

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

A recording of the meeting has been made that accurately records the proceedings of the meeting and is deemed a part of the minutes. The recording is maintained by the treasurer's office, and members of the public can contact the Treasurer's Office at 614-921-7029 to access the recording.

The meeting was called to order at 6:30 pm.

ROLL CALL:	Kelley Arnold	Abs
	Kara Crowley	Yea
	Beth Murdoch	Yea
	Brian Perry	Yea
	Zach Vorst	Yea

126-24 Superintendent recommended, Mrs. Crowley moved, and Mr. Vorst seconded that the Board of Education adopt the agenda.

ROLL CALL:	Kelley Arnold	Abs	
	Kara Crowley	Yea	<u> X </u> Passed
	Beth Murdoch	Yea	
	Brian Perry	Yea	<u> </u> Failed
	Zach Vorst	Yea	

127-24 Superintendent recommended, Mrs. Murdoch, moved and Mr. Perry seconded that the Board of Education approve the November 2024 Five Year Forecast.

ROLL CALL:	Kelley Arnold	Abs	
	Kara Crowley	Yea	<u> X </u> Passed
	Beth Murdoch	Yea	
	Brian Perry	Yea	<u> </u> Failed
	Zach Vorst	Yea	

128-24 Superintendent recommended, Mrs. Crowley moved and Mrs. Murdoch seconded that the Board of Education approve the following resolution:

Resolution for appointment onto the
Tolles Career & Technical Center Board of Education

Whereas, in 1972, the citizens of the Fairbanks local school district, along with the citizens in the following school districts: Jefferson Local Schools, Hilliard City Schools, Jonathan Alder Local Schools, Madison Plains Local Schools, Dublin City Schools and London City Schools voted in the affirmative to form a career technical planning district; and

Whereas, in 1974, the career technical school known today as the Tolles Career & Technical Center opened and continues to be in operation today; and

Whereas the seven member Board of Education for the Tolles Career & Technical Center consists of a representative from each of the seven associate school districts; and

Whereas, on 12/31/2024, the current Tolles Career & Technical Center term of the representative for Hilliard City Schools, Mr. Doug Maggied, will expire; and

Whereas, ORC 3319.19 establishes the length of a term for a Board Members serving on a Joint Vocational School to be three years;

Therefore, the Board of Education of the Hilliard City School District hereby appoints Mr. Doug Maggied as its representative for a three year term on the Tolles Board of Education. Said term will begin on 1/1/2025 and conclude on 12/31/2027.

ROLL CALL:	Kelley Arnold	Abs	
	Kara Crowley	Yea	<u> X </u> Passed
	Beth Murdoch	Yea	
	Brian Perry	Yea	<u> </u> Failed
	Zach Vorst	Yea	

129-24 Superintendent recommended, Mr. Vorst moved and Mrs. Murdoch seconded that the Board of Education approve the following resolution:

SELECTING FANNING HOWEY AND SCHORR ARCHITECTS, INC. AS THE DESIGN PROFESSIONALS FOR PHASE I OF THE CAPITAL
IMPROVEMENTS PROJECT

The Superintendent recommends the Board select Fanning Howey ("Fanning") and Schorr Architects ("Schorr") as the most qualified firms to serve as the design professionals for Phase I of the District's Capital Improvements Project (the "Project").

Rationale:

1. The Board has identified a need for various capital improvements throughout the District. These improvements are anticipated to include new construction, renovations, or repairs of the following facilities: New Elementary Construction, New Beacon

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

Elementary Construction, Beacon Demolition, New Ridgewood Construction, Ridgewood Demolition, New Preschool Construction, Brown Renovation (collectively "Scope A"); and Darby H.S. Weight Room, Districtwide Playground Improvements, Districtwide Security improvements, Athletic Improvements, Performing Arts Improvements (collectively "Scope B").

