not enter into any lease, management agreement, use agreement or other contract with any nongovernmental entity relating to the school facilities so financed which would cause the Bonds to be considered “private activity bonds” or “private loan bonds” pursuant to Section 141 of the Code.

Section 7.02. Arbitrage Certification. The Chair of the Board and the Clerk of the District, being the officers of the District charged with the responsibility for issuing the Bonds pursuant to this Resolution, are authorized and directed to execute and deliver to the Purchaser a certificate in accordance with the provisions of Section 148 of the Code and applicable Regulations stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Bonds which make it reasonable to expect that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be “arbitrage bonds” within the meaning of the Code and the Regulations.

Section 7.03. Arbitrage Rebate. The Board acknowledges that the Bonds are subject to the rebate requirements of Section 148(f) of the Code and covenants to retain such records, make such determinations, file such reports and documents and pay such amounts at such times as are required under Section 148(f) and applicable Regulations to preserve the exclusion of interest on the Bonds from gross income for federal income tax purposes, unless the Bonds qualify for an exception from the rebate requirement pursuant to one of the spending exceptions set forth in Section 1.148-7 of the Regulations and no “gross proceeds” of the Bonds (other than amounts constituting a “bona fide debt service fund”) arise during or after the expenditure of the original proceeds thereof.

Section 7.04. Post-Issuance Compliance Procedures. The Board hereby adopts the Post-Issuance Tax Compliance Procedures attached to this Resolution as Exhibit D to ensure that the District satisfies and meets all applicable post-issuance requirements of federal income tax law needed to preserve the tax-exempt status of the Bonds. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change these policies and procedures from time to time, without notice.

Section 7.05. Bank Qualified Status. The Bonds are hereby designated qualified tax-exempt obligations for purposes of Section 265(b)(3) of the Code.

Article VIII

Continuing Disclosure

Section 8.01. Continuing Disclosure Undertaking. The Board (a) authorizes and directs any District officer to execute and deliver, on the date of the issuance of the Bonds, a continuing disclosure undertaking (the “**Undertaking**”) in such form that satisfies the requirements of Rule 15c2-12 and is acceptable to the Underwriter and bond counsel and (b) covenants that it will comply with and carry out all of the provisions of the Undertaking. A description of this undertaking is set forth in the Official Statement. Notwithstanding any other provisions of this Resolution or the Undertaking, failure of the District to comply with the Undertaking will not be considered a default under this Resolution or the Bonds; however, any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this subparagraph and the Undertaking. For purposes of this subparagraph, “**Beneficial Owner**” means any person who (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of any Bonds for federal income tax purposes.

Article IX

Credit Enhancement Act

The Board hereby covenants and obligates the District to be bound by and to use the provisions of Minnesota Statutes, Section 126C.55 (the “**Credit Enhancement Act**”) to guarantee payment of the principal of, the premium, if any, and the interest on the Bonds when due. The District shall comply with all procedures now or hereafter established by the Minnesota Department of Management and Budget and the Minnesota Department of Education pursuant to subdivision 2(c) of the Credit Enhancement Act and to take such actions as necessary to comply with the Credit Enhancement Act. The Chair of the Board, the Clerk of the District, and the superintendent and the business manager of the District are each authorized to execute any applicable forms of the Minnesota Department of Management and Budget or the Minnesota Department of Education. The Board understands and acknowledges that the provisions of the Credit Enhancement Act shall be binding on the District as long as any Bonds are outstanding.

The Board further covenants to deposit with the Registrar, at least three (3) business days prior to the date on which any payment of principal of, premium, if any, or interest on the Bonds is due, an amount sufficient to pay such payment. If the District believes it may be unable to pay the principal of, the premium, if any or the interest on the Bonds on the date any such payment is due, the District shall notify the Commissioner of the Department of Education as soon as possible, but not less than 15 business days before the date such payment is due. The District shall authorize and direct the Registrar to notify the Commissioner of the Department of Education if (i) the Registrar becomes aware of a potential payment default with respect to the Bonds or (ii) two (2) business days prior to the date a payment is due on the Bonds the Registrar does not have sufficient funds to make the payment due on such date.

Article X
Authorization of Officers

Without in any way limiting the power, authority, or discretion elsewhere herein granted or delegated, the Board hereby (a) authorizes and directs each officer, employee and agent of the District to carry out, or cause to be carried out, and to perform such obligations of the District and such other actions as they, or any one of them shall consider necessary, advisable, desirable, or appropriate in connection with this Resolution and the issuance, sale, and delivery of the Bonds, including, without limitation and whenever applicable, the execution and delivery thereof and of all other related documents, instruments, certificates, and opinions; and (b) delegates to each such officer, employee and agent the right, power, and authority to exercise her or his own independent judgment and absolute discretion in determining and finalizing the terms, provisions, form and contents of each of the foregoing. The execution and delivery by any such officer, employee or agent of the District of any such documents, instruments, certifications, and opinions, or the doing by them of any act in connection with any of the matters which are the subject of this Resolution, shall constitute conclusive evidence of both the District's and their approval of all changes, modifications, amendments, revisions, and alterations made therein, and shall conclusively establish their absolute, unconditional, and irrevocable authority with respect thereto from the District and the authorization, approval, and ratification by the District of the documents, instruments, certifications, and opinions so executed and the action so taken.

* * * * *

Upon vote taken on the foregoing resolution, the following voted in favor thereof:

_____ ;
_____ ;

the following voted against the same: _____ ;

and the following were absent or did not vote: _____ .

Said Resolution having been voted upon favorably by a majority of the members of the Board, the same was by the President declared passed and adopted.

EXHIBIT A

(FORM OF BOND)

**UNITED STATES OF AMERICA
STATE OF MINNESOTA**

**INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)**

GENERAL OBLIGATION BOND, SERIES 2020B

R- _____ \$ _____

| <u>INTEREST RATE</u> | <u>MATURITY DATE</u> | <u>DATE OF ORIGINAL ISSUE</u> | <u>CUSIP</u> |
|--------------------------|--------------------------|-----------------------------------|--------------|
| _____% | February 1, 20__ | November 30, 2020 | |

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

INDEPENDENT SCHOOL DISTRICT NO. 507 (NICOLLET), STATE OF MINNESOTA, a duly organized and existing independent school district, whose administrative offices are located in Nicollet, Minnesota (the “District”), promises to pay to the registered owner specified above, or registered assigns, the accreted amount at maturity specified above, on the maturity date specified above, , or registered assigns, the principal sum specified above on the maturity date specified above, and to pay interest thereon from the date of original issue specified above, or from the most recent interest payment date to which interest has been paid or duly provided for, at the annual rate specified above, payable on February 1 and August 1 in each year, commencing August 1, 2021, to the person in whose name this Bond is registered at the close of business on the fifteenth day (whether or not a business day) of the immediately preceding month. The interest hereon and, upon presentation and surrender hereof at the principal office of the Registrar described below, the principal hereof, are payable in lawful money of the United States of America by check or draft drawn on U.S. Bank National Association in St. Paul, Minnesota, as bond registrar, transfer agent and paying agent, or its successor designated under the resolution described herein (the “Registrar”).

This Bond is one of an issue in the aggregate principal amount of \$1,200,000 (the “Bonds”), issued by the District to fund (i) the acquisition and betterment of projects included in the District’s ten-year facility plan approved by the Commissioner of Education pursuant to Minnesota Statutes, Section 123B.595, subdivision 5, (ii) the costs of certain capital facilities projects, and (iii) related financing costs, and is issued pursuant to and in full conformity with

resolution adopted by the School Board on November 11, 2020 (the “Resolution”), and is issued pursuant to and in full conformity with the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Chapter 475. The Bonds are issuable only in fully registered form, in denominations of \$5,000 or any integral multiple thereof, of single maturities.

The Bonds are direct, general obligations of the District, to which the full faith, credit and resources and the taxing power of the District are irrevocably pledged. Pursuant to the Resolution, the District has covenanted to cause to be made annually a special levy of taxes on all the taxable property in the District, in addition to all other taxes, sufficient in rate and amount to produce sums not less than five percent in excess of the principal of and interest on the Bonds when due. The District has pledged such tax levy and all receipts therefrom to all payments due on the Bonds. The District has further covenanted to be bound by and to use the provisions of Minnesota Statutes, Section 126C.55 (the “Credit Enhancement Act”) to guarantee payment of the principal of and the interest on the Bonds when due.

The District may elect on February 1, 2028, and on any day thereafter, to prepay Bonds due on or after February 1, 2029. Redemption may be in whole or in part and if in part at the option of the District and in such manner as the District shall determine. All Bonds shall be redeemed at a price of par plus accrued interest to the date of redemption.

