

SCHOOL BOARD MINUTES
Crookston Public Schools
Independent School District #593
Monday, June 24, 2024 – 5:00 p.m.
Crookston High School Choir/Orchestra Room

1. **CALL TO ORDER:**

The meeting was called to order by Chairperson Frank Fee at 5:00 p.m.

Members present: Dave Davidson, Patty Dillabough, Tim Dufault, Frank Fee, Marcia Meine, Mike Theis

1.1 Pledge of Allegiance

1.2 Visitors/Non-Agenda Items

2. **APPROVAL OF AGENDA:**

2.1 **Additions or Corrections to Agenda:** The following additions were made to the main agenda:

3.3.11 Accept resignation letter from Daniel Rooney, High School Phy. Ed. & Weights Instructor, effective immediately

4.6 Approve Bus Driver Contract for SY 2024-2025 and 2025-2026

2.2 **Approval of Agenda:** A motion was made by Member Meine and seconded by Member Dillabough to approve the main agenda as amended.

All voted aye. Motion approved.

3. **CONSENT AGENDA:**

A motion was made by Member Theis and seconded by Member Dufault to approve the Consent Agenda which included the following items:

3.1 Approve prior minutes of regular meeting on May 20, 2024


3.2 Approve current bills as presented in the amount of \$2,168,880.17. The bill summary included the following amounts:

General:	\$1,499,765.01
Food Service:	46,540.33
Community Service:	2,804.94
Building Construction:	25,724.29
Debt Redemption:	591,172.50
Student Activities:	<u>2,873.10</u>
Total:	\$2,168,880.17

3.3 Personnel Items:

3.3.1 Accept resignation letter from Jayne Nesvig, Elementary Teacher at

BOARD CLERK


Mike Theis

- Highland Elementary School, effective May 31, 2024. *(letter on file in D.O.)*
- 3.3.2 Accept resignation letter from Marcelo Campoverde, Spanish Instructor at CHS, effective May 31, 2024. *(letter on file in D.O.)*
 - 3.3.3 Accept resignation letter from Holly Mancktelow, Paraprofessional at HES, effective immediately. *(letter on file in D.O.)*
 - 3.3.4 Accept resignation letter from Agnes Grenier, Kitchen Helper at CHS, effective immediately. *(letter on file in D.O.)*
 - 3.3.5 Accept resignation letter from Emma Mekkes, Paraprofessional at HES, effective immediately. *(letter on file in D.O.)*
 - 3.3.6 Approve employment with Lori Carlson as Orchestra Teacher for the District, at MA Step 10, 1.0 FTE, effective August 26, 2024. Lori will be replacing Haley Ellis, who has resigned.
 - 3.3.7 Approve employment with Cayley Kruckeberg as Elementary Teacher at HES, at BA Step 1, 1.0 FTE, effective August 26, 2024. Cayley will be replacing Sara Geist and Anna Brekken who have been reassigned to other duties.
 - 3.3.8 Approve employment with Clara Holland as Elementary Teacher at HES, at BA Step 1, 1.0 FTE, effective August 26, 2024. Clara will be replacing Rachel Hurner, who has resigned.
 - 3.3.9 Approve AFSCME Dietary Master Agreement for 2024-25; 2025-2026 and 2026-2027 school years
 - 3.3.10 Approve CPA Principal's Master Agreement for 2024-2025 & 2025-2026 school years
 - 3.3.11 Accept resignation letter from Daniel Rooney, Phy. Ed and Weights Instructor at CHS, effective immediately. *(letter on file in D.O.)*
- 3.4 Accept Grants/Donations:
- 3.4.1 Accept donation from the Matron's Club in the amount of \$200 for the Summer Food Program
 - 3.4.2 Accept donation from the Minnesota Masonic Charities in the amount of \$500 for the Jr/Sr. Class
 - 3.4.3 Accept donation from the Crookston Masonic Lodge in the amount of \$500 for the Jr/Sr. Class
 - 3.4.4 Accept donation from the MN Masonic Charities in the amount of \$2,000 for the 6th grade Itasca trip
 - 3.4.5 Accept donation from the Crookston Masonic Lodge in the amount of \$2,000 for the 6th grade Itasca trip
 - 3.4.6 Accept donation from the Crookston FFA Alumni in the amount of \$300 for the FFA Leadership Camp
 - 3.4.7 Accept donation from Happy Joe's of Crookston for the Middle School field trip.

All voted aye. Motion approved.

CLERK: 
Mike Theisr

4. **MAIN AGENDA:**

4.1 **MSHSL Membership:** A motion was made by Member Dufault and seconded by Member Dillabough to approve the Resolution for Membership in MSHSL (Minnesota State High School League) for the 2024-2025 school year.

A roll call vote was taken. All voted aye. Motion approved.

4.2 **Safe Routes to School Grant:** A motion was made by Member Theis and seconded by Member Meine to approve a Resolution for Safe Routes to School (SRTS) Boost Grant.

A roll call vote was taken. All voted aye. Motion approved.

4.3 **MREA Membership:** A motion was made by Member Davidson and seconded by Member Meine to approve membership to the MREA for the 2024-2025 school year.

All voted aye. Motion approved.

4.4 **2024-2025 Budget:** A motion was made by Member Dufault and seconded by Member Fee to approve the adopted budget for the 2024-2025 fiscal year.

Five members voted aye. Member Davidson voted against. Motion approved.

4.5 RESOLUTION RELATING TO \$4,995,000 GENERAL OBLIGATION TAX ABATEMENT, CAPITAL FACILITIES, AND REFUNDING BONDS, SERIES 2024A; RATIFYING THE AWARD OF SALE, PRESCRIBING THE FORM AND DETAILS AND PROVIDING FOR THE PAYMENT THEREOF

CERTIFICATION OF MINUTES RELATING TO
\$4,995,000 GENERAL OBLIGATION TAX ABATEMENT, CAPITAL FACILITIES, AND REFUNDING
BONDS, SERIES 2024A

Issuer: Independent School District No. 593 (Crookston), Minnesota

Governing Body: School Board

Kind, date, time and place of meeting: A regular meeting held on June 24, 2024 at 5:00 p.m. at the Crookston High School.

Members present: Dave Davidson, Patty Dillabough, Tim Dufault, Frank Fee, Marcia Meine, Mike Theis

Members absent: None

Documents attached:

BOARD CLERK


Mike Theis

Minutes of said meeting (including):

RESOLUTION RELATING TO \$4,995,000 GENERAL OBLIGATION TAX ABATEMENT, CAPITAL FACILITIES, AND REFUNDING BONDS, SERIES 2024A; RATIFYING THE AWARD OF SALE, PRESCRIBING THE FORM AND DETAILS AND PROVIDING FOR THE PAYMENT THEREOF

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

WITNESS my hand officially as such recording officer this 24th day of June, 2024.



School District Clerk

BOARD CLERK 

Mike Theis

It was reported that six (6) sealed proposals for the purchase of the District's General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A were received prior to 10:00 a.m., pursuant to the Preliminary Official Statement distributed to potential purchasers of the Bonds by Ehlers & Associates, Inc., independent municipal advisor to the District. The proposals have been publicly opened, read and tabulated and were found to be as follows:

(See Attached)

BOARD CLERK


Mike Theis



BID TABULATION

\$5,105,000* General Obligation Tax Abatement, Capital Facilities and Refunding Bonds, Series 2024A

Independent School District No. 593 (Crookston), Minnesota

SALE: June 24, 2024

AWARD: PIPER SANDLER & CO.