- 2. Scopes A and B of the Project require a design professional to provide master planning (as needed), design, and construction administration services.
- 3. Sections 153.65 through .71 of the Ohio Revised Code prescribes a qualifications-based selection process, which is required to be followed by public entities when design professional services are needed.
- 4. In accordance with the statutory process, the District publicly advertised and issued a request for qualifications for design professional services, and the selection committee evaluated the statements of qualifications submitted by the design firms.
- 5. Following this evaluation, the selection committee for the Project initially identified Fanning Howey as the most qualified firm to provide the required master planning, design, and construction administration services for the Project, and the Board adopted the selection committee's recommendation.
- 6. Based on the overall size and number of scopes of work within the Project, the Superintendent, in consultation with the Chief Operating Office, determined that the Project should be divided into separate scopes for more efficient management of the Project, identified herein as Scope A and Scope B, and re-ranked by the selection committee. The selection committee re-ranked the design firms that submitted qualifications in the following order:
 - a. Scope A: Fanning (1st), Schorr (2nd), DLR (3rd)
 - b. Scope B: Schorr (1st), Fanning (2nd), DLR (3rd)
- 7. Based on this updated ranking, the Superintendent recommends the Board select Fanning as the firm most qualified to provide design professional services for Scope A, and Schorr as the firm most qualified to provide design professional services for Scope B.

The Board of Education resolves as follows:

- 1. Based on the information provided, the Board amends its prior determination of Fanning Howey as the most qualified firm for the entire Project, and selects Fanning as the firm most qualified to provide master planning (as needed), design, and construction administration services for Scope A of the Project.
- 2. The Board selects Schorr the firm most qualified to provide master planning (as needed), design, and construction administration services for Scope B of the Project.
- 3. The Board authorizes the Superintendent and Director of Operations, working with other District administrators and legal counsel, to solicit pricing proposals from Fanning and Schorr for their respective scopes of the Project, and to negotiate agreements for Scope A and Scope B of the Projects; the agreements will be brought to the Board for approval at a later date.

ROLL CALL:	Kelley Arnold	Abs		
	Kara Crowley	Yea	<u> X </u>	Passed
	Beth Murdoch	Yea		
	Brian Perry	Yea	<u> </u>	Failed
	Zach Vorst	Yea		

130-24 Superintendent recommended, Mrs. Crowley moved and Mr. Vorst seconded that the Board of Education approve the following resolution:

NOTE RESOLUTION

AUTHORIZING THE ISSUANCE OF NOTES IN THE AMOUNT OF NOT TO EXCEED \$15,000,000 IN ANTICIPATION OF THE ISSUANCE OF BONDS FOR THE PURPOSE OF CONSTRUCTING, FURNISHING, AND EQUIPPING THREE NEW ELEMENTARY SCHOOL BUILDINGS, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND IMPROVING, RENOVATING, FURNISHING, AND EQUIPPING EXISTING FACILITIES, AND CONSTRUCTING, FURNISHING, AND EQUIPPING NEW FACILITIES FOR SCHOOL DISTRICT PURPOSES, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

WHEREAS, at the election held on November 5, 2024, on the proposition of issuing bonds of the School District in the amount of \$142,000,000 for the purpose stated in the title of this Resolution (the "Project") and levying taxes outside the ten-mill limitation to pay the principal of and interest on such bonds, the electors of the School District approved the issuance of such bonds with the requisite majority of those voting on the proposition voting in favor thereof; and

WHEREAS, it appears advisable in lieu of issuing bonds at this time to issue notes in anticipation of the issuance of all or a portion of such bonds; and

WHEREAS, the Treasurer of the Board (the "Treasurer") has certified to this Board that the estimated

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

life of the Project that is to be financed with the proceeds of the bonds and notes herein described exceeds five years, with the maximum maturity of such bonds being 30 years and the maximum maturity of said notes being 20 years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$15,000,000 of such notes

for the Project under authority of the general laws of the State of Ohio, including Ohio Revised Code Chapter 133;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Hilliard City School District, Franklin and Union Counties, Ohio that:

Section 1. It is declared necessary to issue bonds of the School District for the purpose described in the title of this Resolution (the "Bonds") in the principal sum of not to exceed \$15,000,000, or such lesser amount as shall be determined by the Treasurer and certified to this Board.

Section 2. The Bonds shall be dated prior to the maturity date of the Notes (as defined hereinbelow), shall bear interest at the maximum average annual interest rate presently estimated to be 5.00% or less per annum, payable semiannually until the principal sum is paid and shall mature in no more than 30 annual installments. Debt service payments on the Bonds in years in which principal of the Bonds is payable shall be as provided by law. All series of securities issued pursuant to the voted authority for the Bonds shall be considered on a consolidated basis for purposes of Ohio Revised Code Section 133.21.

Section 3. It is necessary to issue, and this Board hereby determines that there shall be issued, notes (the "Notes") in anticipation of the issuance of the Bonds, which notes shall be designated as "Hilliard City School District, Franklin and Union Counties, Ohio School Facilities Notes, Series 2024," or as otherwise designated by the Treasurer. The Notes may be issued in one or more series.

