



Gahanna - Jefferson Public Schools

160 South Hamilton Road · Gahanna, OH 43230

BOARD OF EDUCATION MEETING

DECEMBER 17, 2020

AGENDA

**Regular Board of Education Meeting
December 17, 2020**

**Gahanna-Jefferson Public Schools
BOARD OF EDUCATION REGULAR MEETING
December 17, 2020 6:30 p.m.
Virtual
Steve Barrett, Superintendent**

I. OPENING ACTIVITIES

A. Calling of the Roll

ROLL CALL: Campbell___Chrysler___ Hairston___ Moehring___ Piccolantonio___MC: Y N

B. Pledge of Allegiance

C. Minutes

Moved by _____, and seconded by _____, that the Gahanna-Jefferson Board of Education approve the following minutes:

- November 6, 2020 Special Board of Education Meeting
- November 17, 2020 Finance/Facilities Committee Meeting
- November 19, 2020 Regular Board of Education Meeting

ROLL CALL: Piccolantonio___ Campbell___Chrysler___ Hairston___ Moehring___ MC: Y N

II. SCHOOL/COMMUNITY REPORT(S)/PRESENTATION(S)

- | | |
|--|-------------------|
| A. Student Council President | Jason Raymond |
| B. Gahanna-Jefferson Education Foundation | Sharon Tomko |
| C. Gahanna-Jefferson Education Association | Bethany Rak |
| D. Finance/Facilities Committee | Daphne Moehring |
| E. Policy and Governance Committee | Matt Campbell |
| F. COVID-19 Committee | Jennifer Chrysler |

III. PUBLIC PARTICIPATION

IV. COMMUNICATION(S)/ADOPTION OF AGENDA

A. Adoption of Agenda

Additions/Deletions to Agenda

1. _____

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2. _____

Moved by _____, and seconded by _____, upon the recommendation of the Superintendent, that the Gahanna-Jefferson Board of Education approve this agenda as presented or approve as amended.

ROLL CALL: Moehring___ Piccolantonio___ Campbell___ Chrysler___ Hairston___ MC: Y N

V. BOARD ACTION(S)/INFORMATION ITEM(S)

A. SUPERINTENDENT’S REPORT

B. TREASURER’S REPORT

C. FINANCIAL BUSINESS

ITEM(S) FOR ACTION (8)

Moved by _____, and seconded by _____, upon the recommendation of the Treasurer, that the Gahanna-Jefferson Board of Education approve the following:

1. Financial Report

Approve the November 2020 Monthly Financial Report as submitted by the Treasurer.

2. Donations

Accept the following donations and that the Board of Education thanks the donors for their contribution to the District:

GJPS SUPPORTER	AMOUNT	DONATED TO
The Blackbaud Giving Fund	\$40.00	Goshen Lane Elementary
High Point Elementary PTA	\$1,031.27	High Point Elementary
Gahanna-Jefferson Education Foundation	\$1,000.00	LHS "S" Club
Mr. Chad Landrum	\$96.80	LHS Lions Locker
Mr. and Mrs. David Cepek	\$50.00	LHS Lions Locker - Shop with a Cop
King Solutions Inc.	\$33.41	LHS Staff Account
Mr. & Mrs. Ned & Cindy Campbell	\$200.00	Lincoln Elementary Kindergarten Class in Memory of Jennifer Clippinger

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3. Amendment of Motion 20-11-149 (C-3) – FY21 Appropriations/ Revenues

Approve to amend as follows:

11/19/2020-FY21 Amended Appropriations						
FUND	Fund Type	Description	Previous Appropriations	Amendment	Total Appropriations	Revenue
1	GOV/General	GENERAL	\$ 97,960,152.96	\$ 1,300,000.00	\$ 99,260,152.96	
516	GOV/Special	IDEA PART B GRANTS	\$ 2,213,760.79	\$ 213,659.92	\$ 2,427,420.71	\$ 213,659.92
551	GOV/Special	LIMITED ENGLISH PROFICIENCY	\$ 114,297.97	\$ 51,069.42	\$ 165,367.39	\$ 51,069.42
572	GOV/Special	TITLE I DISADVANTAGED CHILDREN	\$ 1,399,395.94	\$ 107,307.73	\$ 1,506,703.67	\$ 107,307.73
590	GOV/Special	IMPROVING TEACHER QUALITY	\$ 282,340.75	\$ 19,452.08	\$ 301,792.83	\$ 19,452.08
599	GOV/Special	MISCELLANEOUS FED. GRANT FUND	\$ 91,039.20	\$ 2,366.92	\$ 93,406.12	\$ 2,366.92

4. New Club Student Activity Account – Lincoln High School:

Approve the Remote Control Club (200-9985) with all applicable policies, guidelines, and procedures associated with the student handbook for the purpose of practicing STEM skills through mechanics and programming; improving the socialization of Special Education and General Education peers; and improving hand eye coordination and gross and fine motor skills.