The Bonds maturing on February 1, 2024, 2027, 2029, 2032 and 2036 (the “Term Bonds”) are subject to mandatory redemption prior to maturity from sinking fund payments at a redemption price equal to the principal amount of the Bonds to be so redeemed plus accrued interest thereon to the date fixed for redemption, on February 1 in years and principal amounts set forth below, respectively:

February 1, 2024 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2022 | \$70,000 |
| February 1, 2023 | 70,000 |
| February 1, 2024* | 70,000 |

*Final Maturity

February 1, 2027 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2025 | \$80,000 |
| February 1, 2026 | 90,000 |
| February 1, 2027* | 90,000 |

*Final Maturity

February 1, 2029 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
|----------------------------------|-------------------------|

| | |
|-------------------|----------|
| February 1, 2028 | \$90,000 |
| February 1, 2029* | 95,000 |

*Final Maturity

February 1, 2032 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2030 | \$95,000 |
| February 1, 2031 | 100,000 |
| February 1, 2032* | 95,000 |

*Final Maturity

February 1, 2036 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 2033 | \$65,000 |
| February 1, 2034 | 65,000 |
| February 1, 2035 | 70,000 |
| February 1, 2036* | 50,000 |

*Final Maturity

Notice of redemption of this Bond shall be given to the Registered Owner hereof by first class mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of the Bonds), all as more particularly set forth in the Bond Resolution; provided, however, that failure to give such notice by mailing, or any defect therein, shall not affect the validity of any proceeding for the redemption of any Bond with respect to which no such failure has occurred. Notice of redemption having been given as provided in the Bond Resolution, or notice of redemption having been waived, and funds for the payment thereof having been deposited with the Registrar, this Bond shall cease to bear interest from and after the date fixed for redemption.

As provided in the Resolution and subject to certain limitations set forth therein, this Bond is transferable upon the books of the District at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney, and may also be surrendered in exchange for Bonds of other authorized denominations. Upon such transfer or exchange, the District will cause a new Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The District and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the District nor the Registrar shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the District.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed preliminary to and in the issuance of this Bond in order to make it a valid and binding general obligation of the District in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Bond, together with all other indebtedness of the District outstanding on the date hereof and on the date of its actual issuance and delivery, does not cause the indebtedness of the District to exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, Independent School District No. 507 (Nicollet), State of Minnesota, by its School Board, has caused this Bond to be executed in its behalf by the facsimile signatures of the Chair of the Board and Clerk of the District, the District having no seal or said seal having been intentionally omitted as permitted by law.

Date of Registration:

Registrable by:

November __, 2020

BOND REGISTRAR'S
CERTIFICATE OF
AUTHENTICATION

Payable at:

This Bond is one of
the Bonds described
in the within mentioned
Resolution.

INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
NICOLLET, MINNESOTA

Bond Registrar

/s/ (Facsimile) _____
Chair of the Board

By _____

/s/ (Facsimile) _____

Authorized Signature

School District Clerk

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

_____ the within Bond and does hereby irrevocably constitute and appoint _____ attorney to transfer the Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated _____

NOTICE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

Signature Guaranteed:

Signature(s) must be guaranteed by a national bank or trust company or by a brokerage firm having a membership in one of the major stock exchanges or any other "Eligible Guarantor Institution" as defined in 17 CFR 240 Ad-15(a)(2).

The Bond Registrar will not effect transfer of this Bond unless the information concerning the assignee requested below is provided.

Name and Address:

(Include information for all joint owners if the Bond is held by joint account.)

Please insert Social Security or other Tax Identification Number of Transferee.

[Empty rectangular box for Social Security or Tax Identification Number]

EXHIBIT B

BLANKET ISSUER LETTER OF REPRESENTATIONS

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

(Name of Issuer and Co-Issuer(s), if applicable)

(Date)

The Depository Trust Company
570 Washington Blvd, 4th FL
Jersey City, NJ 07310
Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

[incorporated in] [formed under the laws of] _____.

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:
Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

(Issuer)

By: _____
(Authorized Officer's Signature)

(Print Name)

(Street Address)

(City) (State) (Country) (Zip Code)

(Phone Number)

(E-mail Address)



BLOR 06-2013

EXHIBIT C

LEVY COMPUTATION SHEET

| <u>Levy Year</u> | <u>Collection Year</u> | <u>Amount</u> |
|------------------|------------------------|---------------|
| 2020 | 2021 | \$94,948.63 |
| 2021 | 2022 | 91,882.88 |
| 2022 | 2023 | 96,728.63 |
| 2023 | 2024 | 101,545.50 |
| 2024 | 2025 | 111,331.50 |
| 2025 | 2026 | 110,528.25 |
| 2026 | 2027 | 109,725.00 |
| 2027 | 2028 | 113,085.00 |
| 2028 | 2029 | 111,090.00 |
| 2029 | 2030 | 114,345.00 |
| 2030 | 2031 | 106,995.00 |
| 2031 | 2032 | 73,500.00 |
| 2032 | 2033 | 72,135.00 |
| 2033 | 2034 | 76,020.00 |
| 2034 | 2035 | 53,550.00 |

EXHIBIT D

POST-ISSUANCE TAX COMPLIANCE PROCEDURES

General

In connection with the issuance of the Bonds, the District will execute a federal tax certificate (the “**Tax Certificate**”) that describes the requirements and provisions of the Code that must be followed in order to maintain the tax exempt status of interest on such bonds. In addition, the Tax Certificate will contain the reasonable expectations of the District at the time of issuance of the Bonds with respect to the use of the gross proceeds of such bonds and the assets to be financed or refinanced with the proceeds thereof. These Procedures supplement and support the covenants and representations made by the District in the Tax Certificate related to the Bonds. In order to comply with the covenants and representations set forth in the Bond documents and in the Tax Certificate, the District tracks and monitors the actual use of the proceeds of the Bonds, the investment and expenditure of the Bond proceeds and the assets financed or refinanced with the proceeds of such bonds over their life.

Designation of Responsible Person

The Clerk of the District shall maintain an inventory of Bonds and assets financed which contains the pertinent data to satisfy the District’s monitoring responsibilities. Any transfer, sale or other disposition of bond-financed assets must be reviewed and approved by the Clerk of the District.

Post-Issuance Compliance Requirements

External Advisors/Documentation

The District shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. Those requirements and procedures shall be documented in the Tax Certificate and/or other documents finalized at or before issuance of the Bonds. Those requirements and procedures shall include future compliance with applicable arbitrage rebate requirements and all other applicable post-issuance requirements of federal tax law throughout (and in some cases beyond) the term of the Bonds.

The District also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with future contracts with respect to the use of Bond-financed or refinanced assets.

The District shall train and employ or otherwise engage expert advisors (a “**Rebate Analyst**”) to assist in the calculation of arbitrage rebate payable in respect of the investment of

Bonds proceeds, unless the Tax Certificate documents that arbitrage rebate will not be applicable to the Bonds.

Unless otherwise provided by the resolution or other authorizing documents relating to the Bonds, unexpended Bond proceeds shall be held in a segregated account by a trustee, and the investment of Bond proceeds shall be managed by the District. The District shall prepare (or cause the trustee to prepare) regular, periodic statements regarding the investments and transactions involving Bond proceeds.

Arbitrage Rebate and Yield

Unless the Tax Certificate documents that arbitrage rebate will not be applicable to the Bonds, the District shall be responsible for:

- engaging the services of a Rebate Analyst and, prior to each rebate calculation date, causing the trustee or other account holder to deliver periodic statements concerning the investment of Bond proceeds to the Rebate Analyst;
- providing to the Rebate Analyst additional documents and information reasonably requested by the Rebate Analyst;
- monitoring efforts of the Rebate Analyst;
- assuring payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond is redeemed;
- during the construction period of each capital project financed in whole or in part by the Bonds, monitoring the investment and expenditure of Bond proceeds and consulting with the Rebate Analyst to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds; and
- retaining copies of all arbitrage reports and account statements as described below under “Record Keeping Requirements”.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above (unless the Tax Certificate documents that arbitrage rebate will not be applicable to an issue of the Bonds).

Use of Bond Proceeds and Bond-Financed or Refinanced Assets:

The District shall be responsible for:

- monitoring the use of Bond proceeds and the use of Bond-financed or refinanced assets (*e.g.*, facilities, furnishings or equipment) throughout the term of the bonds to ensure compliance with covenants and restrictions set forth in the Tax Certificate;
- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of the bonds, including a final allocation of Bond proceeds as described below under “Record Keeping Requirements”;
- consulting with bond counsel and other legal counsel and advisers in the review of any contracts or arrangements involving use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Certificate;
- maintaining records for any contracts or arrangements involving the use of Bond-financed or refinanced assets as described below under “Record Keeping Requirements”;
- conferring at least annually with personnel responsible for Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Certificate; and
- to the extent that the District discovers that any applicable tax restrictions regarding use of Bond proceeds and bond-financed or refinanced assets will or may be violated, consulting promptly with Bond counsel and other legal counsel and advisers to determine a course of action to remediate all nonqualified bonds, if such counsel advises that a remedial action is necessary.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above.