Section 4. The Notes shall be in the amount of not to exceed \$15,000,000, which sum does not exceed the amount of the Bonds. The Treasurer is authorized and directed to execute a Certificate of Fiscal Officer Relating to Terms of Notes (the "Certificate of Fiscal Officer") setting forth the final terms of the Notes, consistent with the requirements of this Resolution, as shall be determined by the Treasurer.

The Notes shall be in such series and shall mature not later than one year following their issuance on such date or dates as shall be determined by the Treasurer and certified to this Board in the Certificate of Fiscal Officer. The Certificate of Fiscal Officer shall indicate the dated date for the Notes, the purchase price for the Notes (which shall be not less than 97% of the aggregate principal amount thereof), the interest rates for the Notes (provided that the true interest cost for all Notes in the aggregate shall not exceed 5.00% per annum), and such other terms not inconsistent with this Resolution as the Treasurer shall deem appropriate. The Notes shall be numbered as determined by the Treasurer. The Notes shall be issued as fully registered notes and may be issued in book-entry form, as set forth herein. The Notes shall be issued in such denominations as determined by the Treasurer. Coupons shall not be attached to the Notes.

Section 5. The Notes shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Notes shall be executed by the President of the Board (the "President") and by the Treasurer in their official capacities, provided that either or both of their signatures may be a facsimile. The Notes shall be payable as to both principal and interest at the designated office of the Note Registrar (as defined hereinbelow). No Note shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as printed on the Note, is signed by the Note Registrar as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

The certificate of authentication may be signed by any officer or officers of the Note Registrar or by such other person acting as an agent of the Note Registrar as shall be approved by the Treasurer on behalf of the School District. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Notes.

Section 6. The Notes shall be the full general obligation of the School District, and the full faith, credit and revenue of the School District are hereby pledged for the prompt payment of the same. The par value to be received from the sale of the Bonds and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity, together with interest thereon, and is hereby pledged for such purpose.

Section 7. There shall be and is hereby levied annually on all the taxable property in the School District, in addition to all other taxes and outside the ten mill limitation, a direct tax (the "Debt Service Levy") for each year during which any of the Notes are outstanding, in an amount not less than that which would have been levied if the Bonds had been issued without the prior issuance of the Notes, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Notes as and when the same falls due and to provide a fund for the repayment of the principal of the Notes at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

Section 8. The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Notes and the Bonds when and as the same fall due. Notwithstanding the foregoing, if the School District determines that funds will be available from other sources for the payment of the Notes and the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the School District shall appropriate such funds to the payment of the Notes and the Bonds in accordance with law.

Section 9. The Notes shall be sold to such purchaser or purchasers (collectively, the "Original Purchaser") as the Treasurer shall designate in the Certificate of Fiscal Officer at the purchase price set forth in the Certificate of Fiscal Officer, plus interest accrued, if any, to the date of delivery of the Notes to the Original Purchaser. The Treasurer, the President, and any other officer of this Board, or any of them individually, are authorized to execute on behalf of the Board a note purchase agreement or term sheet with the Original Purchaser, setting forth the conditions under which the Notes are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine. The Treasurer of this Board is hereby authorized and directed to deliver the Notes, when executed, to the Original Purchaser upon payment of the purchase price and accrued interest, if any, to the date of delivery.

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

Section 10. The Treasurer is authorized and directed to serve as authenticating agent, note registrar, transfer agent, and paying agent (collectively, the "Note Registrar") for the Notes or to execute on behalf of the Board a Note Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Treasurer and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as the Note Registrar for the Notes. Interest shall be payable at maturity by wire, check or draft mailed to the Registered Owner hereof, as shown on the registration books of the School District maintained by the Note Registrar. If at any time the Note Registrar shall be unable or unwilling to serve as such, or the Treasurer in such officer's discretion shall determine that it would be in the best interest of the School District for such functions to be performed by another party, or the Treasurer determines it necessary and appropriate to appoint a co-Note Registrar in addition to the Note Registrar, the Treasurer may, and is authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Note Registrar hereunder. Each such successor Note Registrar (or co-Note Registrar) shall promptly advise all noteholders of its identity and address. So long as any of the Notes remain outstanding, the School District shall cause to be maintained and kept by the Note Registrar, at the office of the Note Registrar, all books and records necessary for the registration, exchange and transfer of Notes as provided in this Section (the "Note Register"). Subject to the provisions hereof, the person in whose name any Note shall be registered on the Note Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Note shall be made only to or upon the order of that person. Neither the School District nor the Note Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Notes, including the interest thereon, to the extent of the amount or amounts so paid.