5. Transfer of Funds

Approve a transfer of \$831,700 from Permanent Improvement Fund (003-0000) to Debt Fund (002-9016).

Approve a transfer of \$1,000 from GJEF (019-9503) to S Club (200-9945) as a donation to help with providing personal care products for students.

6. Appropriations/Revenues

Approve to amend the appropriations/revenue as follows:

12/17/2020-FY21 Amended Appropriations						
FUND	Fund Type	Description	Previous Appropriations	Amendment	Total Appropriations	Revenue
200	PRO/Internal	STUDENT MANAGED ACTIVITY	\$ 404,862.43	\$ 5,850.00	\$ 410,712.43	\$ 5,850.00
510	GOV/Special	CORONAVIRUS RELIEF/BROADBAND CONNECTIVITY	\$ 452,514.00	\$ (46,000.41)	\$ 406,513.59	\$ -

7. Advances on Tax Settlement

Be it resolved the Auditor of Franklin County be and is hereby requested to draw warrants and the Treasurer of said County be and is hereby requested to pay to the Treasurer of this Board any funds in the County

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Treasury in the account of this Board as may be due during calendar year 2021.

8. Mr. & Mrs. Tripp Donation

Approve the donation from Mr. and Mrs. Tripp of approximately 30 acres of real property adjacent to and east of High Point Elementary, located in Franklin County, for the purposes of aiding in the creation and/or furtherance of an environmental educational program for the students of Gahanna-Jefferson.

ROLL CALL: Hairston___ Moehring___ Piccolantonio___ Campbell___ Chrysler___ MC: Y N

D. EDUCATIONAL/PUPIL PROGRAM(S) AND SERVICE(S)

ITEM(S) FOR ACTION (4)

Moved by _____, and seconded by _____, upon the recommendation of the Superintendent, that the Gahanna-Jefferson Board of Education approve the following:

1. Rutti Counseling & Consultation Services Proposal

Approve the proposal for Rutti Counseling & Consultation Services to provide EMDR (Eye Movement Desensitization and Reprocessing) Therapy training to ten (10) people at total cost not to exceed \$18,500, to be paid out of the student wellness fund.

2. Program of Studies

Approve the Program of Studies for Gahanna Lincoln High School for the 2021-2022 school year, as presented.

3. Summer Journey to Learning Program

Approve the 2021 Summer Journey to Learning Program for the high school, middle schools, and elementary schools. The estimated cost is \$164,860 with an estimated staff of 95 (depending upon student enrollment), to be paid out of summer school fees (Journey to Learning Fund) with any deficit being covered by the general fund.

4. Social Sentinel Contract

Approve a one-year contract with Social Sentinel to support the scanning of student Google content to ensure student safety, from December 18, 2020 to December 18, 2021, at a cost not exceed \$9,086.40, to be paid out of the general fund.

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ROLL CALL: Chrysler___ Hairston___ Moehring___ Piccolantonio___ Campbell___ MC: Y N

ITEMS FOR INFORMATION

Resignation

The following individual resigned from the Educational Service Center-Council of Governments (ESC-COG), effective at the end of the day on November 20, 2020:

Alisha (Kuempel) Staley, Preschool Aide, Clark Hall

E. HUMAN RESOURCES

ITEM(S) FOR ACTION (21)

Moved by _____, and seconded by _____, upon the recommendation of the Superintendent, that the Gahanna-Jefferson Board of Education approve the following:

1. Resignations

Accept the following resignations:

Hannah Agnew, Educational Aide, Goshen Lane Elementary, effective January 4, 2021

Pauline Basford, Grade 5, Blacklick Elementary, effective at the end of the 2020-2021 school year for retirement purposes

Jennifer Hecker, Educational Aide, Chapelfield Elementary, effective at the end of the day on November 25, 2020

Brittany Houchell, Educational Aide, Middle School West, effective at the end of the day on November 19, 2020

Heidi Love, Kitchen Helper, Blacklick Elementary, effective at the end of the day on December 18, 2020

Heather Miller, Intervention Specialist, Middle School East/Middle School West, effective at 12:00 p.m. on December 1, 2020

Rebecca Rader, Reading (46%), Goshen Lane Elementary, effective at the end of the 2020-2021 school year for retirement purposes

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Margaret Scott, Art, Lincoln High School, effective at the end of the 2020-2021 school year for retirement purposes

Brenda Telecsan, Case Manager, BL/CE/GL/HP/JE/LE/RM, effective at the end of the day on May 31, 2020 for retirement purposes