MN Credit Enhancement Rating: Moody's Investor's Service "Aa1"
Underlying Rating: Moody's Investor's Service "A1"

Tax Exempt - Bank Qualified

NAME OF BIDDER	MATURITY (February 1)	COUPON RATE	REOFFERING YIELD	PRICE	TRUE INTEREST RATE
PIPER SANDLER & CO. Minneapolis, Minnesota Cantor Fitzgerald	2025	5.000%	3.450%	\$5,515,787.00	3.3239%
	2026	5.000%	3.270%		
	2027	5.000%	3.170%		
	2028	5.000%	3.100%		
	2029	5.000%	3.050%		
	2030	5.000%	3.050%		
	2031	5.000%	3.050%		
	2032	5.000%	3.050%		
	2033	5.000%	3.050%		
	2034	5.000%	3.050%		
BAIRD Milwaukee, Wisconsin					3.3377%
NORTHLAND SECURITIES, INC. Minneapolis, Minnesota					3.4102%
HILLTOPSECURITIES Dallas, Texas					3.4746%
TD SECURITIES (USA) LLC New York, New York					3.4747%
STIFEL, NICOLAUS & COMPANY, INCORPORATED Birmingham, Alabama					3.4802%

* Subsequent to bid opening the issue size was decreased to \$4,995,000.

Adjusted Price: \$5,397,060.93 Adjusted Net Interest Cost: \$949,832.81 Adjusted TIC: 3.3238%

BUILDING COMMUNITIES. IT'S WHAT WE DO. info@ehlers-inc.com 1 (800) 552-1171 www.ehlers-inc.com

BOARD CLERK

Mike Theis

Member Mike Theis, introduced the following resolution and moved its adoption, which motion was seconded by Member Patty Dillabough:

RESOLUTION RELATING TO \$4,995,000 GENERAL OBLIGATION TAX ABATEMENT, CAPITAL FACILITIES, AND REFUNDING BONDS, SERIES 2024A; RATIFYING THE AWARD OF SALE, PRESCRIBING THE FORM AND DETAILS AND PROVIDING FOR THE PAYMENT THEREOF

BE IT RESOLVED by the School Board (the Board) of Independent School District No. 593 (Crookston), Minnesota (the District), as follows:

SECTION 1. AUTHORIZATION AND SALE.

1.01. Authorization.

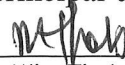
(a) This Board, by resolution adopted on May 20, 2024 (the Authorizing Resolution), authorized the issuance and sale of its General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A (the Bonds) in the approximate principal amount of \$5,405,000 to finance the Tax Abatement Projects, the Capital Facilities Projects, and refinance the 2013 Projects, as further described below. The Authorizing Resolution authorized Ehlers & Associates, Inc., in Roseville, Minnesota (Ehlers) to negotiate the sale of the Bonds, on behalf of the District, on a competitive basis and further authorized the Superintendent or Business Manager and any Board member, in consultation with and upon the advice of representatives of Ehlers, to execute a contract on the part of the District for the sale of the Bonds with the purchaser; provided that the aggregate principal amount of the Bonds does not exceed \$5,405,000, and the true interest costs of the Bonds does not exceed 3.75%.

A portion of the Bonds, \$360,000 (the Tax Abatement Bonds) will be used to finance districtwide parking lot construction and reconstruction projects (the Abatement Projects). To pay all or a portion of the costs of the Abatement Projects or to pay a portion of the principal of and interest on general obligation bonds to be issued by the District to pay for the Abatement Projects, this Board by resolution adopted on the date hereof, following a public hearing (the Abatement Resolution), has granted an abatement of property taxes to be imposed by the District on certain parcels in the District identified in the Abatement Resolution for a period of ten (10) years commencing with property taxes payable in 2025 and concluding with property taxes payable in 2034, all pursuant to Minnesota Statutes, Sections 469.1812 to 469.1815, as amended. The revenues derived by the District from such abatement of property taxes are referred to collectively herein as the Tax Abatement Revenue.

A portion of the Bonds, \$600,000 (the Capital Facilities Bonds), will be used to finance various capital projects and improvements at District facilities, as described in the list of proposed projects submitted to the Commissioner of Education of the State of Minnesota (the Capital Facilities Projects).

A portion of the Bonds, \$4,035,000 (the Refunding Bonds), will be used to refund on August 22, 2024 (the Redemption Date), in a current refunding, the 2025 through 2034 maturities of the District's General Obligation Alternative and Capital Facilities Bonds, Series 2013A, dated December 30, 2013, and issued in the original principal amount of \$7,645,000 (the "Refunded

BOARD CLERK


Mike Theis

Bonds”). Proceeds of the Refunded Bonds were used to finance various health and safety and deferred capital maintenance projects at District facilities (the 2013 Projects).

The Tax Abatement Projects, the Capital Facilities Projects, and the 2013 Projects are referred to collectively herein as the Project.


(b) The maturities of the Bonds are allocated between these purposes of the issue as follows:

<u>Year</u>	<u>Tax Abatement Bonds</u>	<u>Capital Facilities Bonds</u>	<u>Refunding Bonds</u>	<u>Total</u>
2025	--	--	\$ 435,000	\$ 435,000
2026	\$ 30,000	\$ 20,000	350,000	400,000
2027	35,000	25,000	375,000	435,000
2028	35,000	30,000	390,000	455,000
2029	40,000	30,000	410,000	480,000
2030	40,000	85,000	380,000	505,000
2031	40,000	95,000	395,000	530,000
2032	45,000	100,000	410,000	555,000
2033	45,000	105,000	435,000	585,000
2034	50,000	110,000	455,000	615,000
TOTAL	\$360,000	\$600,000	\$4,035,000	\$4,995,000

(c) General obligation capital facilities bonds shall not be finally authorized until thirty (30) days after the adoption of the resolution stating the Board’s intention to issue general obligation capital facilities bonds, during which time there may be filed with the Board a petition signed by more than fifteen percent of the registered voters of the District contesting the intention of the District to issue such general obligation capital facilities bonds. The period for a petition to be filed with the Board has expired and no petition has been filed.

1.02. Sale. The District has retained Ehlers & Associates, Inc., in Roseville, Minnesota (Ehlers) as independent municipal advisor in connection with the sale of the Bonds. Pursuant to Minnesota Statutes, Section 475.60, subdivision 2, paragraph (9), the requirements as to public sale do not apply to the issuance of the Bonds. Pursuant to the Preliminary Official Statement prepared on behalf of the District by Ehlers, sealed proposals for the purchase of the Bonds were received at or before the time specified for receipt of proposals. A proposal for purchase of the Bonds meeting the requirements of the Authorizing Resolution has been received from the Piper Sandler & Co. in Minneapolis, Minnesota (the Purchaser), and it is hereby determined the Bonds shall be issued in the principal amount of \$4,995,000 at a purchase price of \$5,397,060.93 (representing the principal amount of \$4,995,000, plus an original issue premium of \$440,623.45, and less an underwriter’s discount of \$38,562.52) plus accrued interest, if any, and upon the further terms and conditions set forth herein.