Any Note, upon presentation and surrender at the office of the Note Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Note Registrar, may be exchanged for Notes of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

A Note may be transferred only on the Note Register upon presentation and surrender thereof at the office of the Note Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Note Registrar. Upon that transfer, the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

In all cases in which Notes are exchanged or transferred hereunder, the School District shall cause to be executed and the Note Registrar shall authenticate and deliver Notes in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the School District and the Note Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The School District or the Note Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Notes. All Notes issued upon any transfer or exchange shall be the valid obligations of the School District, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Notes surrendered upon that transfer or exchange.

Section 11. For purposes of this Resolution, the following terms shall have the following meanings:

"Book-entry form" or "book-entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Notes may be transferred only through a book entry and (ii) physical Notes in fully registered form are issued only to a Depository or its nominee as registered owner, with the Notes "immobilized" to the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in those Notes.

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Notes may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Note of each maturity; (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes in book-entry form shall be shown by book entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book entry; and (v) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the School District. Debt service charges on Notes in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest on each interest payment date if any interest is due and payable prior to the maturity of the Notes, and (ii) in all other cases, upon presentation and surrender of Notes as provided in this Resolution.

The Note Registrar may, with the approval of the School District, enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Note Registrar and the School District. That payment in any event shall be made to the person who is the registered owner of that Note on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Note Registrar shall furnish a copy of each of those agreements, certified to be correct by the Note Registrar, to other paying agents for Notes and to the School District. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested, the Treasurer, the Superintendent of the School District (the “Superintendent”), or any other officer of this Board is authorized to execute, acknowledge and deliver, in the name of and on behalf of the School District, an agreement among the School District, the Note Registrar and a Depository to be delivered in connection with the issuance of the Notes to such Depository for use in a book-entry system.

The School District may decide to discontinue use of the book-entry system through the Depository. In that event, physical Note certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as the Depository for the Notes for use in a bookentry system, the School District and the Note Registrar may attempt to establish a securities depository/bookentry relationship with another qualified Depository under this Resolution. If the School District and the Note Registrar do not or are unable to do so, the School District and the Note Registrar, after the Note Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes from the Depository and authenticate and deliver note certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing and delivering definitive Notes), if the event is not the result of action or inaction by the School District or the Note Registrar, of those persons requesting such issuance.

Section 12. The Treasurer may determine to issue all or any series or portion of the Notes as obligations that the interest thereon is excluded from the noteholders’ gross income for federal income tax purposes, and the following provisions of this Section shall apply to such Notes (or series or portions thereof):

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

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

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

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

Section 13. The Treasurer is authorized to make the deposits and fund transfers required or necessary to accomplish the intent of this Resolution.

Section 14. The Board approves of the appointments of the law firm of Bricker Graydon LLP to serve as Bond Counsel and Baker Tilly Municipal Advisors, LLC to serve as a municipal advisor to the School District with respect to the issuance of the Notes. The respective fees to be paid to such firms shall be subject to review and approval by the Treasurer and shall not exceed the fees customarily charged for such services.

Section 15. The officer having charge of the minutes of the Board and any other officers of the Board, or any of them individually, are authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Notes and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the School District to issue the Notes and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Treasurer and a no-litigation certificate of the President and the Treasurer, and such certified copies and certificates shall be deemed representations of the School District as to the facts stated therein. Except for the procedure for authenticating the Notes set forth herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Notes, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

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

Section 16. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Notes in order to make them legal, valid and binding obligations of the School District have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the School District are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Notes.

Section 17. It is hereby found and determined that all formal actions of the Board concerning and relating to the passage of this Resolution were taken in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

Section 18. The Treasurer is directed to forward a certified copy of this Resolution to the County Auditor of Franklin and Union Counties.