Mary Moss, Academic Intervention, Middle School West, effective at the end of the day on February 26, 2021 for retirement purposes

2. Job Abandonment

Recognize that Jessica Lescalleet abandoned her position as a Bus Driver beginning on November 11, 2020

3. Job Description

Approve the following job description:

Van Driver

4. Positions

Approve the following positions:

7 FTE Van Drivers

5. Substitute Van Driver Rate of Pay

Approve the substitute rate of pay for the following employee group, effective December 18, 2020:

Van Drivers – \$14.00/hour

6. Employment – Van Drivers – One-year Contract

Approve the following Van Drivers on a one-year limited contract (second year of a two-year contract) for the 2020-2021 school year, to serve at the will of the Board and to be paid in accordance with the adopted salary schedule in twenty-four equal installments:

Melissa Draughn
Leyda Lebron Delgado

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7. Employment – Van Drivers – Two-year Contract

Approve the following Van Drivers on a two-year limited contract for the 2020-2021 school year, to serve at the will of the Board and to be paid in accordance with the adopted salary schedule in twenty-four equal installments:

Maurice Hunter Jr.
Margaret Montgomery
Lawrence Pryor

8. Employment – Van Drivers – Continuing Contract

Approve the following Van Drivers on a continuing contract for the 2020-2021 school year, to serve at the will of the Board and to be paid in accordance with the adopted salary schedule in twenty-four equal installments:

Harold Broskie Jr.
Wesley Sellers

9. Employment – Educational Aides

Approve the following individuals on a one-year contract for the 2020-2021 school year, to be placed on the appropriate salary schedule with a 179-workday probationary period:

Jody Cox – Educational Aide, Chapelfield Elementary
Step 3 on salary schedule; \$17.76/hour
7 hours/day
Effective December 4, 2020; Prorated 108 days for the 2020-2021 SY

Grace English – Educational Aide, High Point Elementary
Step 0 on salary schedule; \$16.39/hour
7 hours/day
Effective November 30, 2020; Prorated 112 days for the 2020-2021 SY

10. Employment – Clinic Aide/Clerk-typist

Approve the following individual, to be placed on the appropriate salary schedule with a 270-calendar day probationary period, effective December 7, 2020:

Alisha Staley – Clinic Aide/Clerk-typist, Middle School East (Group III)
Step 0 on salary schedule; \$17.13/hour

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8 hours/day
Prorated 108 days for the 2020-2021 school year

11. Employment – Addendum Assignments

Approve the following certificated personnel for the positions listed, according to the current adopted Addendum Salary Schedule, for the 2020-2021 school year (Pending fingerprint results and/or certification):

Virtual Support Center Staff – To be paid at his/her individual hourly rate

Name		Bldg.
Arielle	Cool	LHS
Mary	Reed	LHS
Jessica	Saluke	LHS
Karen	Winkle	LHS

Group VIII

Athletic Academic Intervention Coordinator - \$28.26/hour, not to exceed 840 hours

Name		Bldg.
Karen	Winkle	LHS

12. Employment through the Educational Service Center-Council of Governments for the 2020-2021 School Year

Authorize the Superintendent to recommend to Tom Goodney, Superintendent, Educational Service Center of Central Ohio, that the following personnel receive a one-year contract through the Educational Service Center-Council of Governments (ESC-COG) for the 2020-2021 school year, effective December 15, 2020:

Preschool Educational Aide:

<u>Name</u>	<u>Building</u>	<u>Percentage</u>	<u>Days</u>	<u>Hours/Day</u>	<u>Salary</u>
Mieshia Parker	Clark Hall	100%	101.5	6.5	\$17.76/hour

13. Employment – Substitutes

Approve the following substitutes for the respective positions, to serve the District on an as-needed basis at the appropriate substitute pay rate, effective for the 2020-2021 school year (Pending fingerprint results and/or certification):

Custodian(s):

Parker Grunkemeyer

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Van Driver(s):

Anthony Spanovich

14. Payment in Lieu of Transportation

Approve the following families for payment in lieu of transportation.

Gwendolynne G.	Julia G.	Maxwell G.
Avary G.	Zachary G.	Kailey L.
Briana P.	Isaiah P.	Dakota P.
James R.	Zachary R.	Mason R.
Molly R.	Dennis S.	Maggie S.
Caroline S.	Payton T.	

15. Additional Hours – Orton Gillingham Training

Approve additional hours for the following employees to attend Orton Gillingham training during the 2020-2021 school year, not to exceed 20 hours, at the rate of \$28.26. Payment upon submission of timesheets, to be paid out of the general fund.