1.03. Award. The sale of the Bonds is hereby awarded to the Purchaser and the Superintendent or Business Manager and any Board officer are hereby authorized and directed to execute a contract on behalf of the District for the sale of the Bonds in accordance with the Preliminary Official Statement. The good faith deposit of the Purchaser shall be retained and

BOARD CLERK 
Mike Theis

deposited by the District until the Bonds have been delivered, and shall be deducted from the purchase price paid at settlement.

SECTION 2. BOND TERMS, REGISTRATION, EXECUTION AND DELIVERY.

2.01. Issuance of Bonds. All acts, conditions and things which are required by the Constitution and laws of the State of Minnesota to be done prior to the issuance of the Bonds having been done, existing and having happened, it is necessary for this Board to establish the form and terms of the Bonds, to provide for the security thereof, and to issue the Bonds forthwith.

2.02. Maturities, Interest Rates and Denominations. The Bonds shall be originally dated as of July 18, 2024, shall be in denominations of \$5,000 or any integral multiple thereof of single maturities, shall mature on February 1 in the years and amounts stated below and shall bear interest from date of issue until paid or duly called for redemption at the annual rates set forth opposite such years and amounts, as follows:


<u>Year</u>	<u>Amount</u>	<u>Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2025	\$435,000	5.000%	2030	\$505,000	5.000%
2026	400,000	5.000	2031	530,000	5.000
2027	435,000	5.000	2032	555,000	5.000
2028	455,000	5.000	2033	585,000	5.000
2029	480,000	5.000	2034	615,000	5.000

The Bonds shall be issuable only in fully registered form. Interest shall be computed on the basis of a 360-day year composed of twelve 30-day months. The interest thereon and, upon surrender of each Bond, the principal amount thereof, shall be payable by check or draft issued by the Registrar described herein; provided that, so long as the Bonds are registered in the name of a securities depository, or a nominee thereof, in accordance with Section 2.08 hereof, principal and interest shall be payable in accordance with the operational arrangements of the securities depository.

2.03. Dates and Interest Payment Dates. Upon initial delivery of the Bonds pursuant to Section 2.07 and upon any subsequent transfer or exchange pursuant to Section 2.06, the date of authentication shall be noted on each Bond so delivered, exchanged or transferred. The interest on the Bonds shall be payable on February 1 and August 1, commencing February 1, 2025, to the owners of record thereof as of the close of business on the fifteenth day of the immediately preceding month, whether or not such day is a business day.

2.04. Redemption. The Bonds maturing on and after February 1, 2033 shall be subject to redemption and prepayment at the option of the District, in whole or in part, in such order as the District shall determine and within a maturity by lot as selected by the Registrar in multiples of \$5,000, on February 1, 2032, and on any date thereafter, at a price equal to the principal amount thereof and accrued interest to the date of redemption. The Clerk shall cause notice of the call for redemption thereof to be published as required by law and, at least thirty (30) days prior to the designated redemption date, shall cause notice of the call for redemption to be mailed, by first class mail, to the registered owners of any Bonds to be redeemed at their addresses as they appear on the bond register described in Section 2.06 hereof but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not

BOARD CLERK


Mike Theis

affected by such defect or failure. Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon partial redemption of any Bond, a new Bond or Bonds will be delivered to the registered owner without charge, representing the remaining principal amount outstanding.

2.05. Appointment of Initial Registrar. The District hereby appoints Bond Trust Services Corporation, in Roseville, Minnesota, as the initial bond registrar, transfer agent and paying agent (the Registrar). The Chairperson and the Clerk are authorized to execute and deliver, on behalf of the District, a contract with the Registrar. Upon merger or consolidation of the Registrar with another corporation, if the resulting corporation is a bank or trust company organized under the laws of the United States or one of the states of the United States and authorized by law to conduct such business, such corporation shall be authorized to act as successor Registrar. The District agrees to pay the reasonable and customary charges of the Registrar for the services performed. The District reserves the right to remove the Registrar upon thirty (30) days' notice and upon the appointment and acceptance of a successor Registrar, in which event the predecessor Registrar shall deliver all cash and Bonds in its possession to the successor Registrar and shall deliver the bond register to the successor Registrar.

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

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

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

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

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

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

(f) Persons Deemed Owners. The District and the Registrar may treat the person in whose name any Bond is at any time registered in the bond register as the absolute owner of such Bond, whether

BOARD CLERK


Mike Theis

such Bond shall be overdue or not, for the purpose of receiving payment of, or on account of, the principal of and interest on such Bond and for all other purposes, and all such payments so made to any such registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

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

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

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

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

2.07. Execution; Authentication and Delivery. The Bonds shall be prepared under the direction of the Clerk and shall be executed on behalf of the District by the signatures of the Chairperson and the Clerk, provided that all signatures may be printed, engraved, or lithographed facsimiles of the originals. In case any officer whose signature, or a facsimile of whose signature, shall appear on the Bonds shall cease to be such officer before the delivery of any Bond, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if such officer had remained in office until delivery. Notwithstanding such execution, no Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this resolution unless and until a certificate of authentication on such Bond has been duly executed by the manual signature of the Registrar. The executed certificate of authentication on each Bond shall be conclusive evidence that it has been authenticated and delivered under this resolution. When the Bonds have been so delivered and authenticated, they shall be delivered by the Clerk to the Purchaser upon payment of the purchase price in accordance with the contract of sale heretofore made and executed, and the Purchaser shall not be obligated to see to the application of the purchase price.

2.08. Securities Depository. (a) For purposes of this section the following terms shall have the following meanings:

BOARD CLERK


Mike Theis

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

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

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

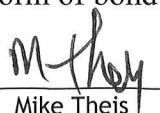
“Participant” shall mean any broker-dealer, bank or other financial institution for which DTC holds Bonds as securities depository.

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

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

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

BOARD CLERK


Mike Theis

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

discharging its responsibilities with respect thereto under applicable law. In such event the Bonds will be transferable in accordance with paragraph (e) hereof.

(d) The execution and delivery of the Representation Letter to DTC by the Chairperson or Clerk, if not previously filed or if required to be re-filed with DTC, is hereby authorized and directed.

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

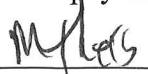
SECTION 3. FORM OF BONDS. The Bonds shall be prepared in substantially the form found at EXHIBIT A hereto.

SECTION 4. USE OF PROCEEDS; REFUNDING

4.01. (a) General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A Construction Fund. There is hereby established on the official books and records of the District a General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A Construction Fund (the Construction Fund). Within the Construction Fund shall be established the following accounts:

- i. Tax Abatement Projects Account. To the Tax Abatement Projects Account there shall be credited from the proceeds of the Tax Abatement Bonds an amount equal to the estimated construction costs and expenses of the Tax Abatement Projects, including costs of issuance of the Tax Abatement Bonds. The District shall continue to maintain the Tax Abatement Projects Account until payment of all costs and expenses incurred in connection with the Tax Abatement Projects financed by the Tax Abatement Bonds have been paid.
- ii. Capital Facilities Projects Account. To the Capital Facilities Projects Account there shall be credited from the proceeds of the Capital Facilities Bonds an amount equal to the estimated construction costs and expenses of the Capital Facilities Projects, including costs of issuance of the Capital Facilities Bonds. The District shall continue to maintain the Capital Facilities Projects Account until payment of all costs and expenses incurred

BOARD CLERK


Mike Theis

in connection with the Capital Facilities Projects financed by the Capital Facilities Bonds have been paid.