ROLL CALL:	Kelley Arnold	Abs		
	Kara Crowley	Yea	<u> X </u>	Passed
	Beth Murdoch	Yea		
	Brian Perry	Yea	<u> </u>	Failed
	Zach Vorst	Yea		

131-24 Superintendent recommended, Mr. Perry moved and Mrs. Murdoch seconded that the Board of Education approve the following resolution:

BOND RESOLUTION

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$55,000,000 FOR THE PURPOSE OF CONSTRUCTING, FURNISHING, AND EQUIPPING THREE NEW ELEMENTARY SCHOOL BUILDINGS, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; AND IMPROVING, RENOVATING, FURNISHING, AND EQUIPPING EXISTING FACILITIES, AND CONSTRUCTING, FURNISHING, AND EQUIPPING NEW FACILITIES FOR SCHOOL DISTRICT PURPOSES, WITH RELATED SITE IMPROVEMENTS AND APPURTENANCES THERETO; RETIRING NOTES AS MAY BE ISSUED FOR SUCH PURPOSE, IF APPLICABLE; AND AUTHORIZING AND APPROVING RELATED MATTERS

WHEREAS, at the election held on November 5, 2024, on the proposition of issuing bonds of the

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

School District in the amount of \$142,000,000 for the purpose stated in the title of this Resolution (the "Project") and levying taxes outside the ten-mill limitation to pay the principal of and interest on such bonds, the electors of the School District approved the issuance of such bonds with the requisite majority of those voting on the proposition voting in favor thereof; and

WHEREAS, pursuant to such voted authority and a separate resolution duly passed on November 25, 2024, the School District may issue bond anticipation notes (the "Notes"), in an amount not to exceed \$15,000,000 in one or more series, in anticipation of the issuance of bonds for the Project; and

WHEREAS, the Treasurer of the Board (the "Treasurer") has certified to this Board that the estimated life of the Project that is to be financed with the proceeds of such bonds exceeds five years, and the maximum maturity of such bonds is 30 years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$55,000,000 of such bonds for the Project and to retire the Notes, if applicable, under authority of the general laws of the State of Ohio, including Ohio Revised Code Chapter 133;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Hilliard City School District, Franklin and Union Counties, Ohio that:

Section 1. It is declared necessary to issue bonds of the School District for the purpose described in the title of this Resolution, including retiring the Notes (if applicable), in the principal sum of not to exceed \$55,000,000, or such lesser amount as shall be determined by the Treasurer and certified to this Board, which bonds shall be designated as "Hilliard City School District, Franklin and Union Counties, Ohio School Facilities Bonds, Series 2025," or as otherwise designated by the Treasurer (the "Bonds"). The Bonds may be issued in one or more series.

Section 2. The Bonds shall be issued as fully registered bonds in such denominations as shall be determined by the Treasurer, but not exceeding the principal amount of Bonds maturing on any one date; shall be numbered as determined by the Treasurer; and shall have such final terms as shall be determined by the Treasurer and set forth in the Certificate of Fiscal Officer provided for herein.

Section 3. The Treasurer is authorized and directed to execute on behalf of the School District a Certificate of Fiscal Officer Relating to Terms of Bonds (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Bonds, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Treasurer. The Certificate of Fiscal Officer shall indicate the dated date for the Bonds, the dates on which interest on the Bonds is to be paid (the "Interest Payment Dates"), the purchase price for the Bonds (which shall be not less than 97% of the aggregate principal amount thereof), the maturity schedule for the Bonds (provided that the maximum maturity date of the Bonds shall not exceed 30 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 5.00% per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Treasurer shall deem appropriate.

Section 4. The Bonds shall be issued with interest payable semiannually on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor (the "Current Interest Bonds") or with interest compounded on each Interest Payment Date but payable only at maturity (the "Capital Appreciation Bonds") in such proportions as shall be set forth in the Certificate of Fiscal Officer. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months unless otherwise determined by the Treasurer. Unless otherwise determined by the Treasurer, the Current Interest Bonds shall be in the denominations of \$5,000 or any integral multiple thereof, and the Capital Appreciation Bonds shall be in the denominations on the date of their issuance and delivery equal to the principal amount which, when interest is accrued and compounded thereon, beginning on the date of delivery to the Original Purchaser (as defined hereinbelow), and each Interest Payment Date thereafter, will equal \$5,000 or any integral multiple thereof at maturity.

Section 5. The Current Interest Bonds shall be subject to optional and mandatory redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. If optional redemption of the Current Interest Bonds at a redemption price exceeding 100% is to take place on any date on which a mandatory redemption of the Current Interest Bonds of the same maturity will take place, the Current Interest Bonds to be redeemed by optional redemption shall be selected by the Bond Registrar (as defined hereinbelow) prior to the selection of the Current Interest Bonds to be redeemed at par on the same date.