All relevant records and contracts shall be maintained as described below.

Record Keeping Requirement

The District shall be responsible for maintaining the following documents for the term of the Bonds (including refunding bonds, if any) plus at least three years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the District at or in connection with closing of the issue of the Bonds, including any elections made by the District in connection therewith;
- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and payment records, draw requests for Bond proceeds and evidence as to the amount and date for each draw down of Bond proceeds, as well as documents relating to costs paid or reimbursed with Bond proceeds and records

identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds;

- a copy of all contracts and arrangements involving the use of Bond-financed or refinanced assets;
- copies of all trustee statements and reports, including arbitrage reports, prepared with respect to District bonds; and
- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements, in connection with any investment agreements, and copies of all bidding documents, if any.

CERTIFICATION OF MINUTES

RELATING TO
GENERAL OBLIGATION FACILITIES MAINTENANCE BONDS, SERIES 2020A (CAPITAL
APPRECIATION BONDS)

ISSUER: INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
NICOLLET, MINNESOTA

BODY: SCHOOL BOARD

KIND, DATE, TIME AND PLACE OF MEETING: A regular meeting held on November 11, 2019, at 6:00
o'clock p.m., in the School District.

MEMBERS PRESENT: _____

MEMBERS ABSENT: _____

Documents Attached: Extract of Minutes of said meeting.

**RESOLUTION OF THE SCHOOL BOARD OF INDEPENDENT SCHOOL
DISTRICT NO. 507 (NICOLLET) STATE OF MINNESOTA (THE "DISTRICT")
APPROVING THE SALE OF THE DISTRICT'S GENERAL OBLIGATION
FACILITIES MAINTENANCE BONDS, SERIES 2020A (CAPITAL
APPRECIATION BONDS) (THE "BONDS") TO THE PURCHASER THEREOF;
DETERMINING THE FORM AND DETAILS OF SUCH BONDS;
AUTHORIZING THE EXECUTION, DELIVERY AND REGISTRATION OF
SUCH BONDS; PROVIDING FOR THE PAYMENT OF AND THE SECURITY
FOR SUCH BONDS; AND AUTHORIZING AND RATIFYING CERTAIN
OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH**

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the obligations referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said obligations; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting duly given as required by law.

EXECUTED AND DATED this ___th day of November, 2020.

School District Clerk

EXTRACT OF MINUTES OF A MEETING
OF THE SCHOOL BOARD
OF INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
STATE OF MINNESOTA

HELD: November 11, 2020

Pursuant to due call and notice thereof, a regular meeting of the School Board of Independent School District No. 507 (Nicollet), State of Minnesota (the "District"), was duly held on November 11, 2020, at 6:00 o'clock p.m., for the purpose, in part, of approving the sale of of the General Obligation Facilities Maintenance Bonds, Series 2020A (Capital Appreciation Bonds) of the District All proceedings hereafter shown were taken while the meeting was open to the attendance of the public.

Member _____ introduced the following resolution and moved its adoption:

RESOLUTION OF THE SCHOOL BOARD OF INDEPENDENT SCHOOL DISTRICT NO. 507 (NICOLLET) STATE OF MINNESOTA (THE “DISTRICT”) APPROVING THE SALE OF THE DISTRICT’S GENERAL OBLIGATION FACILITIES MAINTENANCE BONDS, SERIES 2020A (CAPITAL APPRECIATION BONDS) (THE “BONDS”) TO THE PURCHASER THEREOF; DETERMINING THE FORM AND DETAILS OF SUCH BONDS; AUTHORIZING THE EXECUTION, DELIVERY AND REGISTRATION OF SUCH BONDS; PROVIDING FOR THE PAYMENT OF AND THE SECURITY FOR SUCH BONDS; AND AUTHORIZING AND RATIFYING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

BE IT RESOLVED by the School Board (the “Board”) of Independent School District No. 507 (Nicollet), State of Minnesota (the “District”), as follows:

**Article I
Authorization and Sale**

Section 1.01 Authorization and Purpose. At a meeting held August 12, 2020, this Board determined to sell and issue its General Obligation Facilities Maintenance Bonds (Capital Appreciation Bonds) in the aggregate principal amount of not to exceed \$2,900,000 (the “**Bonds**”). The Bonds shall be issued to fund the acquisition and betterment of projects included in the District’s ten-year facility plan approved by the Commissioner of Education pursuant to Minnesota Statutes, Section 123B.595, subdivision 5 and related financing costs. The Board has caused the Notice of Intent to Issue Facilities Maintenance Bonds to Finance Certain Projects included in the District’s Ten-Year Facility Plan to be published in the official newspaper of the District as required by Minnesota Statutes, Section 123B.595, subdivision 5, clause (b).

Section 1.02 Sale. The Board, having been advised by David Drown Associates, Inc., its independent municipal advisor, has determined that this issue shall be privately sold after direct negotiation, as authorized pursuant to Minnesota Statutes, Section 475.60, Subdivision 2(9), as amended. The proposal of Robert W. Baird & Co. (the “**Underwriter**”) to purchase the Bonds at a price of \$ _____ (representing the par amount of the Bonds of \$ _____, plus net original issue premium of \$ _____ and less underwriter’s discount of \$ _____) , was accepted by the Board Chair and the Superintendent on November 10, 2020 pursuant to the Bond Purchase Agreement between the Underwriter and the Board Chair and the Superintendent. The proposal of the Underwriter and the award of the sale of the Bonds is hereby ratified by the Board.

The Bonds will be issued as capital appreciation bonds. The principal amount of the Bonds (\$_____) will bear compound interest at the rates set forth in Section 2.02 below, payable at maturity and will have an aggregate final accreted maturity value of \$_____ (the “**Maturity Value**”)

Section 1.03 Execution of Documents. The execution of the Bond Purchase Agreement dated November 10, 2020 between the Underwriter and the District is hereby ratified.

Section 1.04 Compliance with Law. All acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to happen and to be performed precedent to the issuance of the Bonds having been done, having happened and having been performed in regular and due form, time and manner as required by law, the Board hereby finds and determines that it is necessary for this Board to provide for the issuance, sale and deliver of the Bonds, to establish the form and terms of the Bonds and to provide for the payment and the security thereof.

Section 1.05 Facilities Maintenance Bonding and Levy Program. The District hereby covenants and obligates itself to comply with the provisions of Minnesota Statutes, Section 123B.595, and any continuing obligations specified therein, including the requirements relating to annually updating its ten-year facility plan, submitting its facility maintenance plan to the Commissioner of Education annually or as otherwise required, and accounting as required thereunder.

Article II

Authorization; Bond Terms; Registration; Execution and Delivery

Section 2.01 Authorization and Designation. In accordance with the laws of the State of Minnesota, the Board hereby authorizes the issuance of the Bonds in the aggregate principal amount of \$_____ to be used for the acquisition and betterment of projects included in the District’s ten-year facility plan and to pay costs of issuing the Bonds. Such Bonds, shall be designated as “General Obligation Facilities Maintenance Bonds, Series 2020A (Capital Appreciation Bonds)”.

Section 2.02 Maturities, Interest Rates and Denominations. The Bonds shall be originally dated their date of original issue and delivery (November 30, 2020), shall be issued and sold in denominations of \$5,000 or any integral multiple thereof within a single maturity. The Bonds shall mature on February 1 in the years and amounts set forth below and shall bear interest at the rates per annum set forth below, shall be numbered R-1 upwards, shall be issued in the specified original principal amount shown below for each \$5,000 accreted amount at maturity or any integral multiple thereof, shall bear interest from the date of original delivery thereof until maturity at the rate which, when accreted and compounded on each February 1 and August 1 (the “interest compounding date”), commencing August 1, 2021, results in an accreted value at maturity as shown below:

| <u>Year</u> | <u>Principal Amount per \$5,000 Value at Bond Issuance</u> | <u>Total Principal Amount</u> | <u>Interest</u> | <u>Total Accreted Value at Maturity</u> |
|-------------|--|-----------------------------------|-----------------|---|
| 2028 | \$ | \$ | % | \$ |
| 2029 | | | | |
| 2030 | | | | |
| 2031 | | | | |
| 2032 | | | | |
| 2033 | | | | |
| 2034 | | | | |

The maturities set forth above, together with the maturities of all other outstanding general obligation bonds of the District, meet the requirements of Minnesota Statutes, Section 475.54.