Kimberly Clifton
Emily Gilbert
Nicole Katzenstein
Megan Daugherty

16. Additional Hours – Orton Gillingham Trainer

Approve Janel Bowman to provide Orton Gillingham training during the 2020-2021 school year not to exceed 20 hours, at the rate of \$28.26. Payment upon submission of timesheets, to be paid out of the general fund.

17. Additional Hours – Transition Planning

Approve additional hours for the following staff who attend a one-hour transition planning meeting for Pre-K to K students for the 2020-2021 school year, at the hourly rate of \$28.26. Payment upon submission of timesheets, to be paid out of the general fund.

Ariel Packer	Alexandra Smart
Ann Wilkins	Joseph Francisco
Heidi Beck	Lindsey Kelly
Abby Griffiths	Janel Bowman
Hannah Morris	Hannah Longauer
Erica Shearer	Kendra Tilton

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Courtney Colapietro
Abby Hersey

Taylor Delara
Madison Miller

18. Additional Hours - Reading Recovery Professional Development

Approve additional hours for the following staff to attend required Reading Recovery Continuing Professional Development for the 2020 – 2021 school year, at the hourly rate of \$28.26, not to exceed three hours each, to be paid out of the general fund.

Mary Ann Byrum
Paula Madison
Sara Imerman
Rachel Wachtman
Patty Brohard
Christina Eckstein
Robyn Gray
Ashley Winner
Amanda Caldwell
Lauren Seitz
Beth Davis
Rachelle Mullins
Colleen Cavin
Mary Beth Friedrich

19. Additional Hours – Counseling Services

Approve the following staff for counseling services, at \$250 per day, from December 19, 2020 through January 4, 2021, to support students and families with mental health concerns. Payment upon submission of timesheets. To be paid out of the general fund.

Kelly Logan
Duane Miller
Holly Hobzeck
Andrea Johnson
Emily Remnant

Anna Prenoveau
Jenny Marshall
Bonnie Gourley
Nick Rediger

20. Amendment of Motion 20-11-151 (E-8) – Employment

Approve to amend as follows:

To reflect Step 1 on salary schedule

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21. Amendment of Motion 20-11-151 (E-31) – Unpaid Leave of Absences

Approve to amend as follows:

Stacey Miller, Math, Lincoln High school, effective November 10, 2020 through January 4, 2021

ROLL CALL: Campbell___ Chrysler___ Hairston___ Moehring___ Piccolantonio___ MC: Y N

F. GENERAL BUSINESS

ITEM(S) FOR ACTION (9)

Moved by _____, and seconded by _____, upon the recommendation of the Superintendent, that the Gahanna-Jefferson Board of Education approve the following:

1. Organizational Meeting 2021

Appoint Beryl Piccolantonio as President Pro Tem and set the 2021 organizational meeting for Thursday, January 7, 2021 at 6:30 p.m. as a virtual meeting.

2. Vehicle Disposal

Approve the disposal of the following vehicles:

- Vehicle T-14 2003 Chevrolet Van VIN 1GCFG15X231176435
- Vehicle T-17 2006 GMC 4X4 Pick Up VIN 1GTHK24U66E123948
- T-3 1999 Van Chevrolet 1GCGG25R6X1085217
- T-12 2003 Van Chevrolet Express 1GCFG15X231219493
- T-22 1997 Van Truck GMC 1GTGG25R7V1073932
- T-15 2004 Van Chevrolet 1GCFG15XX41172053

3. Ohio Workers Compensation Insurance

Approve payment for excess Ohio Workers Compensation Insurance effective January 1, 2021 through January 1, 2022, at a cost not to exceed \$42,880.25, to be paid out of the Workers Compensation Fund. Insurance Carrier: Benchmark Insurance Company.

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4. Van Purchase

Approve the purchase of one transit T-250 van from Coughlin Automotive at a cost not to exceed \$28,949 to be paid out of the Permanent Improvement (PI) Fund.

5. Van Purchase

Approve the purchase of one transit connect from Coughlin Automotive at a cost not to exceed \$23,707 to be paid out of the Permanent Improvement (PI) Fund.

6. Amendment of Motion 20-11-145 (A-1) – Bus Drivers, Mechanics and Van Drivers Negotiated Agreement

Approve to amend as follows:

On the mechanics pay scale, for 18, 19, 20 and 21 years of experience, change the hourly rate to \$30.89, for the 2020-2021 school year.