The District shall continue to maintain the Construction Fund until payment of all costs and expenses incurred in connection with the Project financed by the Bonds have been paid. To the Construction Fund there shall be credited from the proceeds of the Bonds an amount equal to the estimated construction costs and expenses of the Project and from the Construction Fund there shall be paid all such construction costs and expenses. After payment of all such construction costs and expenses, the Construction Fund shall be discontinued and any Bond proceeds remaining therein shall be credited to the Debt Service Fund established by Section 4.02 hereof, unless and except as such proceeds may be transferred to some other fund or account as to which the District has received from bond counsel an opinion that such other transfer is permitted by applicable laws and does not impair the exemption of interest on the Bonds from federal income taxes.

(b) Refunding; Escrow Authorization; Refunded Bonds Call. Upon payment for the Bonds by the Purchaser, Refunding Bond proceeds in the amount of \$4,312,878.63 shall be deposited in a special escrow account with Zions Bancorporation, National Association, as escrow agent (the Escrow Agent) to be applied as directed by the Escrow Agreement (defined herein). The Chairperson and Clerk are hereby authorized to enter into an escrow agreement with the Escrow Agent establishing the terms and conditions for the escrow account (the Escrow Agreement).

The Clerk is hereby directed to advise U.S. Bank Trust Company, National Association, St. Paul, Minnesota (as successor to U.S. Bank National Association), St. Paul, Minnesota, as paying agent for the Refunded Bonds, to call the Refunded Bonds for redemption and prepayment on the Redemption Date, and to give thirty (30) days mailed Notice of Redemption, substantially in the form attached hereto as EXHIBIT B, all in accordance with the provisions of the resolution authorizing the issuance of the Refunded Bonds.

4.02. General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A Debt Service Fund. So long as any of the Bonds are outstanding and any principal of or interest thereon unpaid, the District shall maintain a separate debt service fund on the official books and records of the District to be known as the General Obligation Tax Abatement, Capital Facilities, and Refunding Bonds, Series 2024A Debt Service Fund (the Debt Service Fund), which the District agrees to maintain until the Bonds have been paid in full, and the principal of and interest on the Bonds shall be payable from the Debt Service Fund. Within the Debt Service Account (described below) within the Debt Service Fund are established the following subaccounts:

- (a) Tax Abatement Subaccount. There shall be credited to the Tax Abatement Subaccount the following:
- i. any funds received from the Purchaser upon delivery of the Tax Abatement Bonds in excess of the amount required by Section 4.01(a) above to be credited to the Tax Abatement Projects Account;

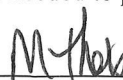
BOARD CLERK


Mike Theis

- ii. the amounts specified in Section 4.01(a)(i) above, after payment of all costs and expenses of the Tax Abatement Projects;
 - iii. all taxes levied and collected in accordance with this resolution or any additional resolutions of the Board;
 - iv. all Tax Abatement Revenue received by the District; and
 - v. all other moneys as shall be appropriated by the Board to the Tax Abatement Subaccount from time to time.
- (b) Capital Facilities Subaccount. There shall be credited to the Capital Facilities Subaccount the following:
- i. any funds received from the Purchaser upon delivery of the Capital Facilities Bonds in excess of the amount required by Section 4.01(a)(ii) above to be credited to the Capital Facilities Projects Account;
 - ii. the amounts specified in Section 4.01(a)(ii) above, after payment of all costs and expenses of the Capital Facilities Projects;
 - iii. all taxes levied and collected in accordance with this resolution or any additional resolutions of the Board; and
 - iv. all other moneys as shall be appropriated by the Board to the Capital Facilities Subaccount from time to time.
- (c) Refunding Bonds Subaccount. There shall be credited to the Refunding Bonds Subaccount the following:
- i. any funds received from the Purchaser upon delivery of the Refunding Bonds in excess of the amount required by Section 4.01(b) above to be deposited to the special escrow account;
 - ii. any amounts remaining after the refunding of the Refunded Bonds;
 - iii. all taxes levied and collected in accordance with this resolution or any additional resolutions of the Board; and
 - iv. all other moneys as shall be appropriated by the Board to the Refunding Bonds Subaccount from time to time.

The principal of and interest on the Bonds shall be payable from the Debt Service Fund, and the money on hand in the Debt Service Fund from time to time shall be used only to pay the principal of and interest on the Bonds. On or before each principal and interest payment date for the Bonds, the Clerk is directed to remit to the Registrar from funds on deposit in the Debt Service Fund the amount needed to pay principal and interest on the Bonds on the next succeeding principal and interest payment date.

BOARD CLERK


Mike Theis

There are hereby established two accounts in the Debt Service Fund, designated as the "Debt Service Account" and the "Surplus Account." During each bond year (each twelve month period commencing on February 2 and ending on the following February 1, a "Bond Year"), as monies are received into the Debt Service Fund, the Clerk shall first deposit such monies into the applicable subaccount within the Debt Service Account until an amount has been appropriated thereto sufficient to pay all principal and interest due on the Bonds through the end of the Bond Year. All subsequent monies received in the Debt Service Fund during the Bond Year shall be appropriated to the Surplus Account. If at any time the amount on hand in the Debt Service Account is insufficient for the payment of principal and interest then due, the Clerk shall transfer to the Debt Service Account amounts on hand in the Surplus Account to the extent necessary to cure such deficiency. Investment earnings (and losses) on amounts from time to time held in the Debt Service Account and Surplus Account shall be credited or charged to said accounts.

If the balance in the Debt Service Fund is at any time insufficient to pay all interest and principal then due on all Bonds payable therefrom, the payment shall be made from any fund of the District which is available for that purpose, subject to reimbursement from the Surplus Account when the balance therein is sufficient, and the District covenants and agrees that it will each year levy a sufficient amount of ad valorem taxes to take care of any accumulated or anticipated deficiency, which levy is not subject to any constitutional or statutory limitation.

4.03. Tax Levies. For the prompt and full payment of the principal of and interest on the Bonds as the same respectively become due, the full faith, credit and taxing power of the District shall be and are hereby irrevocably pledged. In order to produce aggregate amounts which, together with the Tax Abatement Revenue, will produce amounts not less than five percent in excess of the amounts needed to meet when due the principal of and interest on the Bonds as required by Minnesota Statutes, Section 475.61, subdivision 1, there is hereby levied on all taxable property in the District a direct, annual ad valorem tax which shall be spread upon the tax rolls for collection in the years and amounts as follows, as part of other general taxes of the District, as follows:

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

(See attached levy computation)

The taxes shall be irrevocable as long as any of the Bonds are outstanding and unpaid; provided, that the District reserves the right and power to reduce the levies in the manner and to the extent permitted by Minnesota Statutes, Section 475.61. If, as of the date tax levies are certified in any year, the sum of the balance in the Debt Service Fund plus any Tax Abatement Revenue to be received through the end of the following calendar year plus any ad valorem taxes theretofore levied for the payment of Bonds payable therefrom and collectible through the end of the following calendar year is not sufficient to pay when due all principal and interest to become due on all Bonds payable therefrom in said following calendar year, or the Debt Service Fund has incurred a deficiency in the manner provided in Section 4.02, an additional direct, irrevocable, ad valorem tax shall be levied on all taxable property within the corporate limits of the District for the purpose of restoring such accumulated or anticipated deficiency in accordance with the provisions of this resolution. It is hereby found and determined that the tax levies required to pay debt service on the Capital Facilities Bonds of the Bonds in each year, in combination with tax levies made pursuant to Minnesota Statutes, Section 123B.61, do not exceed in each year the lesser of the amount of the District's total operating capital revenue or the sum of the District's levy in the general and community service funds excluding the adjustments under Minnesota Statutes, Section 123B.61 for the year preceding the year the initial debt service levies are certified.