Section 2.03 Compound Interest Payments at Maturity; Capital Appreciation Bonds. The Bonds will be issued as capital appreciation bonds, with interest compounding semiannually at the rates set forth in Section 2.02 hereof and payable at maturity. For each \$5,000 accreted amount at maturity, the accreted amount for each Bond, between the date of original authentication and delivery and its maturity, shall be the amount set forth in the table printed on each such Bond and shown in **Exhibit E**, attached hereto. All payments shall be at the accreted value as of the date of redemption.

Section 2.04 Redemption.

(a) **Optional Redemption.** The District may elect on February 1, 2028, and on any day thereafter, to prepay Bonds due on or after February 1, 2029. Redemption may be in whole or in part and if in part at the option of the District and in such manner as the District shall determine. All Bonds shall be redeemed at a price of equal to the accreted amount at the most recent interest compounding date and accrued interest to the date of redemption. Bonds subject to redemption shall be redeemed in whole multiples of \$5,000. If any Bond is in a denomination in excess of \$5,000, portions of the principal amount thereof in installments of \$5,000 or any whole multiple thereof may be redeemed, and if less than all of the principal amount thereof is to be redeemed, in such case upon the surrender of such Bonds there shall be issued to the registered owner thereof without charge therefor, for the then unredeemed balance of the principal amount thereof, Bonds of like series, maturity and interest rates in any of the authorized denominations provided by this Resolution. If less than all Bonds of any maturity are to be called for redemption pursuant to this Resolution, the Registrar shall select the particular Bonds of such maturity to be redeemed by lot.

(b) **[DELETE IF NO TERMS BONDS][Mandatory Sinking Fund Redemption.** The Bonds maturing on February 1, 20__ (the “Term Bonds”) are subject to mandatory redemption prior to maturity from sinking fund payments at a redemption price equal to the principal amount of the Bonds to be so redeemed plus accrued interest thereon to the date fixed for redemption, on February 1 in years and principal amounts set forth below, respectively:

February 1, 2034 Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 20 | \$ |
| February 1, 20* | |

*Final Maturity

The Registrar (as defined herein) shall select by lot the portions of the above-described Bonds (the “**Term Bonds**”) to be redeemed on each sinking fund redemption date (each, a “**Sinking Fund Redemption Date**”). If the Term Bonds are redeemed at the option of the District pursuant to Section 2.04(a) above, the Term Bonds so optionally redeemed may, at the option of the District, be applied as a credit against any subsequent sinking fund redemption with respect to Term Bonds otherwise to be redeemed thereby, such credit to be equal to the principal amount of such Term Bonds redeemed pursuant to Section 2.04(a), provided that the District shall have delivered to the Registrar not less than 45 days prior to such Sinking Fund Redemption Date a District certificate stating its election to apply such Term Bonds as such a credit. In such case, the Registrar shall reduce the amount of Term Bonds to be redeemed on the Sinking Fund Redemption Date specified in such District certificate by the principal amount of Term Bonds so redeemed. Any credit given to sinking fund redemptions pursuant to Section 2.04(a) shall not affect any subsequent sinking fund redemptions, which shall remain payable as otherwise provided in this subsection, unless and until another credit is given in accordance with the provisions hereof.]

(c) **Notice of Redemption.** Notice of redemption of Bonds stating their designation, date, maturity, principal amounts and the redemption date shall be given by the Registrar by mailing such notice by first class mail, postage prepaid, not less than 30 days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of the Bonds) to the registered owners at their most recent addresses appearing upon the books of the Registrar. Failure to give notice to any particular registered owner or any defect in the notice given to such owner shall not affect the validity of the proceedings calling the Bonds or the redemption of any Bonds for which proper notice has been given. Notice of redemption need not be given to the holder of any Bonds, whether registered or not, who has waived notice of redemption. Notice of redemption having been given as provided above or notice of redemption having been waived by the owners of Bonds called for redemption to whom such notice has not been given as provided above, the Bonds so called for redemption shall become due and payable on the designated redemption date. The District shall give written notice to the Registrar of its election to redeem Bonds at least 45 days prior to the said redemption date, or such shorter period as shall be acceptable to the Registrar. If on or before the said redemption date funds sufficient to pay the Bonds so called for redemption at the applicable redemption price and accrued interest to said date have been deposited or caused to have been deposited by the District with the Registrar for the purposes of such payment and notice of redemption thereof has been given or waived as hereinbefore provided, then from and after the date fixed for redemption interest on such Bonds so called shall cease to accrue and become payable. If such funds shall not have been so deposited with the Registrar as aforesaid no later than the date fixed for redemption, such call for redemption shall be revoked and the Bonds so called for redemption

shall continue to be outstanding the same as though they had not been so called; such Bonds shall continue to bear interest until paid at such rate as they would have borne had they not been called for redemption and shall continue to be protected by this Bond Resolution and entitled to the benefits and security hereof.

Section 2.05. Appointment of Initial Registrar. The District hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as the initial bond registrar, transfer agent and paying agent (the “**Registrar**”). The Chair of the Board and the Clerk of the District are authorized to execute and deliver, on behalf of the District, a contract with the Registrar (the “**Registrar Agreement**”). The Registrar shall have only such duties and obligations as are expressly specified by this Resolution and the Registrar Agreement, and no other duties or obligations shall be implied to the Registrar, except as may be set forth in a written agreement between the District and a successor Registrar.

The District agrees to pay the reasonable and customary charges of the Registrar for the services performed. The Registrar shall notify the District in writing of any changes in its principal corporate trust office as set forth in this Section.

Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar.

The District reserves the right to remove the Registrar upon thirty (30) days’ notice and upon the appointment of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar. The Chair of the Board and the Clerk of the District is each authorized to remove the Registrar as provided herein if he or she determines such removal is in the best interest of the District. Upon such removal, such officer is authorized to appoint a successor Registrar and to execute a Registrar Agreement with such successor Registrar in a form substantially similar to that approved by the Board pursuant to this Resolution, but with such changes as he or she shall deem appropriate or necessary.

Section 2.06. Registration. The effect of registration and the rights and duties of the District and the Registrar with respect thereto shall be as follows:

(a) Register. The Registrar shall keep at its principal corporate trust office a bond register in which the Registrar shall provide for the registration of ownership of Bonds and the registration of transfers and exchanges of Bonds entitled to be registered, transferred or exchanged.

(b) Transfer of Bonds. Upon surrender for transfer of any Bond duly endorsed by the registered owner thereof or accompanied by a written instrument of transfer, in form satisfactory to the Registrar, duly executed by the registered owner thereof or by an attorney duly authorized by the registered owner in writing, the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more new Bonds of a like aggregate principal amount and maturity, as requested by the

transferor. The Registrar may, however, close the books for registration of any transfer after any Record Date and until the immediately succeeding Interest Payment Date.

(c) Exchange of Bonds. Whenever any Bonds are surrendered by the registered owner for exchange the Registrar shall authenticate and deliver one or more new Bonds of a like aggregate principal amount and maturity, as requested by the registered owner or the owner's attorney in writing.

(d) Cancellation. All Bonds surrendered upon any transfer or exchange shall be promptly canceled by the Registrar and thereafter disposed of as directed by the District.

(e) Improper or Unauthorized Transfer. When any Bond is presented to the Registrar for transfer, the Registrar may refuse to transfer the same until it is satisfied that the endorsement on such Bond or separate instrument of transfer is valid and genuine and that the requested transfer is legally authorized. The Registrar shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized.

(f) Persons Deemed Owners. The District and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees and Charges. For every transfer or exchange of Bonds, the Registrar may impose a charge upon the owner thereof sufficient to reimburse the Registrar for any tax, fee or other governmental charge required to be paid with respect to such transfer or exchange.

(h) Mutilated, Lost, Stolen or Destroyed Bonds. In case any Bond shall become mutilated or be destroyed, stolen or lost, the Registrar shall deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of any such mutilated Bond or in lieu of and in substitution for any such Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Registrar of evidence satisfactory to it that such Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Registrar of an appropriate bond or indemnity in form, substance and amount satisfactory to it, in which both the District and the Registrar shall be named as obligees. All Bonds so surrendered to the Registrar shall be canceled by it and evidence of such cancellation shall be given to the District. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms it shall not be necessary to issue a new Bond prior to payment.

(i) Authenticating Agent. The Registrar is hereby designated authenticating agent for the Bonds, within the meaning of Minnesota Statutes, Section 475.55, Subdivision 1.

(j) Valid Obligations. All Bonds issued upon any transfer or exchange of Bonds shall be the valid obligations of the District, evidencing the same debt, and entitled to the same benefits under this Resolution as the Bonds surrendered upon such transfer or exchange.

Section 2.07. Execution; Authentication and Delivery. The Bonds shall be prepared under the direction of the Clerk of the District and shall be executed on behalf of the District by the signatures of the Chair of the Board and the Clerk of the District, provided that all signatures may be printed, engraved, or lithographed facsimiles of the originals. In case any officer whose signature, or a facsimile of whose signature, shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of the Registrar. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so executed and authenticated, they shall be delivered by the Clerk of the District to the Underwriter upon payment of the purchase price in accordance with the contract of sale heretofore made and executed.