7. Resolution

Approve the following resolution:

AUTHORIZING THE ISSUANCE OF BONDS IN THE AMOUNT OF NOT TO EXCEED \$205,665,000 FOR THE PURPOSE OF CONSTRUCTING SCHOOL FACILITIES, INCLUDING A NEW HIGH SCHOOL, AND RENOVATING, REPAIRING, IMPROVING, AND CONSTRUCTING IMPROVEMENTS AND ADDITIONS TO EXISTING SCHOOL FACILITIES, BUILDINGS, AND INFRASTRUCTURE, INCLUDING ADDITIONAL CLASSROOM AND LEARNING SPACE CAPACITY TO ACCOMMODATE STUDENT POPULATION GROWTH; FURNISHING AND EQUIPPING THE SAME; IMPROVING THE SITES THEREOF; AND ACQUIRING LAND AND INTERESTS IN LAND; AND AUTHORIZING AND APPROVING RELATED MATTERS

WHEREAS, at the election held on November 3, 2020, on the proposition of issuing bonds of the School District in the amount of \$205,665,000 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

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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 said bonds exceeds five years, and the maximum maturity of such bonds is 37 years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$205,665,000 of such bonds 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 GAHANNA-JEFFERSON CITY SCHOOL DISTRICT, FRANKLIN COUNTY, OHIO THAT:

Section 1. It is hereby declared necessary to issue bonds of the School District for the purpose described in the title of this Resolution in the principal sum of not to exceed \$205,665,000, or such lesser amount as shall be determined by the Treasurer and certified to this Board, which bonds shall be designated as "Gahanna-Jefferson City School District, Franklin County, Ohio School Facilities Construction and Improvement Bonds, Series 2021," 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 37 years), the interest rates for the Bonds (provided that the true interest cost for all Bonds in the aggregate shall not exceed 6.00% 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.

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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).

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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 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 signature. 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

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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

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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.

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

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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

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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 book-entry system, the School District and the Bond Registrar may attempt to establish a securities depository/book-entry 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.

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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 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 KeyBanc Capital Markets Inc. and/or to such other 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.

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Section 13. The State Department of Education is requested, pursuant to Ohio Revised Code Section 3317.18, to approve an agreement among the State, the School District, and the Bond Registrar providing for the withholding of deposit of funds otherwise due to the School District under Ohio Revised Code Chapter 3317 for the payment of debt charges on all or any portion or series of the Bonds. The President, the Superintendent, and the Treasurer are authorized to prepare and file with the State an application for such approval and to execute and deliver on behalf of the Board any and all documents, certificates, forms and agreements that are in their judgment necessary or appropriate in connection therewith, if the Treasurer deems such agreement to be in the best interest of the School District.

Section 14. 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

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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 15. 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.

Section 16. 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

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Superintendent and the President are each authorized to execute and deliver, on behalf of the School District and in their official capacities, such certificates 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 17. 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 18. The Treasurer is authorized to make the deposits and fund transfers required or necessary to accomplish the intent of this Resolution, including, but not limited to, depositing the proceeds of the Bonds into Fund 004.

Section 19. The Board approves of the appointments of the law firm of Bricker & Eckler 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 20. 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.

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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 21. 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 22. For the first collection year for the Debt Service Levy (commencing in 2020, first due in calendar year 2021), this Board requests the County Auditor of Franklin County, Ohio (the "County Auditor") to set and collect the Debt Service Levy at 3.71 mills, which is less than the millage estimate for the Bonds approved by the electors of the School District at the election held on November 3, 2020. This resolution shall be supplemented with the Certificate of Fiscal Officer provided for herein. Additionally, the Treasurer shall supply the County Auditor with a plan of finance relating to the Bonds if necessary to facilitate the collection of the Debt Service Levy.

Section 23. 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.

8. Resolution

Approve the following resolution:

**AUTHORIZING THE CONSTRUCTION, IMPROVEMENT,
FURNISHING, AND EQUIPPING OF SCHOOL FACILITIES;
AUTHORIZING THE GRANTING OF A BASE LEASEHOLD
INTEREST IN CERTAIN SCHOOL DISTRICT LAND AND**

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FACILITIES TO A THIRD-PARTY ENTITY AND A LEASE BACK OF SUCH LAND AND NEW OR IMPROVED SCHOOL FACILITIES FROM SAID THIRD-PARTY ENTITY, ALL PURSUANT TO A BASE LEASE AND LEASE-PURCHASE AGREEMENT; APPROVING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE WITH A TRUSTEE AND THE ASSIGNMENT OF SUCH LEASEHOLD INTERESTS TO THE TRUSTEE; APPROVING THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$50,000,000 OF CERTIFICATES OF PARTICIPATION EVIDENCING PROPORTIONATE INTERESTS IN RENT TO BE PAID BY THE BOARD OF EDUCATION UNDER SAID BASE LEASE AND LEASE-PURCHASE AGREEMENT; APPROVING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS AND AGREEMENTS RELATING THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