4.04. Debt Service Fund Balance Restriction. In order to ensure compliance with the Internal Revenue Code of 1986 (the Code), and applicable Treasury Regulations (the Regulations), upon allocation of any funds to the Debt Service Fund, the balance then on hand in the Fund shall

BOARD CLERK


Mike Theis

be ascertained. If it exceeds the amount of principal and interest on the Bonds to become due and payable through February 1 next following, plus a reasonable carryover equal to 1/12th of the debt service due in the following bond year, the excess shall (unless an opinion is otherwise received from bond counsel) be used to prepay or purchase Bonds, or invested at a yield which does not exceed the yield on the Bonds calculated in accordance with Section 148 of the Code.

SECTION 5. DEFEASANCE. When all of the Bonds have been discharged as provided in this section, all pledges, covenants and other rights granted by this resolution to the registered owners of the Bonds shall cease. The District may discharge its obligations with respect to any Bonds which are due on any date by depositing with the Registrar on or before that date a sum sufficient for the payment thereof in full; or, if any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Registrar a sum sufficient for the payment thereof in full with interest accrued from the due date to the date of such deposit. The District may also discharge its obligations with respect to any prepayable Bonds called for redemption on any date when they are prepayable according to their terms, by depositing with the Registrar on or before that date an amount equal to the principal, interest and redemption premium, if any, which are then due, provided that notice of such redemption has been duly given as provided herein. The District may also at any time discharge its obligations with respect to any Bonds, subject to the provisions of law now or hereafter authorizing and regulating such action, by depositing irrevocably in escrow, with a bank or trust company qualified by law as an escrow agent for this purpose, cash or securities which are authorized by law to be so deposited, bearing interest payable at such time and at such rates and maturing or callable at the holder's option on such dates as shall be required to pay all principal and interest to become due thereon to maturity or earlier designated redemption date. Provided, however, that if such deposit is made more than ninety days before the maturity date or specified redemption date of the Bonds to be discharged, the District shall have received a written opinion of Bond Counsel to the effect that such deposit does not adversely affect the exemption of interest on any Bonds from federal income taxation and a written report of an accountant or investment banking firm verifying that the deposit is sufficient to pay when due all of the principal and interest on the Bonds to be discharged on and before their maturity dates or earlier designated redemption date.


SECTION 6. TAX COVENANTS, ARBITRAGE MATTERS, REIMBURSEMENT AND CONTINUING DISCLOSURE.

6.01. Restrictive Action. The Project will be owned and maintained by the District and used to carry out its program of public education. The District shall not enter into any lease, management agreement, use agreement or other contract with any nongovernmental entity relating to the Project or a portion thereof which would cause the Bonds to be considered "private activity bonds" or "private loan bonds" pursuant to the provisions of Section 141 of the Code. The District covenants and agrees with the registered owners of the Bonds that it will not take or permit to be taken by any of its officers, employees or agents any actions that would cause interest on the Bonds to become includable in gross income of the recipient under the Code and applicable Regulations and covenants to take any and all actions within its powers to ensure that the interest on the Bonds will not become includable in gross income of the recipient under the Code and the Regulations.

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

6.03. Arbitrage Rebate Exemption. (a) It is hereby found that the District has general taxing powers, that no Bond is a "private activity bond" within the meaning of Section 141 of the Code, that 95% or more of the net

BOARD CLERK


Mike Theis

proceeds of the Bonds are to be used for local governmental activities of the District, and that the aggregate face amount of all tax-exempt obligations (other than private activity bonds) issued by the District and all subordinate entities thereof during calendar year 2024 is not reasonably expected to exceed \$5,000,000 plus the lesser of \$10,000,000 or so much of the aggregate face amount of the tax-exempt obligations as are attributable to financing or refinancing the construction of public school facilities. Therefore, pursuant to Section 148(f)(4)(D) of the Code, the District shall be treated as meeting the arbitrage rebate requirements of paragraphs (2) and (3) of Section 148(f) of the Code.


(b) If, notwithstanding the provisions of paragraph (a) of this Section 6.03, the arbitrage rebate provisions of Section 148(f) of the Code apply to the Bonds, the District hereby covenants and agrees to make the determinations, retain records and rebate to the United States the amounts at the times and in the manner required by said Section 148(f).

6.04. Qualified Tax-Exempt Obligations. The Board hereby designates the Bonds as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Code relating to the disallowance of interest expense for financial institutions, and hereby finds that the reasonably anticipated amount of tax-exempt obligations, which are not private activity bonds (not treating qualified 501(c)(3) bonds under Section 145 of the Code as private activity bonds for the purpose of this representation) which will be issued by the District and all subordinate entities during calendar year 2024 does not exceed \$10,000,000.

6.05. Reimbursement. The District certifies that the proceeds of the Bonds will not be used by the District to reimburse itself for any expenditure with respect to the Project which the District paid or will have paid more than 60 days prior to the issuance of the Bonds unless, with respect to such prior expenditures, the District shall have made a declaration of official intent which complies with the provisions of Section 1.150-2 of the Regulations; provided that this certification shall not apply (i) with respect to certain de minimis expenditures, if any, with respect to the Project meeting the requirements of Section 1.150-2(f)(1) of the Regulations, or (ii) with respect to “preliminary expenditures” for the Project as defined in Section 1.150-2(f)(2) of the Regulations, including engineering or architectural expenses and similar preparatory expenses, which in the aggregate do not exceed 20% of the “issue price” of the Bonds.

6.06. Continuing Disclosure. (a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit the Purchaser and other participating underwriters in the primary offering of the Bonds to comply with amendments to Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12), relating to continuing disclosure (as in effect and interpreted from time to time, the Rule), which will enhance the marketability of the Bonds, the District hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the outstanding Bonds. The District is the only obligated person in respect of the Bonds within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made. If the District fails to comply with any provisions of this section, any person aggrieved thereby, including the Owners of any outstanding Bonds, may take whatever action at law or in equity may appear necessary or appropriate to enforce performance and observance of any agreement or covenant contained in this section, including an action for a writ of mandamus or specific performance. Direct, indirect, consequential and punitive damages shall not be recoverable for any default hereunder to the extent permitted by law. Notwithstanding anything to the contrary contained herein, in no event shall a default under this section constitute a default under the Bonds or under any other provision of this resolution. As used in this section, Owner or Bondowner means, in respect of a Bond, the registered owner or owners thereof appearing in the bond register maintained by the Registrar or any Beneficial Owner (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar. As used herein, Beneficial Owner means, in respect of a Bond, any person or entity which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of

BOARD CLERK


Mike Theis

ownership of, such Bond (including persons or entities holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Bond for federal income tax purposes.