Section 2.08. Securities Depository.

(a) For purposes of this section the following terms shall have the following meanings:

“Beneficial Owner” shall mean, whenever used with respect to a Bond, the person in whose name such Bond is recorded as the beneficial owner of such Bond by a Participant on the records of such Participant, or such person’s subrogee.

“Cede & Co.” shall mean Cede & Co., the nominee of DTC, and any successor nominee of DTC with respect to the Bonds.

“DTC” shall mean The Depository Trust Company of New York, New York.

“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Bonds as securities depository.

“Representation Letter” shall mean the Representation Letter pursuant to which the District agrees to comply with DTC’s Operational Arrangements.

(b) The Bonds shall be initially issued as separately authenticated fully registered bonds, and one Bond shall be issued in the principal amount of each stated maturity of the

Bonds. Upon initial issuance, the ownership of such Bonds shall be registered in the bond register in the name of Cede & Co., as nominee of DTC. The Registrar and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Bonds registered in its name for the purposes of payment of the principal of or interest on the Bonds, selecting the Bonds or portions thereof to be redeemed, if any, giving any notice permitted or required to be given to registered owners of Bonds under this Resolution, registering the transfer of Bonds, and for all other purposes whatsoever; and neither the Registrar nor the District shall be affected by any notice to the contrary. Neither the Registrar nor the District shall have any responsibility or obligation to any Participant, any person claiming a beneficial ownership interest in the Bonds under or through DTC or any Participant, or any other person which is not shown on the bond register as being a registered owner of any Bonds, with respect to the accuracy of any records maintained by DTC or any Participant, with respect to the payment by DTC or any Participant of any amount with respect to the principal of or interest on the Bonds, with respect to any notice which is permitted or required to be given to owners of Bonds under this Resolution, with respect to the selection by DTC or any Participant of any person to receive payment in the event of a partial redemption of the Bonds, or with respect to any consent given or other action taken by DTC as registered owner of the Bonds. So long as any Bond is registered in the name of Cede & Co., as nominee of DTC, the Registrar shall pay all principal of and interest on such Bond, and shall give all notices with respect to such Bond, only to Cede & Co. in accordance with DTC's Operational Arrangements, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to the principal of and interest on the Bonds to the extent of the sum or sums so paid. No person other than DTC shall receive an authenticated Bond for each separate stated maturity evidencing the obligation of the District to make payments of principal and interest. Upon delivery by DTC to the Registrar of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the Bonds will be transferable to such new nominee in accordance with paragraph (e) hereof.

(c) In the event the District determines that it is in the best interest of the Beneficial Owners that they be able to obtain Bonds in the form of bond certificates, the District may notify DTC and the Registrar, whereupon DTC shall notify the Participants of the availability through DTC of Bonds in the form of certificates. In such event, the Bonds will be transferable in accordance with paragraph (e) hereof DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the District and the Registrar and discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with paragraph (e) hereof.

(d) The execution and delivery of the Representation Letter to DTC, in substantially the form attached hereto as Exhibit B, by the Chair of the Board or the Clerk of the District, if not previously filed with DTC, is hereby authorized and directed.

(e) In the event that any transfer or exchange of Bonds is permitted under paragraph (b) or (c) hereof, such transfer or exchange shall be accomplished upon receipt by the Registrar of the Bonds to be transferred or exchanged and appropriate instruments of transfer to the permitted transferee in accordance with the provisions of this Resolution. In the event Bonds in the form of certificates are issued to owners other than Cede & Co., its successor as nominee for DTC as owner of all the Bonds, or another securities depository as owner of all the Bonds, the provisions of this Resolution shall also apply to all matters relating thereto, including, without

limitation, the printing of such Bonds in the form of bond certificates and the method of payment of principal of and interest on such Bonds in the form of bond certificates.

Article III Form of Bonds

The Bonds shall be issued in substantially the form of bond attached as Exhibit A hereto.

Article IV Use of Proceeds

(a) Use of Proceeds.

(i) Upon payment for the Bonds by the Underwriter, a portion of the proceeds of the Bonds shall be deposited to the Project Fund (as defined herein) and will be used to fund the costs of the following projects included in its ten-year facility plan approved by the Board and the Commissioner of Education, and related financing costs:

- indoor air quality improvements to the District facility (the “Project”)

(ii) A portion of the proceeds of the Bonds may be disbursed by the District to pay the costs of issuing the Bonds. The District may also pay such costs from other legally available moneys.

Article V Creation of Debt Service Fund; Tax Levies; Investments

Section 5.01. General Obligation Facilities Maintenance Bonds, Series 2020A Project Fund. There is hereby established on the official books and records of the District a “General Obligation Facilities Maintenance Bonds, Series 2020A Project Fund” (the “**Project Fund**”). The proceeds of the bonds not appropriated to the Debt Service Fund as provided in Paragraph 5.02 hereof shall be credited to the Project Fund and be used to pay costs incurred for projects and related financing costs included in the ten-year facility plan of the District approved by the Commissioner pursuant to Minnesota Statutes, Section 123B.595. The District shall maintain the Project Fund until all costs and expenses incurred in connection with the Project have been paid. Project Fund moneys may be applied to pay the costs of issuing the Bonds; the District may also pay such costs from other legally available moneys. After payment of all Project costs and expenses, the Project Fund shall be discontinued and any Bond proceeds remaining therein shall be credited to the Debt Service Fund established by Section 5.02 hereof

Section 5.02. General Obligation Facilities Maintenance Bonds, Series 2020A Debt Service Fund. The principal of and the interest on the Bonds shall be paid from a separate General Obligation Facilities Maintenance Bonds, Series 2020A Debt Service Fund (the “**Debt Service Fund**”) which shall be created and maintained on the books of the District as a separate debt redemption fund until the Bonds, and all interest thereon, are fully paid. All ad valorem taxes levied and collected as hereinafter specified shall be credited to the Debt Service Fund, as well as any other funds appropriated by the Board for the payment of the Bonds and any moneys

received pursuant to the Credit Enhancement Act (as defined in Article IX herein). If any payment of accreted amounts on the Bonds shall become due when there is not sufficient money in the Debt Service Fund to make such payment, the Clerk of the District shall pay the same from any other available fund of the District, and such other fund shall be reimbursed for such advances out of the proceeds of the taxes levied for the payment of the Bonds when available. If the District does not have other moneys available to pay scheduled debt service on the Bonds, the District shall take all necessary actions pursuant to Article IX hereof.

Section 5.03. Pledge of Full Faith and Credit; Tax Levies. The Board hereby irrevocably pledges the full faith, credit and taxing power of the District to the prompt and full payment of the accreted maturity amounts on the Bonds as the same respectively become due. To provide moneys for the payment of principal of and interest on the Bonds as required by Minnesota Statutes, Sections 123B.595 and 475.61, the Board hereby represents, warrants and covenants that it shall cause to be levied and collected annually on all taxable property in the District a direct, annual ad valorem tax which shall be spread upon the tax rolls for collection in the years and amounts as follows, as a part of other general taxes of the District, as follows:

| <u>Levy Years</u> | <u>Collection Years</u> | <u>Amount</u> |
|-------------------|-------------------------|---------------|
|-------------------|-------------------------|---------------|

(See Exhibit C hereto for levy computation)

Such tax shall be in excess of and in addition to all other taxes now or hereafter authorized to be levied by the District. The special tax described herein and all receipts therefrom are pledged to the payment of debt service on the Bonds. Such tax shall be irrepealable as long as any of the Bonds are outstanding and unpaid; provided that the District reserves the right and power to reduce the levies in the manner and to the extent permitted by Minnesota Statutes, Section 475.61. It is estimated that the ad valorem taxes will be collected in amounts not less than five percent (5%) in excess of the amounts needed to meet when due the payments of the accreted amounts on the Bonds. If, as of the date tax levies are certified in any year, the sum of the balance in the Debt Service Fund plus any ad valorem taxes theretofore levied for the payment of Bonds payable therefrom and collectible through the end of the following calendar year is not sufficient to pay when due all principal and interest to become due on all Bonds payable therefrom in said following calendar year, or the Debt Service Fund has incurred a deficiency in the manner provided in Section 5.01 hereof or amounts are owing to the State in the manner provided in Article IX hereof, an additional direct, irrepealable, ad valorem tax shall be levied on all taxable property within the corporate limits of the District for the purpose of restoring such accumulated or anticipated deficiency in accordance with the provisions of this Resolution.