WHEREAS, the School District is in need of constructing, improving, furnishing, and equipping school facilities and making improvements to its existing school facilities (collectively, the "Project Facilities"), including, but not limited to, constructing school facilities, including a new high school, and renovating, repairing, improving, and constructing improvements and additions to existing school facilities, buildings, and infrastructure, including additional classroom and learning space capacity to accommodate student population growth; furnishing and equipping the same; improving the sites thereof; and acquiring land and interests in land; and

WHEREAS, in order to finance the costs of constructing, improving, furnishing, and equipping of the Project Facilities (the "Project") pursuant to Ohio Revised Code Section 3313.375, it is determined to be necessary and appropriate to undertake a lease-purchase financing as described herein; and

WHEREAS, the amount to be financed, including the costs of the Project and the costs associated with issuing the Certificates (as defined herein) as authorized by this Resolution, shall not exceed \$50,000,000; and

WHEREAS, at the election held on November 3, 2020, on the proposition of levying an additional property tax outside the ten-mill limitation to provide funds for the acquisition, construction, enlargement, renovation, and financing of permanent improvements at a rate of 1.50 mills for each one dollar of tax valuation for 30 years (the "Permanent Improvement Levy"), the electors of the School District approved the levy of the Permanent Improvement Levy with the requisite majority of those voting on the proposition voting in favor thereof; and

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WHEREAS, the School District intends to use a portion of the proceeds of the Permanent Improvement Levy to pay for the debt service on the Certificates;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE GAHANNA-JEFFERSON CITY SCHOOL DISTRICT, FRANKLIN COUNTY, OHIO THAT:

- It is hereby determined to be necessary and in the best interest of the inhabitants of the School District that the Board, on behalf of the School District, construct, improve, furnish, and equip, or cause to be constructed, improved, furnished, and equipped, the Project in accordance with the plan of lease-purchase financing described in this Resolution. The Project Facilities shall be constructed or are located on land (referred to herein as the "Project Site") owned by the School District, as such Project Site and Project Facilities will be more particularly described in the Agreement (as defined herein). In addition, certain of the Project Facilities financed under the plan of lease-purchase financing described herein may be constructed, improved, furnished, equipped and installed on other properties and buildings owned by the School District, which properties shall not be included within the Project Site but which nonetheless may be financed with proceeds from the Certificates.
- The Board shall lease the Project Site and the Project Facilities located thereon on a non-exclusive basis for use in common with the School District (the "Base Leasehold Interest") to a third-party entity (the "Lessor"), which Lessor shall be as determined by the Treasurer of the Board (the "Treasurer") and set forth in the Certificate of Fiscal Officer (as defined herein), pursuant to the terms of a Base Lease and Lease-Purchase Agreement (the "Agreement"). The term of the Base Leasehold Interest shall run not later than five years beyond the final renewal term of the Lease-Purchase Interest (as defined herein). The rental payments, if any, due for the Base Leasehold Interest shall be set forth in the Agreement.
- The Board shall lease the Project Site and the Project Facilities located or to be constructed thereon back from the Lessor pursuant to the terms of the Agreement (the "Lease-Purchase Interest"). The Agreement shall require the Board, as agent for the Lessor, to construct or cause to be constructed the Project Facilities, and shall provide, among other things, for the payment of rent (referred to herein as "Rent") from the Board to the Lessor. Rent shall be payable in periodic installments over the term of the Agreement, in such amounts and at such times as shall be determined by the Treasurer and reported to this Board in the Certificate of Fiscal Officer, provided that the actual Rent payments shall not exceed in any year the amounts that would be required if the applicable interest rate were 5.50%

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per annum applied on a principal amount of not to exceed \$50,000,000. The Agreement shall provide for termination in the event the Board fails to appropriate funds adequate to pay rent due with respect to any renewal term.

The initial term of the Lease-Purchase Interest (the "Initial Term") shall be until June 30 of the fiscal year in which the Agreement is entered into. The Board shall have the right to renew the Lease-Purchase Interest for a series of additional one-year (or partial-year) renewal terms equivalent in duration to the lesser of the useful life of the Project Facilities, as determined by the Treasurer, or 30 years (the "Maximum Term"), which Maximum Term shall be calculated from the date that the Agreement is entered into. Such renewal terms of the Lease-Purchase Interest will begin on July 1 of the fiscal year after the Initial Term, and will continue on July 1 of each year thereafter through and including the last renewal term, which shall end on a date that is not later than the Maximum Term. The Treasurer shall determine the term of the Agreement, subject to such limitations, and report the same to this Board in the Certificate of Fiscal Officer.

The President of the Board (the "President") and the Treasurer are authorized and directed to execute on behalf of the Board the Agreement with the Lessor. The President and the Treasurer shall approve the form and content of the Agreement on behalf of the Board and consistent with this Resolution, and such officers' execution of the Agreement shall be conclusive evidence of such approval.