When partial redemption is authorized, the Bond Registrar shall select Current Interest Bonds or portions thereof by lot within a maturity in such manner as the Bond Registrar may determine, provided, however, that the portion of any Current Interest Bond so selected shall be in the amount of \$5,000 or any integral multiple thereof (unless otherwise determined by the Treasurer).

The notice of the call for redemption of Current Interest Bonds shall identify (i) by designation, letters, numbers or other distinguishing marks, the Current Interest Bonds or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date interest on the Current Interest Bonds (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail at least 30 days prior to the redemption date to each registered holder of the Current Interest Bonds to be redeemed at the address shown in the Bond Register (as defined hereinbelow) on the 15th day preceding the date of mailing. Failure to receive such notice or any defect therein shall not affect the validity of the proceedings for the redemption of any Current Interest Bond.

Section 6. The Bonds shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution. The Bonds shall be executed by the President of the Board (the "President") and by the Treasurer in their official capacities, provided that either or both of their signatures may be a facsimile. No Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as printed on the Bond, is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Bond Registrar or by such other person acting as an agent of the Bond Registrar as shall be approved by the Treasurer on behalf of the School District. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Bonds.

Section 7. The principal of and interest on the Bonds shall be payable in lawful money of the United States of America without deduction for the services of the Bond Registrar as paying agent. The principal of the Bonds shall be payable upon presentation and surrender of the Bonds at the designated office of the Bond Registrar. Each Bond shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Bond is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Current Interest Bond shall be paid on each Interest Payment Date by wire or check or draft mailed to the person in whose name the Bond is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Bond Register at the address appearing therein.

Any interest on any Bond which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Bond is registered at the close of business on a date (the "Special Record Date") to be fixed by the Bond Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Bond Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each bondholder, at such bondholder's address as it appears in the Bond Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Bonds are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, each Bond delivered by the Bond Registrar upon transfer of or in exchange for or in lieu of any other Bond shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Bond.

Section 8. The Treasurer is authorized and directed to serve as authenticating agent, bond registrar, transfer agent, and paying agent (collectively, the "Bond Registrar") for the Bonds or to execute on behalf of the Board a Bond Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Treasurer and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as the Bond Registrar for the Bonds. If at any time the Bond Registrar shall be unable or unwilling to serve as such, or the Treasurer in such officer's discretion shall determine that it would be in the best interest of the School District for such functions to be performed by another party, or the Treasurer determines it necessary and appropriate to appoint a co-Bond Registrar in addition to the Bond Registrar, the Treasurer may, and is authorized to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Bond Registrar hereunder. Each such successor Bond Registrar (or co-Bond Registrar) shall promptly advise all bondholders of its identity and address. So long as any of the Bonds remain outstanding, the School District shall cause to be maintained and kept by the Bond Registrar, at the office of the Bond Registrar, all books and records necessary for the registration, exchange and transfer of Bonds as provided in this Section (the "Bond Register"). Subject to the provisions hereof, the person in whose name any Bond shall be registered on the Bond Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Bond shall be made only to or upon the order of that person. Neither the School District nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Bonds, including the interest thereon, to the extent of the amount or amounts so paid.

Any Bond, upon presentation and surrender at the office of the Bond Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar, may be exchanged for Bonds of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

A Bond may be transferred only on the Bond Register upon presentation and surrender thereof at the office of the Bond Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Bond Registrar. Upon that transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Bonds surrendered, and bearing interest at the same rate and maturing on the same date.

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

The School District and the Bond Registrar shall not be required to transfer or exchange (i) any Bond during a period beginning at the opening of business 15 days before the day of mailing of a notice of redemption of Bonds, and ending at the close of business on the day of such mailing, or (ii) any Bonds selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Bonds are exchanged or transferred hereunder, the School District shall cause to be executed and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the School District and the Bond Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The School District or the Bond Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Bonds. All Bonds issued upon any transfer or exchange shall be the valid obligations of the School District, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Bonds surrendered upon that transfer or exchange.

Section 9. For purposes of this Resolution, the following terms shall have the following meanings:

“Book-entry form” or “book-entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Bonds may be transferred only through a book entry and (ii) physical Bonds in fully registered form are issued only to a Depository or its nominee as registered owner, with the Bonds “immobilized” to the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in those Bonds.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book-entry system to record beneficial ownership of securities and to effect transfers of securities in book-entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Bonds may be initially issued to a Depository for use in a book-entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Bond of each maturity; (ii) those Bonds shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners in book-entry form shall have no right to receive Bonds in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Bonds in book-entry form shall be shown by book entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book entry; and (v) the Bonds as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the School District. Bond service charges on Bonds in book-entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Bonds as provided in this Resolution.