Section 5.04. Levy Reductions. If the District's debt service revenue required to pay principal and interest on its facilities maintenance bonds issued pursuant to Minnesota Statutes, Section 123B.595 for any fiscal year exceeds the District's authorized long-term facilities maintenance revenue for the same fiscal year, the District's authorized general fund levy for that same fiscal year must be reduced by the amount of the excess.

Section 5.05. Investments. Moneys in each of the funds and accounts created and established by this Resolution shall be deposited, invested and secured in accordance with State

law. Moneys held in such funds and accounts may be invested by the District or at its direction in such amounts and maturing at such times as shall reasonably provide for moneys to be available when required in the accounts or funds; provided, however, that no such investment shall be made for a period extending longer than to the date when the moneys invested may be needed for the purpose for which such fund or account was created; and provided further that such investments shall be subject to the covenants and provisions of the Article VII hereof. All interest on any authorized investment held in any fund or account shall accrue to and become a part of such fund or account. All money held in the funds created by this Resolution shall be kept separate and apart from all other funds of the District so that there shall be no commingling of such funds with any other funds of the District.

Article VI Certification of Proceedings

Section 6.01. Filing with County Auditors. The Clerk of the District is hereby authorized and directed to file with the County Auditor of each county in which the District is located in whole or in part a certified copy of this Resolution together with such other information as the County Auditors shall require and to obtain from the County Auditors a certificate that the Bonds have been entered upon the bond registers and that the tax for the payment of the Bonds has been levied as required by law.

Section 6.02. Certification of Proceedings. The officers of the District and the County Auditors are hereby authorized and directed to prepare and furnish to the Underwriter and to Kutak Rock LLP, Bond Counsel, certified copies of all proceedings and records of the District relating to the Bonds and to the financial condition and affairs of the District, and such other affidavits, certificates and information as may be required to show the facts relating to the legality and marketability of the Bonds as they appear from the books and records under the officer's custody and control or as otherwise known to the them. All such certified copies, certificates and affidavits, including any heretofore furnished, shall be deemed representations of the District to the correctness of all statements contained herein.

Section 6.03. Official Statement. The Preliminary Official Statement relating to the Bonds, as of its date November 10, 2020, prepared and distributed by the Underwriter, including any amendments or supplements thereto, is hereby ratified, approved and deemed "final" for purposes of Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934, as amended ("**Rule 15c2-12**"). The Underwriter is hereby authorized on behalf of the District to prepare and distribute to the purchasers within seven business days from the date hereof, a Final Official Statement listing the offering price, the interest rates, selling compensation, delivery date, the underwriters and such other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12. The use and public distribution of the final Official Statement by the Underwriter in connection with the offering of the Bonds is hereby authorized. The officers of the District are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

Article VII
Covenants and Arbitrage Matters.

Section 7.01. Restrictive Action. The Board covenants and agrees with the registered owners of the Bonds, that it will not take or permit to be taken by any of its officers, employees or agents any actions that would cause interest on the Bonds to become includable in gross income of the recipient under the Code and applicable Regulations, and covenants to take any and all actions within its powers to ensure that the interest will not become includable in gross income of the recipient under the Code and the Regulations. It is hereby certified that the proceeds of the Refunded Bonds were used to finance the acquisition and betterment of school facilities owned and operated by the District and the District covenants and agrees that, so long as the Bonds are outstanding, the District shall not enter into any lease, management agreement, use agreement or other contract with any nongovernmental entity relating to the school facilities so financed which would cause the Bonds to be considered “private activity bonds” or “private loan bonds” pursuant to Section 141 of the Code.

Section 7.02. Arbitrage Certification. The Chair of the Board and the Clerk of the District, being the officers of the District charged with the responsibility for issuing the Bonds pursuant to this Resolution, are authorized and directed to execute and deliver to the Purchaser a certificate in accordance with the provisions of Section 148 of the Code and applicable Regulations stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Bonds which make it reasonable to expect that the proceeds of the Bonds will not be used in a manner that would cause the Bonds to be “arbitrage bonds” within the meaning of the Code and the Regulations.

Section 7.03. Arbitrage Rebate. The Board acknowledges that the Bonds are subject to the rebate requirements of Section 148(f) of the Code and covenants to retain such records, make such determinations, file such reports and documents and pay such amounts at such times as are required under Section 148(f) and applicable Regulations to preserve the exclusion of interest on the Bonds from gross income for federal income tax purposes, unless the Bonds qualify for an exception from the rebate requirement pursuant to one of the spending exceptions set forth in Section 1.148-7 of the Regulations and no “gross proceeds” of the Bonds (other than amounts constituting a “bona fide debt service fund”) arise during or after the expenditure of the original proceeds thereof.

Section 7.04. Post-Issuance Compliance Procedures. The Board hereby adopts the Post-Issuance Tax Compliance Procedures attached to this Resolution as Exhibit D to ensure that the District satisfies and meets all applicable post-issuance requirements of federal income tax law needed to preserve the tax-exempt status of the Bonds. The District reserves the right to use its discretion as necessary and appropriate to make exceptions or request additional provisions as it may determine. The District also reserves the right to change these policies and procedures from time to time, without notice.

Section 7.05. Bank Qualified Status. The Bonds are hereby designated qualified tax-exempt obligations for purposes of Section 265(b)(3) of the Code.

Article VIII Continuing Disclosure

Section 8.01. Continuing Disclosure Undertaking. The Board (a) authorizes and directs any District officer to execute and deliver, on the date of the issuance of the Bonds, a continuing disclosure undertaking (the “**Undertaking**”) in such form that satisfies the requirements of Rule 15c2-12 and is acceptable to the Underwriter and bond counsel and (b) covenants that it will comply with and carry out all of the provisions of the Undertaking. A description of this undertaking is set forth in the Official Statement. Notwithstanding any other provisions of this Resolution or the Undertaking, failure of the District to comply with the Undertaking will not be considered a default under this Resolution or the Bonds; however, any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this subparagraph and the Undertaking. For purposes of this subparagraph, “**Beneficial Owner**” means any person who (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (ii) is treated as the owner of any Bonds for federal income tax purposes.

Article IX Credit Enhancement Act

The Board hereby covenants and obligates the District to be bound by and to use the provisions of Minnesota Statutes, Section 126C.55 (the “**Credit Enhancement Act**”) to guarantee payment of the principal of, the premium, if any, and the interest on the Bonds when due. The District shall comply with all procedures now or hereafter established by the Minnesota Department of Management and Budget and the Minnesota Department of Education pursuant to subdivision 2(c) of the Credit Enhancement Act and to take such actions as necessary to comply with the Credit Enhancement Act. The Chair of the Board, the Clerk of the District, and the superintendent and the business manager of the District are each authorized to execute any applicable forms of the Minnesota Department of Management and Budget or the Minnesota Department of Education. The Board understands and acknowledges that the provisions of the Credit Enhancement Act shall be binding on the District as long as any Bonds are outstanding.

The Board further covenants to deposit with the Registrar, at least three (3) business days prior to the date on which any payment of principal of, premium, if any, or interest on the Bonds is due, an amount sufficient to pay such payment. If the District believes it may be unable to pay the principal of, the premium, if any or the interest on the Bonds on the date any such payment is due, the District shall notify the Commissioner of the Department of Education as soon as possible, but not less than 15 business days before the date such payment is due. The District shall authorize and direct the Registrar to notify the Commissioner of the Department of Education if (i) the Registrar becomes aware of a potential payment default with respect to the Bonds or (ii) two (2) business days prior to the date a payment is due on the Bonds the Registrar does not have sufficient funds to make the payment due on such date.

Article X
Authorization of Officers

Without in any way limiting the power, authority, or discretion elsewhere herein granted or delegated, the Board hereby (a) authorizes and directs each officer, employee and agent of the District to carry out, or cause to be carried out, and to perform such obligations of the District and such other actions as they, or any one of them shall consider necessary, advisable, desirable, or appropriate in connection with this Resolution and the issuance, sale, and delivery of the Bonds, including, without limitation and whenever applicable, the execution and delivery thereof and of all other related documents, instruments, certificates, and opinions; and (b) delegates to each such officer, employee and agent the right, power, and authority to exercise her or his own independent judgment and absolute discretion in determining and finalizing the terms, provisions, form and contents of each of the foregoing. The execution and delivery by any such officer, employee or agent of the District of any such documents, instruments, certifications, and opinions, or the doing by them of any act in connection with any of the matters which are the subject of this Resolution, shall constitute conclusive evidence of both the District's and their approval of all changes, modifications, amendments, revisions, and alterations made therein, and shall conclusively establish their absolute, unconditional, and irrevocable authority with respect thereto from the District and the authorization, approval, and ratification by the District of the documents, instruments, certifications, and opinions so executed and the action so taken.

* * * * *

Upon vote taken on the foregoing resolution, the following voted in favor thereof:

_____ ;
_____ ;

the following voted against the same: _____ ;

and the following were absent or did not vote: _____ .