Notwithstanding any other provision of this Resolution, the Base Leasehold Interest and the Lease-Purchase Interest may be conveyed through two separate leases, and, where appropriate, references to the Agreement in this Resolution shall be read to include both leases.

- The Board hereby consents to and approves the assignment of the Agreement from the Lessor to a bank to be determined by the Treasurer, as trustee (the "Trustee"), and the execution of a Trust Indenture (the "Indenture") with the Trustee relating to the collection and distribution of rental payments and the execution and delivery of the Certificates of Participation (Gahanna-Jefferson City School District, Franklin County, Ohio School Facilities Project), Series 2021 (Evidencing Proportionate Interests in Rent to be Paid by the Board of Education of the Gahanna-Jefferson City School District, Franklin County, Ohio) (the "Certificates"). The Indenture and form of Certificates shall be in such form, not inconsistent with the terms of this Resolution, as the Treasurer shall determine. The Certificates may be issued in one or more series.

The final terms of sale of the Certificates, and the resulting terms of the Agreement and the Indenture, including but limited to the interest rate,

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financed amount, maximum term, amortization schedule, redemption provisions, and the name of the Lessor, shall be as determined by the Treasurer and reported to this Board in a Certificate of Fiscal Officer Relating to Terms of the Certificates (the "Certificate of Fiscal Officer"). The Treasurer is authorized to arrange for the establishment of a debt service reserve fund, if necessary, in connection with issuance of the Certificates, if in the Treasurer's judgment such debt service reserve fund would result in a cost savings to the School District.

- The Treasurer shall sell the Certificates to KeyBanc Capital Markets Inc. and/or to such other 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. The Treasurer, the President, and the Superintendent of the School District (the "Superintendent"), or any of them individually, are authorized to execute on behalf of the Board a certificate purchase agreement with the Original Purchaser, setting forth the conditions under which the Certificates 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 Certificates, 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 fund created under the Indenture to be used for payment of principal and interest on the Certificates (the "Certificate Fund"), and be applied to the payment of the principal of and interest on the Certificates. Any premium received from the sale of the Certificates may be used to pay the financing costs of the Certificates, within the meaning of Ohio Revised Code Section 133.01(K), or be deposited into the Certificate Fund.

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

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

- The Treasurer is hereby authorized to obtain or update a rating or ratings on the Certificates and the School District if the Treasurer determines that it is necessary or advisable in connection with the original issuance of the Certificates. If the Treasurer so determines, then the Treasurer, Superintendent, and any officer of this Board are hereby authorized and directed to take all steps necessary to obtain such rating or ratings, including paying the rating fees imposed by any rating agency.
- 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 Certificates, including executing and delivering a commitment therefor and certificates and other documents in connection therewith and paying the 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.
- The Board agrees to execute and perform the Agreement in accordance with the terms thereof. The Board agrees to comply with the terms and conditions of the Indenture insofar as they relate to the Board and the School District, and further agrees to comply with the terms and conditions of such additional documents and agreements relating thereto as shall be deemed, by the Treasurer or the President, in their discretion, to be necessary or appropriate in connection with the financing herein described, and such additional documents and agreements shall not be inconsistent with the terms of this Resolution.
- Nothing in the Agreement, the Indenture, the Certificates, or any agreements or documents relating thereto shall constitute or be construed or deemed to constitute a debt or bonded indebtedness or a general obligation of the Board, the School District, or any agency of the School District. Neither the taxing power nor the full faith and credit of the School District are pledged or shall be pledged for the payment or security of the Agreement, the Indenture, the Certificates, or any other related agreement or document.
- The Treasurer may determine to issue all or any series or portion of the Certificates as obligations that the interest thereon is excluded from the gross income of the holders of the Certificates for federal income tax purposes, and the following provisions of this Section shall apply to such Certificates (or series or portions thereof):

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The Board hereby covenants that it will comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Certificates 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 Certificates so that the Certificates 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 Certificates in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Certificates 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 hereby 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 Certificates 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 Certificates 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 Certificates; 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.

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

- The Board hereby approves of the appointments of the law firm of Bricker & Eckler LLP to serve as Special Counsel and Baker Tilly Municipal Advisors, LLC to serve as a municipal advisor to the Board with respect to the lease-purchase financing and the issuance of the Certificates as set forth in this Resolution. 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.
- The officer having charge of the minutes of the Board and any other officers of the Board, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Certificates and to furnish a copy of such transcript to the purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the Board to issue the Certificates 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 Board as to the facts stated therein. Scanned and transmitted electronically and electronic and digital signatures shall be deemed original signatures for said transcript of the Certificates, 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.