The Bond Registrar may, with the approval of the School District, enter into an agreement with the beneficial owner or registered owner of any Bond in the custody of a Depository providing for making all payments to that owner of principal and interest on that Bond or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Bond, upon any conditions which shall be satisfactory to the Bond Registrar and the School District. That payment in any event shall be made to the person who is the registered owner of that Bond on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Bond Registrar shall furnish a copy of each of those agreements, certified to be correct by the Bond Registrar, to other paying agents for Bonds and to the School District. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested, the Treasurer, the Superintendent of the School District (the “Superintendent”), or any other officer of this Board is authorized to execute, acknowledge and deliver, in the name of and on behalf of the School District, an agreement among the School District, the Bond Registrar and a Depository to be delivered in connection with the issuance of the Bonds to such Depository for use in a book-entry system.

The School District may decide to discontinue use of the book-entry system through the Depository. In that event, physical Bond certificates will be printed and delivered to the Depository.

If any Depository determines not to continue to act as the Depository for the Bonds for use in a bookentry system, the School District and the Bond Registrar may attempt to establish a securities depository/bookentry relationship with another qualified Depository under this Resolution. If the School District and the Bond Registrar do not or are unable to do so, the School District and the Bond Registrar, after the Bond Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Bonds from the Depository and authenticate and deliver bond certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing and delivering definitive Bonds), if the event is not the result of action or inaction by the School District or the Bond Registrar, of those persons requesting such issuance.

Section 10. There shall be and is hereby levied annually on all the taxable property in the School District, in addition to all other taxes and outside the ten-mill limitation, a direct tax (the “Debt Service Levy”) for each year during which any of the Bonds are outstanding for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Bonds as and when the same falls due and to provide a fund for the repayment of the principal of the Bonds at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

Section 11. The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Bonds when and as the same fall due. Notwithstanding the foregoing, if the School District determines that funds will be available from other sources for the payment of the Bonds in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the School District shall appropriate such funds to the payment of the Bonds in accordance with law.

Section 12. The Treasurer shall sell the Bonds to such purchaser or purchasers (collectively, the "Original Purchaser") as the Treasurer shall designate in the Certificate of Fiscal Officer at the purchase price set forth in the Certificate of Fiscal Officer plus interest accrued, if any, to the date of delivery of the Bonds to the Original Purchaser. The Treasurer, the Superintendent, the President and any other officer of this Board, or any of them individually, are authorized to execute on behalf of the Board a bond purchase agreement with the Original Purchaser, setting forth the conditions under which the Bonds are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine.

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

Section 13. The Treasurer may determine to issue all or any series or portion of the Bonds as obligations that the interest thereon is excluded from the bondholders' gross income for federal income tax purposes, and the following provisions of this Section shall apply to such Bonds (or series or portions thereof):

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

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

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

Section 14. The Treasurer is authorized to make appropriate arrangements, if the Treasurer deems it in the best interest of the School District, for the issuance of a municipal bond insurance policy with respect to all or any portion or series of the Bonds, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the bond insurance premium related thereto. All additional provisions required to be authorized by this Board for the issuance of a municipal bond insurance policy shall be contained in the Certificate of Fiscal Officer or in the transcript of proceedings described herein.

Section 15. The distribution of an Official Statement of the School District, in preliminary and final form, relating to the original issuance of the Bonds is authorized if the Treasurer determines that it is necessary or advisable to prepare and distribute an Official Statement in connection with the original issuance of the Bonds. If the Treasurer so determines, then the Treasurer, the Superintendent and the President, and any other officer of this Board, are authorized and directed to negotiate, prepare and execute, on behalf of the School District and in their official capacity, the Official Statement and any supplements thereto as so executed in connection with the original issuance of the Bonds, and they are authorized and directed to advise the Original Purchaser in writing regarding limitations on the use of the Official Statement and any supplements thereto for purposes of marketing or reoffering the Bonds as they deem necessary or appropriate to protect the interests of the School District. The Treasurer, the Superintendent and the President are each authorized to execute and deliver, on behalf of the School District and in their official capacities, such certificates

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

in connection with the accuracy of an Official Statement, in either preliminary or final form, and any supplements thereto as may, in their judgment, be necessary or appropriate.