Said Resolution having been voted upon favorably by a majority of the members of the Board, the same was by the President declared passed and adopted.

EXHIBIT A

(FORM OF BOND)

**UNITED STATES OF AMERICA
STATE OF MINNESOTA**

**INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)**

**GENERAL OBLIGATION FACILITIES MAINTENANCE BOND, SERIES 2020A
(CAPITAL APPRECIATION BONDS)**

R- _____ ACCRETED AMOUNT
AT MATURITY:
\$ _____

| <u>INTEREST RATE</u> | <u>MATURITY DATE</u> | <u>DATE OF ORIGINAL ISSUE</u> | <u>CUSIP</u> |
|--------------------------|--------------------------|-----------------------------------|--------------|
| _____% | February 1, 20__ | November 30, 2020 | |

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

INDEPENDENT SCHOOL DISTRICT NO. 507 (NICOLLET), STATE OF MINNESOTA, a duly organized and existing independent school district, whose administrative offices are located in Nicollet, Minnesota (the "District"), promises to pay to the registered owner specified above, or registered assigns, the accreted amount at maturity specified above, on the maturity date specified above, or if this Bond is redeemable as stated below, on a date prior thereto on which it shall have been duly called for redemption, said accreted amount being the original principal amount hereof with interest from the date of original issue stated above, accreted and payable with principal at maturity, at a rate which, when compounded on each February 1 and August 1 (the "interest compounding date"), commencing August 1, 2020, results in the accreted amount set forth for each such date in the table printed herein for the specified amount per \$5,000 accreted amount at maturity. Payment is subject to provisions for redemption of this Bond referred to below. The accreted amount is payable upon presentation and surrender hereof at the principal office of the Registrar described below, the accreted amount at maturity hereof, is payable in lawful money of the United States of America by check or draft drawn on U.S. Bank National Association in St. Paul, Minnesota, as bond registrar, transfer agent and paying agent, or its successor designated under the resolution described herein (the "Registrar").

This Bond is one of an issue in the aggregate principal amount of \$ _____ (the "Bonds"), issued by the District to fund the acquisition and betterment of projects included in the

District’s ten-year facility plan approved by the Commissioner of Education pursuant to Minnesota Statutes, Section 123B.595, subdivision 5 and related financing costs, and is issued pursuant to and in full conformity with resolution adopted by the School Board on November 11, 2020 (the “Resolution”), and is issued pursuant to and in full conformity with the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Chapter 475. The Bonds are issuable only in fully registered form, in denominations of \$5,000 or any integral multiple thereof, of single maturities.

The Bonds are direct, general obligations of the District, to which the full faith, credit and resources and the taxing power of the District are irrevocably pledged. Pursuant to the Resolution, the District has covenanted to cause to be made annually a special levy of taxes on all the taxable property in the District, in addition to all other taxes, sufficient in rate and amount to produce sums not less than five percent in excess of the principal of and interest on the Bonds when due. The District has pledged such tax levy and all receipts therefrom to all payments due on the Bonds. The District has further covenanted to be bound by and to use the provisions of Minnesota Statutes, Section 126C.55 (the “Credit Enhancement Act”) to guarantee payment of the principal of and the interest on the Bonds when due.

The District may elect on February 1, 2028, and on any day thereafter, to prepay Bonds due on or after February 1, 2029 at a price equal to the accreted amount at the most recent interest compounding date and accrued interest to the date of redemption. Redemption may be in whole or in part and if in part at the option of the District and in such manner as the District shall determine. All Bonds shall be redeemed at a price of par plus accrued interest to the date of redemption.

[DELETE IF NO TERM BONDS] [The Bonds maturing on February 1, 20____ (the “Term Bonds”) are subject to mandatory redemption prior to maturity from sinking fund payments at a redemption price equal to the principal amount of the Bonds to be so redeemed plus accrued interest thereon to the date fixed for redemption, on February 1 in years and principal amounts set forth below, respectively:

February 1, 20____ Term Bond

| <u>Mandatory Redemption Date</u> | <u>Principal Amount</u> |
|----------------------------------|-------------------------|
| February 1, 20____ | \$ |
| February 1, 20____* | |

*Final Maturity

]

Notice of redemption of this Bond shall be given to the Registered Owner hereof by first class mail, postage prepaid, not less than thirty (30) days prior to the date fixed for redemption (or such shorter period as may be acceptable to the then registered owner of the Bonds), all as more particularly set forth in the Bond Resolution; provided, however, that failure to give such notice by mailing, or any defect therein, shall not affect the validity of any proceeding for the redemption of any Bond with respect to which no such failure has occurred. Notice of redemption having been given as provided in the Bond Resolution, or notice of redemption

having been waived, and funds for the payment thereof having been deposited with the Registrar, this Bond shall cease to bear interest from and after the date fixed for redemption.

As provided in the Resolution and subject to certain limitations set forth therein, this Bond is transferable upon the books of the District at the principal office of the Registrar, by the registered owner hereof in person or by the owner's attorney duly authorized in writing upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owner's attorney, and may also be surrendered in exchange for Bonds of other authorized denominations. Upon such transfer or exchange, the District will cause a new Bond or Bonds to be issued in the name of the transferee or registered owner, of the same aggregate principal amount, bearing interest at the same rate and maturing on the same date, subject to reimbursement for any tax, fee or governmental charge required to be paid with respect to such transfer or exchange.

The District and the Registrar may deem and treat the person in whose name this Bond is registered as the absolute owner hereof, whether this Bond is overdue or not, for the purpose of receiving payment and for all other purposes, and neither the District nor the Registrar shall be affected by any notice to the contrary.

Notwithstanding any other provisions of this Bond, so long as this Bond is registered in the name of Cede & Co., as nominee of The Depository Trust Company, or in the name of any other nominee of The Depository Trust Company or other securities depository, the Registrar shall pay all principal of and interest on this Bond, and shall give all notices with respect to this Bond, only to Cede & Co. or other nominee in accordance with the operational arrangements of The Depository Trust Company or other securities depository as agreed to by the District.

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed preliminary to and in the issuance of this Bond in order to make it a valid and binding general obligation of the District in accordance with its terms, have been done, do exist, have happened and have been performed as so required, and that the issuance of this Bond, together with all other indebtedness of the District outstanding on the date hereof and on the date of its actual issuance and delivery, does not cause the indebtedness of the District to exceed any constitutional or statutory limitation of indebtedness.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Certificate of Authentication hereon shall have been executed by the Registrar by manual signature of one of its authorized representatives.

IN WITNESS WHEREOF, Independent School District No. 507 (Nicollet), State of Minnesota, by its School Board, has caused this Bond to be executed in its behalf by the facsimile signatures of the Chair of the Board and Clerk of the District, the District having no seal or said seal having been intentionally omitted as permitted by law.

Date of Registration:

Registrable by:

November __, 2020

BOND REGISTRAR'S
CERTIFICATE OF
AUTHENTICATION

This Bond is one of
the Bonds described
in the within mentioned
Resolution.

Bond Registrar

By _____
Authorized Signature

Payable at:

INDEPENDENT SCHOOL DISTRICT NO. 507
(NICOLLET)
NICOLLET, MINNESOTA

/s/ (Facsimile)
Chair of the Board

/s/ (Facsimile)
School District Clerk

The accreted amounts of the Bonds of this issue maturing on February 1 in the years 2028 through 2034, together with the original principal amounts per \$5,000 accreted amounts at maturity are set forth below. [The accreted amount as of any other date is the prorated amount between the next prior and next succeeding February 1 and August 1, being the dates of semiannual compounding of interest on the Bonds.]

[BOND ACCREDITED VALUE TABLE TO BE ATTACHED – SEE EXHIBIT E]

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

_____ the within Bond and does hereby irrevocably constitute and appoint _____ attorney to transfer the Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated _____

NOTICE: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or any change whatever.

Signature Guaranteed:

Signature(s) must be guaranteed by a national bank or trust company or by a brokerage firm having a membership in one of the major stock exchanges or any other "Eligible Guarantor Institution" as defined in 17 CFR 240 Ad-15(a)(2).

The Bond Registrar will not effect transfer of this Bond unless the information concerning the assignee requested below is provided.

Name and Address:

(Include information for all joint owners if the Bond is held by joint account.)

Please insert Social Security or other Tax Identification Number of Transferee.

EXHIBIT B

BLANKET ISSUER LETTER OF REPRESENTATIONS

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

(Name of Issuer and Co-Issuer(s), if applicable)

(Date)

The Depository Trust Company
570 Washington Blvd, 4th FL
Jersey City, NJ 07310
Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

[incorporated in] [formed under the laws of] _____.