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The Treasurer and the President are hereby authorized and directed to take such action (including, but not limited to, hiring such professionals or consultants as may be needed to facilitate the issuance of the Certificates) and to execute and deliver, on behalf of the Board, the Agreement and such additional agreements, certificates, instruments, documents, and other items 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.

- The net proceeds of the Certificates are hereby appropriated for the payment of the costs of constructing, improving, furnishing, and equipping of the Project Facilities and for the payment of fees related to the lease-purchase financing and the issuance of the Certificates as set forth in this Resolution.

There is further appropriated, from unappropriated funds to be deposited or currently on deposit in the permanent improvement fund (including the proceeds of the Permanent Improvement Levy) and/or the general fund of the School District, a sum not to exceed \$800,000.00 to pay the cost of Rent payments due or coming due during the Initial Term of the Agreement. In the event that the Initial Term of the Agreement does not end on June 30, 2021 and the Rent payments due in such Initial Term exceed the aforementioned appropriated amount, the Treasurer is further authorized and directed to provide for the payment of such additional Rent payments due or coming due under the Agreement from any funds lawfully available that are appropriated or shall be appropriated for that purpose, including from the proceeds of the Permanent Improvement Levy.

- It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this 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.

9. Resolution

Approve the following resolution:

APPROVE A WRITTEN POST-ISSUANCE COMPLIANCE POLICY IN CONNECTION WITH THE ISSUANCE OF TAX-EXEMPT AND TAX-PREFERRED OBLIGATIONS BY THE SCHOOL DISTRICT

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WHEREAS, the School District has previously issued, or intends to issue in the future, bonds and other obligations for the purpose of financing and refinancing various capital improvements in the School District (collectively, the “Obligations”); and

WHEREAS, the Obligations were issued, or will be issued as, tax-exempt and tax-preferred obligations under the Internal Revenue Code of 1986, as amended; and

WHEREAS, in connection with the issuance of the Obligations, it is advised that the Board have a formal written policy outlining the policies and procedures necessary to promote compliance with federal income tax and securities laws, as well as the requirements set forth in the documents for each issue of Obligations; and

WHEREAS, the Board desires to formally approve a written policy outlining such policies and procedures;

NOW THEREFORE, BE IT RESOLVED by the Board of Education of the Gahanna-Jefferson City School District, Franklin County, Ohio, that:

Section 1. Approval of Written Post-Issuance Compliance Policy. The Board hereby approves a written post-issuance compliance policy (the “Policy”) in connection with the issuance of the Obligations of the School District. On behalf of the Board, the Treasurer is hereby authorized to execute the Policy, which Policy shall be in the form attached hereto as Exhibit A. The Treasurer is also hereby authorized to execute any other documents necessary in connection with the Policy. The Treasurer’s execution of such documents shall be conclusive evidence of the Board’s approval of such documents.

Section 2. Open Meeting. It is hereby found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were adopted 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 Section 121.22 of the Ohio Revised Code.

ROLL CALL: Piccolantonio___ Campbell___ Chrysler___ Hairston___ Moehring___ MC: Y N

VI. BOARD REPORT(S)/DISCUSSION(S)

- A. Legislative Liaison**
- B. Eastland Fairfield**
- C. Gahanna Parks and Rec**

- Beryl Piccolantonio**
- Matt Campbell**
- Steve Barrett**

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- D. Local Government Liaison**
- E. Gahanna-Jefferson Education Foundation**
- F. Insurance Committee**

**Daphne Moehring
Daphne Moehring
Bryan Hairston**

VII. EXECUTIVE SESSION

Moved by _____, and seconded by _____, that the Gahanna-Jefferson Board of Education enters into Executive Session pursuant to Ohio Revised Code 121.22 (G) for the purpose of:

- _____ The appointment, employment, dismissal, discipline, promotion, demotion, compensation of an employee or official, or the investigation of charges or complaints against an employee, official, licensee or student, unless the employee, official, licensee or student requests a public hearing.
- _____ The purchase of property for public purposes or the sale of property at competitive bidding.
- _____ Conference with the Board's attorney to discuss matters which are the subject of pending or imminent court action.
- X Preparing for conducting, or reviewing negotiations or bargaining sessions with employees.
- _____ Matters required to be kept confidential by federal law rules or state statutes.
- _____ Specialized details of security arrangements.

Time In: _____
Time Out: _____

ROLL CALL: Moehring____ Piccolantonio__ Campbell__ Chrysler__ Hairston____ MC: Y N

VIII. ADJOURNMENT

Moved by _____, and seconded by _____, that the regular meeting of the Gahanna-Jefferson Board of Education adjourned at _____ p.m.

ROLL CALL: Hairston__ Moehring____ Piccolantonio__ Campbell__ Chrysler__ MC: Y N