(b) Information To Be Disclosed. The District will provide, in the manner set forth in subsection (c) hereof, either directly or indirectly through an agent designated by the District, the following information at the following times:

- (1) on or before twelve (12) months after the end of each fiscal year of the District, commencing with the fiscal year ending June 30, 2024, the following financial information and operating data in respect of the District (the Disclosure Information):
 - (A) the audited financial statements of the District for such fiscal year, prepared in accordance with generally accepted accounting principles in accordance with the governmental accounting standards promulgated by the Governmental Accounting Standards Board or as otherwise provided under Minnesota law, as in effect from time to time, or, if and to the extent such financial statements have not been prepared in accordance with such generally accepted accounting principles for reasons beyond the reasonable control of the District, noting the discrepancies therefrom and the effect thereof, and certified as to accuracy and completeness in all material respects by the fiscal officer of the District; and
 - (B) to the extent not included in the financial statements referred to in paragraph (A) hereof, the information for such fiscal year or for the period most recently available of the type contained in the Official Statement under the headings: "VALUATIONS – Current Property Valuations;" "DEBT – Direct Debt;" "TAX LEVIES, COLLECTION AND RATES – Tax Levies and Collections;" "THE ISSUER – Student Body;" and "GENERAL INFORMATION – Employment/Unemployment Data;" which information may be unaudited.

Notwithstanding the foregoing paragraph, if the audited financial statements are not available by the date specified, the District shall provide on or before such date unaudited financial statements in the format required for the audited financial statements as part of the Disclosure Information and, within 10 days after the receipt thereof, the District shall provide the audited financial statements. Any or all of the Disclosure Information may be incorporated by reference, if it is updated as required hereby, from other documents, including official statements, which have been submitted to the Municipal Securities Rulemaking Board (the MSRB) through its Electronic Municipal Market Access System (EMMA) or the SEC. The District shall clearly identify in the Disclosure Information each document so incorporated by reference. If any part of the Disclosure Information can no longer be generated because the operations of the District have materially changed or been discontinued, such Disclosure Information need no longer be provided if the District includes in the Disclosure Information a statement to such effect; provided, however, if such operations have been replaced by other District operations in respect of which data is not included in the Disclosure Information and the District determines that certain specified data regarding such replacement operations would be a Material Fact (as defined in paragraph (2) hereof), then, from and after such determination, the Disclosure Information shall include such additional specified data regarding the replacement operations. If the Disclosure Information is changed or this section is amended as permitted by this paragraph (b)(1) or subsection (d), then the District shall include in the next Disclosure Information to be delivered hereunder, to the extent necessary, an explanation of the reasons for the amendment and the effect of any change in the type of financial information or operating data provided.

- (2) In a timely manner, not in excess of 10 business days, to the MSRB through EMMA, notice of the occurrence of any of the following events (each a "Material Fact," as hereinafter defined):
 - (A) principal and interest payment delinquencies;
 - (B) non-payment related defaults, if material;
 - (C) unscheduled draws on debt service reserves reflecting financial difficulties;
 - (D) unscheduled draws on credit enhancements reflecting financial difficulties;
 - (E) substitution of credit or liquidity providers, or their failure to perform;
 - (F) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final

BOARD CLERK


Mike Theis

- determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;
- (G) modifications to rights of Bond holders, if material;
 - (H) Bond calls, if material and tender offers;
 - (I) defeasances;
 - (J) release, substitution, or sale of property securing repayment of the Bonds if material;
 - (K) rating changes;
 - (L) bankruptcy, insolvency, receivership, or similar event of the obligated person;
 - (M) the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
 - (N) appointment of a successor or additional trustee or the change of name of a trustee, if material;
 - (O) incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; “financial obligation” means a (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of a debt obligation or any such derivative instrument; provided that “financial obligation” shall not include municipal securities as to which a final official statement (as defined in the Rule) has been provided to the MSRB consistent with the Rule; and
 - (P) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

As used herein, for those events that must be reported if material, a “Material Fact” is a fact as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Bond or, if not disclosed, would significantly alter the total information otherwise available to an investor from the Official Statement, information disclosed hereunder or information generally available to the public. Notwithstanding the foregoing sentence, a Material Fact is also a fact that would be deemed material for purposes of the purchase, holding or sale of a Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

For the purposes of the event identified in (L) hereinabove, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

For purposes of the events identified in paragraphs (O) and (P) above, the term “financial obligation” means (i) a debt obligation; (ii) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of (i) or (ii). The term “financial obligation” shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

- (3) In a timely manner, to the MSRB through EMMA, notice of the occurrence of any of the following events or conditions:

BOARD CLERK


Mike Theis

- (A) the failure of the District to provide the Disclosure Information required under paragraph (b)(1) at the time specified thereunder;
- (B) the amendment or supplementing of this section pursuant to subsection (d), together with a copy of such amendment or supplement and any explanation provided by the District under subsection (d)(2);
- (C) the termination of the obligations of the District under this section pursuant to subsection (d);
- (D) any change in the accounting principles pursuant to which the financial statements constituting a portion of the Disclosure Information are prepared; and
- (E) any change in the fiscal year of the District.

(c) Manner of Disclosure.

- (1) The District agrees to make available to the MSRB through EMMA, in an electronic format as prescribed by the MSRB, the information described in subsection (b).
- (2) All documents provided to the MSRB pursuant to this subsection (c) shall be accompanied by identifying information as prescribed by the MSRB from time to time.

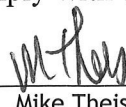
(d) Term; Amendments; Interpretation.

- (1) The covenants of the District in this section shall remain in effect so long as any Bonds are outstanding. Notwithstanding the preceding sentence, however, the obligations of the District under this section shall terminate and be without further effect as of any date on which the District delivers to the Registrar an opinion of Bond Counsel to the effect that, because of legislative action or final judicial or administrative actions or proceedings, the failure of the District to comply with the requirements of this section will not cause participating underwriters in the primary offering of the Bonds to be in violation of the Rule or other applicable requirements of the Securities Exchange Act of 1934, as amended, or any statutes or laws successory thereto or amendatory thereof.
- (2) This section (and the form and requirements of the Disclosure Information) may be amended or supplemented by the District from time to time, without notice to (except as provided in paragraph (c)(2) hereof) or the consent of the Owners of any Bonds, by a resolution of this Board filed in the office of the recording officer of the District accompanied by an opinion of Bond Counsel, who may rely on certificates of the District and others and the opinion may be subject to customary qualifications, to the effect that: (i) such amendment or supplement (a) is made in connection with a change in circumstances that arises from a change in law or regulation or a change in the identity, nature or status of the District or the type of operations conducted by the District, or (b) is required by, or better complies with, the provisions of paragraph (b)(5) of the Rule; (ii) this section as so amended or supplemented would have complied with the requirements of paragraph (b)(5) of the Rule at the time of the primary offering of the Bonds, giving effect to any change in circumstances applicable under clause (i)(a) and assuming that the Rule as in effect and interpreted at the time of the amendment or supplement was in effect at the time of the primary offering; and (iii) such amendment or supplement does not materially impair the interests of the Bondowners under the Rule.

If the Disclosure Information is so amended, the District agrees to provide, contemporaneously with the effectiveness of such amendment, an explanation of the reasons for the amendment and the effect, if any, of the change in the type of financial information or operating data being provided hereunder.

- (3) This section is entered into to comply with the continuing disclosure provisions of

BOARD CLERK



Mike Theis

the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

SECTION 7. CERTIFICATION OF PROCEEDINGS.

7.01. Filing with County Auditors. The Clerk is hereby authorized and directed to file with the County Auditors of Polk County and Red Lake County (the County Auditors) a certified copy of this resolution together with such other information as the County Auditors shall require and to obtain from the County Auditors a certificate that the Bonds have been entered upon the bond register and that the tax for the payment of the Bonds has been levied as required by law.