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:
Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

(Issuer)

By: _____
(Authorized Officer's Signature)

(Print Name)

(Street Address)

(City) (State) (Country) (Zip Code)

(Phone Number)

(E-mail Address)



BLOR 06-2013

EXHIBIT C

LEVY COMPUTATION SHEET

| <u>Levy Year</u> | <u>Collection Year</u> | <u>Amount</u> |
|------------------|------------------------|---------------|
| 2026 | 2027 | |
| 2027 | 2028 | |
| 2028 | 2029 | |
| 2029 | 2030 | |
| 2030 | 2031 | |
| 2031 | 2032 | |
| 2032 | 2033 | |

EXHIBIT D

POST-ISSUANCE TAX COMPLIANCE PROCEDURES

General

In connection with the issuance of the Bonds, the District will execute a federal tax certificate (the “**Tax Certificate**”) that describes the requirements and provisions of the Code that must be followed in order to maintain the tax exempt status of interest on such bonds. In addition, the Tax Certificate will contain the reasonable expectations of the District at the time of issuance of the Bonds with respect to the use of the gross proceeds of such bonds and the assets to be financed or refinanced with the proceeds thereof. These Procedures supplement and support the covenants and representations made by the District in the Tax Certificate related to the Bonds. In order to comply with the covenants and representations set forth in the Bond documents and in the Tax Certificate, the District tracks and monitors the actual use of the proceeds of the Bonds, the investment and expenditure of the Bond proceeds and the assets financed or refinanced with the proceeds of such bonds over their life.

Designation of Responsible Person

The Clerk of the District shall maintain an inventory of Bonds and assets financed which contains the pertinent data to satisfy the District’s monitoring responsibilities. Any transfer, sale or other disposition of bond-financed assets must be reviewed and approved by the Clerk of the District.

Post-Issuance Compliance Requirements

External Advisors/Documentation

The District shall consult with bond counsel and other legal counsel and advisors, as needed, throughout the Bond issuance process to identify requirements and to establish procedures necessary or appropriate so that the Bonds will continue to qualify for tax-exempt status. Those requirements and procedures shall be documented in the Tax Certificate and/or other documents finalized at or before issuance of the Bonds. Those requirements and procedures shall include future compliance with applicable arbitrage rebate requirements and all other applicable post-issuance requirements of federal tax law throughout (and in some cases beyond) the term of the Bonds.

The District also shall consult with bond counsel and other legal counsel and advisors, as needed, following issuance of the Bonds to ensure that all applicable post-issuance requirements in fact are met. This shall include, without limitation, consultation in connection with future contracts with respect to the use of Bond-financed or refinanced assets.

The District shall train and employ or otherwise engage expert advisors (a “**Rebate Analyst**”) to assist in the calculation of arbitrage rebate payable in respect of the investment of

Bonds proceeds, unless the Tax Certificate documents that arbitrage rebate will not be applicable to the Bonds.

Unless otherwise provided by the resolution or other authorizing documents relating to the Bonds, unexpended Bond proceeds shall be held in a segregated account by a trustee, and the investment of Bond proceeds shall be managed by the District. The District shall prepare (or cause the trustee to prepare) regular, periodic statements regarding the investments and transactions involving Bond proceeds.

Arbitrage Rebate and Yield

Unless the Tax Certificate documents that arbitrage rebate will not be applicable to the Bonds, the District shall be responsible for:

- engaging the services of a Rebate Analyst and, prior to each rebate calculation date, causing the trustee or other account holder to deliver periodic statements concerning the investment of Bond proceeds to the Rebate Analyst;
- providing to the Rebate Analyst additional documents and information reasonably requested by the Rebate Analyst;
- monitoring efforts of the Rebate Analyst;
- assuring payment of required rebate amounts, if any, no later than 60 days after each 5-year anniversary of the issue date of the Bonds, and no later than 60 days after the last Bond is redeemed;
- during the construction period of each capital project financed in whole or in part by the Bonds, monitoring the investment and expenditure of Bond proceeds and consulting with the Rebate Analyst to determine compliance with any applicable exceptions from the arbitrage rebate requirements during each 6-month spending period up to 6 months, 18 months or 24 months, as applicable, following the issue date of the Bonds; and
- retaining copies of all arbitrage reports and account statements as described below under “Record Keeping Requirements”.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above (unless the Tax Certificate documents that arbitrage rebate will not be applicable to an issue of the Bonds).

Use of Bond Proceeds and Bond-Financed or Refinanced Assets:

The District shall be responsible for:

- monitoring the use of Bond proceeds and the use of Bond-financed or refinanced assets (*e.g.*, facilities, furnishings or equipment) throughout the term of the bonds to ensure compliance with covenants and restrictions set forth in the Tax Certificate;
- maintaining records identifying the assets or portion of assets that are financed or refinanced with proceeds of the bonds, including a final allocation of Bond proceeds as described below under “Record Keeping Requirements”;
- consulting with bond counsel and other legal counsel and advisers in the review of any contracts or arrangements involving use of Bond-financed or refinanced assets to ensure compliance with all covenants and restrictions set forth in the Tax Certificate;
- maintaining records for any contracts or arrangements involving the use of Bond-financed or refinanced assets as described below under “Record Keeping Requirements”;
- conferring at least annually with personnel responsible for Bond-financed or refinanced assets to identify and discuss any existing or planned use of Bond-financed or refinanced assets, to ensure that those uses are consistent with all covenants and restrictions set forth in the Tax Certificate; and
- to the extent that the District discovers that any applicable tax restrictions regarding use of Bond proceeds and bond-financed or refinanced assets will or may be violated, consulting promptly with Bond counsel and other legal counsel and advisers to determine a course of action to remediate all nonqualified bonds, if such counsel advises that a remedial action is necessary.

The District, in the Tax Certificate and/or other documents finalized at or before the issuance of the Bonds, has agreed to undertake the tasks listed above.

All relevant records and contracts shall be maintained as described below.

Record Keeping Requirement

The District shall be responsible for maintaining the following documents for the term of the Bonds (including refunding bonds, if any) plus at least three years:

- a copy of the Bond closing transcript(s) and other relevant documentation delivered to the District at or in connection with closing of the issue of the Bonds, including any elections made by the District in connection therewith;
- a copy of all material documents relating to capital expenditures financed or refinanced by Bond proceeds, including (without limitation) construction contracts, purchase orders, invoices, trustee requisitions and payment records, draw requests for Bond proceeds and evidence as to the amount and date for each draw down of Bond proceeds, as well as documents relating to costs paid or reimbursed with Bond proceeds and records

identifying the assets or portion of assets that are financed or refinanced with Bond proceeds, including a final allocation of Bond proceeds;

- a copy of all contracts and arrangements involving the use of Bond-financed or refinanced assets;
- copies of all trustee statements and reports, including arbitrage reports, prepared with respect to District bonds; and
- a copy of all records of investments, investment agreements, arbitrage reports and underlying documents, including trustee statements, in connection with any investment agreements, and copies of all bidding documents, if any.

EXHIBIT E
BOND ACCREDITED VALUE

[INSERT AFTER PRICING]

ISD 507, Nicollet Public Schools

Comparison of Preliminary Numbers vs. Final Pricing Numbers

Date Prepared: November 9, 2020

BAIRD

| G.O. FACILITIES MAINTENANCE BONDS (LTFM IAQ), SERIES 2020A (CABs) | | | |
|--|---|----------------------|---------------------|
| Description | Preliminary Numbers Used for LTFM Plan Submittal and MDE | | DIFFERENCE |
| | Approval | FINAL PRICING | |
| Total Borrowing Amount | 2,836,433.85 | 2,831,141.80 | (5,292.05) |
| Premium | - | - | - |
| Cost of Issuance / Rounding | 84,333.85 | 79,041.80 | (5,292.05) |
| Deposit to Project Fund | 2,752,100.00 | 2,752,100.00 | - |
| Total P&I Paid | 3,570,000.00 | 3,370,000.00 | (200,000.00) |
| True Interest Cost | 2.48% | 1.97% | -0.509% |
| Final Maturity | 2034 | 2034 | - |

| G.O. BONDS (LTFM Def. Main. & Capital Facilities Bonds), SERIES 2020B | | | |
|--|---|----------------------|--------------------|
| Description | Preliminary Numbers Used for LTFM Plan Submittal and MDE | | DIFFERENCE |
| | Approval | FINAL PRICING | |
| Total Borrowing Amount | 1,235,000.00 | 1,200,000.00 | (35,000.00) |
| Premium | - | 29,053.60 | 29,053.60 |
| Cost of Issuance / Rounding | 40,600.00 | 34,653.60 | (5,946.40) |
| Deposit to Project Fund | 1,194,400.00 | 1,194,400.00 | - |
| Total P&I Paid | 1,395,910.00 | 1,368,962.27 | (26,947.73) |
| True Interest Cost | 1.81% | 1.63% | -0.179% |
| Final Maturity | 2036 | 2036 | - |