

BOARD OF EDUCATION
_____ SCHOOL DISTRICT
COUNTY OF _____, OHIO

Following is an excerpt from the minutes of a meeting of the Board of Education duly held on _____, 2023 at _____ o'clock __.m. at the (insert location of meeting) _____, with the following members present (list members in attendance):

Member _____ moved, seconded by member _____ that the following Resolution be adopted:

RESOLUTION

AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED AGREEMENT REGARDING THE NATURAL GAS PURCHASE PROGRAM IN CONNECTION WITH THE NATURAL GAS PROGRAM OF THE OHIO SCHOOLS COUNCIL AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the boards of education of certain school districts located in Ohio, including the board of education of this School District (the "District") have established the Ohio Schools Council as a regional council of governments, pursuant to Revised Code Chapter 167 ("Council"), for the purpose of carrying out a cooperative program for the purchase of natural gas, carrying out cooperative purchase programs and promoting cooperative arrangements and agreements among its member school districts and government agencies or private persons; and

WHEREAS, pursuant to the Agreement Regarding the Natural Gas Purchase Program, the Council has undertaken and operated a program on a cooperative basis for the purchase of natural gas on behalf of its members of the Council and others whose governing Boards approved participation in the natural gas purchase program under the terms of that Agreement; and

WHEREAS, the Council has determined to secure a firm supply of natural gas through a prepaid purchase of natural gas for participating boards of education under contractual terms favorable to such participating boards, including but not limited to, financial security to assure performance and to undertake and operate a program on a cooperative basis for the purchase of natural gas pursuant to such arrangements (the "Program"); and

WHEREAS, the Board of Education (the "Board") of the District wishes to participate in the Program and now desires to authorize the execution and delivery by the District of an Amended and Restated Agreement Regarding the Natural Gas Purchase Program between the Council or its designee, and the District (the "Program Agreement"), pursuant to which the District, along with members of the Council and certain others (the "Participants"), will purchase substantially all of the natural gas it uses for participating school facilities through the Program and will share the administrative and operating costs of the Council in establishing, operating and administering the Program; and

WHEREAS, the Program Agreement provides that each participating school district will make monthly payments to the Council or its designee and that the rights in such payments will be assigned to a trustee authorized to exercise trust powers under Ohio law (the "Trustee") under the terms of a trust agreement to be entered into between the Council, or its designee, and the Trustee in (the "Trust Agreement"); and

WHEREAS, the Program provides for the Council to assist in arranging for the issuance and sale of securities the proceeds of which will be used to prepay for a firm long-term supply of natural gas, and debt service payments associated with such securities will be paid, in part from the gas purchase payments by participating school districts which have been assigned to the Trustee pursuant to the Trust Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE _____ SCHOOL DISTRICT, COUNTY OF _____, STATE OF OHIO, as follows:

Section 1. The Board authorizes and directs the Treasurer to execute and deliver, in the name of the District and on its behalf, the Program Agreement, substantially in the form now on file with this Board, with any changes that are not inconsistent with this resolution and that may be acceptable to the Treasurer whose acceptance shall be conclusively evidenced by the execution of such document by the Treasurer.

Section 2. The Treasurer is authorized and directed to take any and all actions necessary or proper in connection with the Program and to carry out the actions contemplated by the Program Agreement, including, without limitation, the preparation, execution and delivery of such other documents, certificates and agreements as may be necessary or proper to the above-stated purposes or other agreements not inconsistent with this Resolution or as may be required by the Ohio Revised Code to set forth assurances and representations with respect to the District's ability to meet its obligations under the Program Agreement.

Section 3. Following execution on behalf of this Board of the Program Agreement, the Treasurer is authorized and directed to make monthly payments to the Fiscal Agent of the

Council or its designee in accordance with the terms of such Program Agreement. The Fiscal Agent of the Council is hereby appointed to act as payment servicer for natural gas purchased by the District pursuant to the Program Agreement and report to this Board concerning all payments made on behalf of this Board under the Agreement.

Section 4. The Board of Directors of the Council is hereby authorized to establish additional procedures which are not inconsistent with the Program Agreement and are not substantially adverse to the interests of the District and which it determines are necessary to implement the Program, including procedures to be followed by this Board in the determination of amounts of, and payments for, this District's natural gas requirements and to enter into cooperative agreements with other Participants, including, the Bay Area Council of Governments and Lake Erie Regional Council of Governments, to assist in implementing the Program.

Section 5. Monies adequate to pay amounts due under the Program Agreement for the fiscal year ending June 30, 2023 are hereby appropriated for that purpose.

Section 6. The Board expressly acknowledges that it is the intention of the Council to assist in arranging for the Trustee and Seasongood & Mayer, Cincinnati, Ohio (the Underwriter) to structure and complete the issuance, sale to others and public underwriting of the securities to be used to prepay a firm long-term supply of natural gas, to be repaid, in part by the District as set forth in the Program Agreement and, to the extent required by the Ohio Revised Code, the Board hereby approves the Council's actions in assisting in arranging for such issuance and sale.

Section 7. 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.

After discussion, a roll call vote was taken and the results were:

Voting Aye: _____

Voting Nay: _____

The Resolution was adopted.

BOARD OF EDUCATION,
_____ SCHOOL DISTRICT
_____ COUNTY, OHIO

Treasurer

Attest: _____

CERTIFICATE OF DISTRICT TREASURER

The undersigned hereby certifies that the Resolution to which this Certificate is attached was adopted at a duly convened meeting of the Board of Education of the School District held an open session on _____, 2022

Dated: _____, 2022

Treasurer, Board of Education,
_____ School District
_____ County, Ohio