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

7.03. Official Statement. The Preliminary Official Statement relating to the Bonds prepared and distributed by Ehlers, is hereby approved. Ehlers is hereby authorized on behalf of the District to prepare and distribute to the Purchaser within seven business days from the date hereof, a Final Official Statement listing the offering price, the interest rates, selling compensation, delivery date, the underwriters and such other information relating to the Bonds required to be included in the Official Statement by Rule 15c2-12 adopted by the Securities and Exchange Commission (the SEC) under the Securities Exchange Act of 1934. The officers of the District are hereby authorized and directed to execute such certificates as may be appropriate concerning the accuracy, completeness and sufficiency of the Official Statement.

7.04. Authorization of Payment of Certain Costs of Issuance of the Bonds. The District authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Wells Fargo Bank, on the closing date for further distribution as directed by Ehlers.

SECTION 8. STATE PAYMENT; DISTRICT AND REGISTRAR OBLIGATIONS. The District hereby covenants and obligates itself to notify the Commissioner of Education (the Commissioner) of any potential default in the payment of the principal of or interest on the Bonds and to use the provisions of Minnesota Statutes, Section 126C.55 (the State Payment Law), to guarantee, to the extent permitted by law, payment of the principal of and interest on the Bonds when due. The District further covenants to deposit with the Registrar not less than three business days prior to each February 1 and August 1 as set forth in Section 2.03 hereof, an amount sufficient to make that payment or to notify the Commissioner as provided in the State Payment Law that it will be unable to make all or a portion of such payment. The Registrar will notify the Commissioner if it becomes aware of a potential default in the payment of principal of and interest on the Bonds on any payment date or if, on the date two business days prior to the date on which a payment is due, there are insufficient funds on deposit with the Registrar to make the required payment on such date. The Registrar will cooperate with the District, the Commissioner and the Commissioner of Management and Budget in implementing the provisions of the State Payment Law. In the event that amounts sufficient to make any such interest or principal payment are held by an escrow or paying agent and invested as authorized by Minnesota Statutes, Chapter 475 and such escrow or paying agent is required to use proceeds from such investment to pay to the Registrar the amount necessary to pay such interest or principal on such payment date, then the requirements of the State Payment Law relating to the deposit of such amounts with the Registrar prior to the payment date of such interest

BOARD CLERK


Mike Theis

or principal shall be deemed satisfied and neither the District nor the Registrar shall be required to notify the Commissioner that insufficient funds are available to pay such interest or principal on such payment date. The District shall do all other things which may be necessary to perform the Bonds hereby undertaken under the State Payment Law, including any requirements hereafter adopted by the Commissioner of Management and Budget or the Commissioner.

Upon vote being taken on the foregoing resolution, the following voted in favor thereof: Members Davidson, Dillabough, Dufault, Fee, Meine and Theis

and the following voted against the same: None

whereupon the resolution was declared duly passed and adopted

BOARD CLERK



Mike Theis

TAX LEVIES

Tax Abatement Portion
Purpose 1 of 4

Tax Levy Calculation

Tax Levy Year	Tax Collect Year	Bond Pay Year	Principal	Coupon	Interest	Total P+I	CIF	Net New D/S	105% of Total	Net Levy
2023	2024	2025	-	-	9,650.00	9,650.00	(9,650.00)	-	-	-
2024	2025	2026	30,000	5.000%	18,000.00	48,000.00	-	48,000.00	50,400.00	50,400.00
2025	2026	2027	35,000	5.000%	16,500.00	51,500.00	-	51,500.00	54,075.00	54,075.00
2026	2027	2028	35,000	5.000%	14,750.00	49,750.00	-	49,750.00	52,237.50	52,237.50
2027	2028	2029	40,000	5.000%	13,000.00	53,000.00	-	53,000.00	55,650.00	55,650.00
2028	2029	2030	40,000	5.000%	11,000.00	51,000.00	-	51,000.00	53,550.00	53,550.00
2029	2030	2031	40,000	5.000%	9,000.00	49,000.00	-	49,000.00	51,450.00	51,450.00
2030	2031	2032	45,000	5.000%	7,000.00	52,000.00	-	52,000.00	54,600.00	54,600.00
2031	2032	2033	45,000	5.000%	4,750.00	49,750.00	-	49,750.00	52,237.50	52,237.50
2032	2033	2034	50,000	5.000%	2,500.00	52,500.00	-	52,500.00	55,125.00	55,125.00
Total	-	-	\$360,000.00	-	\$106,150.00	\$466,150.00	(9,650.00)	\$456,500.00	\$479,325.00	\$479,325.00

Capital Facilities Portion
Purpose 2 of 4

Tax Levy Calculation

Tax Levy Year	Tax Collect Year	Bond Pay Year	Principal	Coupon	Interest	Total P+I	CIF	Net New D/S	105% of Total	Net Levy
2023	2024	2025	-	-	16,083.33	16,083.33	(16,083.33)	-	-	-
2024	2025	2026	20,000	5.000%	30,000.00	50,000.00	-	50,000.00	52,500.00	52,500.00
2025	2026	2027	25,000	5.000%	29,000.00	54,000.00	-	54,000.00	56,700.00	56,700.00
2026	2027	2028	30,000	5.000%	27,750.00	57,750.00	-	57,750.00	60,637.50	60,637.50
2027	2028	2029	30,000	5.000%	26,250.00	56,250.00	-	56,250.00	59,062.50	59,062.50
2028	2029	2030	85,000	5.000%	24,750.00	109,750.00	-	109,750.00	115,237.50	115,237.50
2029	2030	2031	95,000	5.000%	20,500.00	115,500.00	-	115,500.00	121,275.00	121,275.00
2030	2031	2032	100,000	5.000%	15,750.00	115,750.00	-	115,750.00	121,537.50	121,537.50
2031	2032	2033	105,000	5.000%	10,750.00	115,750.00	-	115,750.00	121,537.50	121,537.50
2032	2033	2034	110,000	5.000%	5,500.00	115,500.00	-	115,500.00	121,275.00	121,275.00
Total	-	-	\$600,000	-	\$206,333.33	\$806,333.33	(16,083.33)	\$790,250.00	\$829,762.50	\$829,762.50

BOARD CLERK



Mike Theis

Ref 2013A Alternative Facilities Portion
Purpose 3 of 4

Tax Levy Calculation

Tax Levy Year	Tax Collect Year	Bond Pay Year	Principal	Coupon	Interest	Total P+I	Net New D/S	105% of Total	Net Levy
2023	2024	2025	390,000.00	5.000%	101,727.08	491,727.08	491,727.08	516,313.43	516,313.43
2024	2025	2026	305,000.00	5.000%	170,250.00	475,250.00	475,250.00	499,012.50	499,012.50
2025	2026	2027	325,000.00	5.000%	155,000.00	480,000.00	480,000.00	504,000.00	504,000.00
2026	2027	2028	340,000.00	5.000%	138,750.00	478,750.00	478,750.00	502,687.50	502,687.50
2027	2028	2029	360,000.00	5.000%	121,750.00	481,750.00	481,750.00	505,837.50	505,837.50
2028	2029	2030	380,000.00	5.000%	103,750.00	483,750.00	483,750.00	507,937.50	507,937.50
2029	2030	2031	395,000.00	5.000%	84,750.00	479,750.00	479,750.00	503,737.50	503,737.50
2030	2031	2032	410,000.00	5.000%	65,000.00	475,000.00	475,000.00	498,750.00	498,750.00
2031	2032	2033	435,000.00	5.000%	44,500.00	479,500.00	479,500.00	503,475.00	503,475.00
2032	2033	2034	455,000.00	5.000%	22,750.00	477,750.00	477,750.00	501,637.50	501,637.50
Total	-	-	\$3,795,000.00	-	\$1,008,227.08	\$4,803,227.08	\$4,803,227.08	\$5,043,388.43	\$5,043,388.43