Section 16. The Treasurer is authorized to obtain or update a rating or ratings on the Bonds and the School District if the Treasurer determines that it is necessary or advisable in connection with the original issuance of the Bonds. If the Treasurer so determines, then the Treasurer, Superintendent, and any officer of this Board are authorized and directed to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency and paying any travel expenses relating to obtaining such rating or ratings.

Section 17. The Treasurer is authorized to make the deposits and fund transfers required or necessary to accomplish the intent of this Resolution.

Section 18. The Board approves of the appointments of the law firm of Bricker Graydon LLP to serve as Bond Counsel and Baker Tilly Municipal Advisors, LLC to serve as a municipal advisor to the School District with respect to the issuance of the Bonds. The respective fees to be paid to such firms shall be subject to review and approval by the Treasurer and shall not exceed the fees customarily charged for such services.

Section 19. The officer having charge of the minutes of the Board and any other officers of the Board, or any of them individually, are authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Bonds and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the School District to issue the Bonds and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Treasurer and a no-litigation certificate of the President and the Treasurer, and such certified copies and certificates shall be deemed representations of the School District as to the facts stated therein. Except for the procedure for authenticating the Bonds set forth herein, documents (including this Resolution) executed, scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Bonds, for the purposes of this Resolution, and for all matters related thereto, with any such scanned, electronic, and digital signatures having the same legal effect as original signatures.

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

Section 20. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Bonds in order to make them legal, valid and binding obligations of the School District have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the School District are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Bonds.

Section 21. It is hereby found and determined that all formal actions of the Board concerning and relating to the passage of this Resolution were taken in an open meeting of the Board, and that all deliberations of the Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Ohio Revised Code Section 121.22.

Section 22. The Treasurer is directed to forward a certified copy of this Resolution to the County Auditors of Franklin and Union Counties.

ROLL CALL:	Kelley Arnold	Abs		
	Kara Crowley	Yea	<u> X </u>	Passed
	Beth Murdoch	Yea		
	Brian Perry	Yea	<u> </u>	Failed
	Zach Vorst	Yea		

Policies submitted for a second reading

- a) ACC – Political Commitments (**New Policy**)
- b) BDDG – Minutes
- c) DJC – Bidding Requirements
- d) DM – Deposit of Public Funds/Cash Collection Points
- e) EBBA – First Aid
- f) EBCE – Protection for Reporting Safety and Fraud Violations (Whistleblowers)
- g) EDE – Computer/Online Services
- h) EHC – Cybersecurity (**New Policy**)
- i) GCD – Professional and Certificated Staff Hiring
- j) GDC/GDCA/GDD – Classified Staff Recruiting/Posting of Vacancies/Hiring
- k) IC/ICA – School Year/School Calendar
- l) IGAE – Health Education
- m) IGAH/IGAI – Family Life Education/Sex Education
- n) IGD – Cocurricular and Extracurricular Activities

Minutes of the Work Session Meeting of the Board of Education of the Hilliard City School District at the Administration Building on November 25, 2024.

- o) IGDJ – Interscholastic Athletics
- p) JECBC – Admission of Students from State-Chartered, Non-Chartered or Home Education
- q) JED – Student Absences and Excuses
- r) JEDA – Truancy
- s) JEDC – Religious Expression Days (***New Policy***)
- t) JHG – Reporting Child Abuse and Mandatory Training

132-24 Mrs. Crowley moved and Mr. Vorst seconded that the Board of Education caucus to executive session to consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official.
Time: 7:20 pm.

ROLL CALL:	Kelley Arnold	Abs		
	Kara Crowley	Yea	<u> X </u>	Passed
	Beth Murdoch	Yea		
	Brian Perry	Yea	<u> </u>	Failed
	Zach Vorst	Yea		

Let the record reflect that the Board returned from executive session at 8:25 pm.

133-24 Mrs. Crowley moved and Mr. Vorst seconded that the Board of Education meeting is hereby adjourned.
Time: 8:25 pm.

ROLL CALL:	Kelley Arnold	Abs		
	Kara Crowley	Yea	<u> X </u>	Passed
	Beth Murdoch	Yea		
	Brian Perry	Yea	<u> </u>	Failed
	Zach Vorst	Yea		

Attest:

Mr. Perry, President

Mrs. Swearingen, Treasurer