Ref 2013A Capital Facilities Portion
Purpose 4 of 4

Tax Levy Calculation

Tax Levy Year	Tax Collect Year	Bond Pay Year	Principal	Coupon	Interest	Total P+I	Net New D/S	105% of Total	Net Levy
2023	2024	2025	45,000.00	5.000%	6,433.33	51,433.33	51,433.33	54,005.00	54,005.00
2024	2025	2026	45,000.00	5.000%	9,750.00	54,750.00	54,750.00	57,487.50	57,487.50
2025	2026	2027	50,000.00	5.000%	7,500.00	57,500.00	57,500.00	60,375.00	60,375.00
2026	2027	2028	50,000.00	5.000%	5,000.00	55,000.00	55,000.00	57,750.00	57,750.00
2027	2028	2029	50,000.00	5.000%	2,500.00	52,500.00	52,500.00	55,125.00	55,125.00
2028	2029	2030	-	-	-	-	-	-	-
2029	2030	2031	-	-	-	-	-	-	-
2030	2031	2032	-	-	-	-	-	-	-
2031	2032	2033	-	-	-	-	-	-	-
2032	2033	2034	-	-	-	-	-	-	-
Total	-	-	\$240,000.00	-	\$31,183.33	\$271,183.33	\$271,183.33	\$284,742.50	\$284,742.50

EXHIBIT A

UNITED STATES OF AMERICA
STATE OF MINNESOTA
POLK AND RED LAKE COUNTIES

INDEPENDENT SCHOOL DISTRICT NO. 593 (CROOKSTON)

GENERAL OBLIGATION TAX ABATEMENT, CAPITAL FACILITIES, AND REFUNDING BOND,
SERIES 2024A

R-1

\$ _____

BOARD CLERK


Mike Theis

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP No.</u>
<u> </u> %	February 1, 20 <u> </u>	July 18, 2024	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: THOUSAND DOLLARS

INDEPENDENT SCHOOL DISTRICT NO. 593 (CROOKSTON), POLK AND RED LAKE COUNTIES, STATE OF MINNESOTA (the District), acknowledges itself to be indebted and for value received hereby promises to pay to the registered owner specified above, or registered assigns, the principal sum specified above on the maturity date specified above, and to pay interest thereon from the date of original issue specified above, or from the most recent interest payment date to which interest has been paid or duly provided for, at the annual rate specified above, payable on February 1 and August 1 in each year, commencing February 1, 2025, to the person in whose name this Bond is registered at the close of business on the fifteenth day (whether or not a business day) of the immediately preceding month, all subject to the provisions referred to herein with respect to the redemption of the principal of this Bond prior to its stated maturity. The interest hereon and, upon presentation and surrender hereof at the principal office of the Registrar described below, the principal hereof, are payable in lawful money of the United States of America by check or draft drawn on Bond Trust Services Corporation, in Roseville, Minnesota, as bond registrar, transfer agent and paying agent, or its successor designated under the bond resolution described herein (the Registrar). For the prompt and full payment of such principal and interest as the same respectively become due, the full faith and credit and taxing powers of the District have been and are hereby irrevocably pledged.

This Bond is one of an issue in the aggregate principal amount of \$4,995,000 (the Bonds), issued by the District to finance districtwide parking lot construction and reconstruction projects (the Tax Abatement Projects), finance various capital projects and improvements, and refund certain general obligations of the District, and is issued pursuant to and in full conformity with a resolution adopted by the School Board adopted on June 24, 2024 (the Bond Resolution), and the Constitution and laws of the State of Minnesota thereunto enabling, including Minnesota Statutes, Section 123B.62, Sections 469.1812 to 469.1815, and Chapter 475. The Bonds are issuable only in fully registered form, in denominations of \$5,000 or any integral multiple thereof, of single maturities.

The Bonds maturing on and after February 1, 2033 are each subject to redemption and prepayment at the option of the District, in whole or in part, in such order as the District shall determine and, within a maturity, by lot as selected by the Registrar in multiples of \$5,000, on February 1, 2032, and on any date thereafter, at a price equal to the principal amount thereof plus interest accrued to the date of redemption. The District will cause notice of the call for redemption to be published as required by law and, at least thirty (30) days prior to the designated redemption date, will cause notice of the call thereof to be mailed by first class mail to the registered owner of any Bond to be redeemed at the owner's address as it appears on the bond register maintained by the Registrar, but no defect in or failure to give such mailed notice of redemption shall affect the validity of proceedings for the redemption of any Bond not affected by such defect or failure. Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District shall default in the payment of the redemption price) such Bonds or portions of Bonds shall cease to bear interest. Upon partial redemption of any Bond, a new Bond or Bonds will be delivered to the registered owner without charge, representing the remaining principal amount outstanding.

BOARD CLERK


Mike Theis

The Bonds have been designated by the District as “qualified tax-exempt obligations” pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986.

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

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

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

IT IS HEREBY CERTIFIED, RECITED, COVENANTED AND AGREED that all acts, conditions and things required by the Constitution and laws of the State of Minnesota to be done, to happen, to exist and to be performed precedent to and in the issuance of this Bond in order to make it a valid and binding general obligation of the District according to its terms have been done, have happened, do exist and have been performed in regular and due form, time and manner as so required; that, prior to the issuance hereof the District has pledged and appropriated to the debt service subaccount established for the payment of the portion of the Bonds that finance the Tax Abatement Projects, tax abatement revenue to be derived by the District from certain specified properties in the District; that, prior to the issuance hereof, a direct, annual, ad valorem tax has been duly levied upon all taxable property in the District for the years and in amounts not less than five percent in excess of sums, together with pledged tax abatement revenue, sufficient to pay the interest hereon and the principal hereof as the same respectively become due; that additional taxes, if needed to meet the principal and interest requirements of the Bonds, shall be levied upon all such property without limitation as to rate or amount; and that the issuance of the Bonds does not cause the indebtedness of the District to exceed any constitutional or statutory limitation of indebtedness.

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

- 4.6 **Bus Driver Agreement:** A motion was made by Member Dufault and seconded by Member Dillabough to approve the School Bus Driver Agreement for 2024-2025 and 2025-2026 school years.

A Roll call vote was taken. Members Davidson, Dillabough, Dufault, Fee and Meine voted aye. Member Theis abstained. Motion approved.

BOARD CLERK


Mike Theis

5. **REPORTS:**


5.1 **Superintendent's Report:** Randal Bergquist

6. **MEETING DATES:**

6.1 The next regular Board of Education Meeting is scheduled for Monday, July 22, 2024 at 5:00 p.m. at the Crookston High School Choir/Orchestra Room.

7. **ADJOURNMENT:**

Chairperson Fee adjourned the meeting at 5:58 pm



Mike Theis, Clerk
Independent School District No. 593