

SCHOOL BOARD
 INDEPENDENT SCHOOL DISTRICT No. 15
 St. Francis, Minnesota
 May 14, 2012
 Regular Meeting – 7:00 p.m.
 Central Services Center – Community Room
 4115 Ambassador Blvd.
 A G E N D A

The regular meeting was called to order by Chair Van Denburgh at 7:00 p.m. with the following members present: Directors Anderson, Glover, Grams, Kelly, Rustad, and Superintendent Saxton. Absent: Director Erkel.

Others present were Director of Business Services Mae Hawkins, Director of Human Resources Dave Lindberg, Director of Special Services Jacque Stein, student representatives Nate Lipinski, and Mercedes Johnson, and community members.

Roll call was taken.

Board Calendar Dates: Regular meetings held at 7:00 p.m. at the Central Services Center, May 29, June 11, June 25, and July 9. Dialogue with the School Board will be at 6:30 p.m. prior to the regular meetings; however, not held on May 29 with retiree recognition beginning at 6:00 p.m.

Consideration of Visitors

None

Agenda

Motion was made by Mr. Grams and second by Ms. Glover.
 Motion carried. 6-0

Harry Grams was appointed Clerk Pro Tem.

Consent Agenda

Motion was made to approve the revised Consent Agenda by Mr. Anderson and second by Mr. Rustad. Ms. Van Denburgh requested item B be considered separately.

- A. THAT the minutes of April 23, 2012 be approved as presented.
- C. THAT Disbursements be approved as presented.

BE IT RESOLVED by the School Board of Independent School District No. 15 that these disbursements as presented, and excluding net payroll, be allowed and charged to funds as follows:

Fund No.	Description	Amount
01	General	\$ 1,666,276.91
02	Food Service	\$ 165,590.03
04	Community Services	\$ 54,038.00
06	Construction	\$
07	Debt Redemption	\$
09	Trust and Agency	\$ 5,052.52
20	Internal Service	\$ 4,777.50
47	OPEB Debt Service	\$
	TOTAL DISTRICT	\$ 1,895,734.96

All checks processed between 04/24/12 and 05/10/12, payroll liabilities for 4/20/12 and 05/04/12, and all accounts payable items processed between 04/24/12 and 05/14/12

- D. THAT the Cash and Investments be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No. 15 that the cash and investment reports for March be approved as presented.
- E. THAT the HOSA Out-of-State Travel request be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No. 15 that the HOSA proposal for an out-of-state trip to Orlando, Florida on June 19-24, 2012 to attend the HOSA National Leadership Convention be approved as requested.
- F. THAT the Skills USA Out-of-State Travel request be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No. 15 that the High School Skills – USA proposal for an out-of-state trip to Kansas City, MO on June 23-28, 2012 to attend the Skills USA National Conference be approved as requested.
- G. THAT the Senior Exemption School Calendar Revision be approved as presented.
BE IT RESOLVED that the School Board of Independent School District No. 15 revise the school calendar to include two days of senior exemption.
- H. THAT the Certificates of Participation Series 2012A be approved as presented.
(see attached resolution)
- I. THAT Gift Acknowledgements be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No. 15 that the following gifts be hereby accepted as set forth in the attached donor form(s):
\$118.38, CCCS PTO, to CCCS for Phy Ed instructional supplies
\$500.00, MN Deer Hunters Association - Rum River Chapter, to Community Ed – St. Francis High School Trap Club to be used for supplies
\$500.00, St. Francis Alumni Association, two \$250 scholarships, one boy, one girl, prefer students of former graduates of SFHS
\$500.00, Cedar Creek PTO, two \$250.00 scholarships
\$219.50, Skills USA student activity account, reimbursement for department materials used by students in skills activity
\$2,000.00, Pentair Technical Products, scholarships
\$1,000.00, Fairview Northland Medical Center & Fairview Clinics, scholarship for student pursuing a health care related field
\$800.00, St. Francis Ice Breaker Cup Golf Tournament Committee, Bill Johnson/Roger Anderson Memorial Scholarship - \$500 for Trevor Squire, \$300 for Brianna Bliskowski
\$700.00, St. Francis Lioness Club, two \$350 scholarships to a vo-tech, one girl, one boy
\$1,000.00, SFHS NFL Booster Club, four \$250 scholarships determined by Booster Club
\$1,300.00, Conference of Women in Real Estate, \$650 for Allison Gengler, \$650 for Emily Evan
\$2,500.00, SFHS Choppers Club (St. Francis Metal Fabrication Booster Club) scholarships, \$1,000 for Bryce Brethorst, \$1,000 for John Koller, \$500 for Jessy Hagford
\$450.00, PTO of EBCS, Travel contribution for the foster grandparent program
\$500.00, Oak Grove Fire Relief (Al Dahl scholarship fund), for individual pursuing a career in emergency services fire, police, paramedic field, or medical
\$161.56, Wells Fargo Community Support Campaign and Jennifer Larson, to SFMS to purchase supplies
\$1,332.01, SF Track and Field/Cross Country Booster Club, 2011 Cross Country assistant coach salary
\$3,815.00, St. Francis Basketball Association, for girls basketball team uniforms
\$7,532.00, Center Ice Club, for assistant coach and home jerseys
- J. THAT the Drama Club Extended Travel request be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No. 15 that the High School Drama Club for an extended trip May 18-19, 2012 be approved as requested.

Motion carried 6-0.

Motion was made by Mr. Anderson and second by Ms. Kelly. Ms. Van Denburgh inquired about non renewal of probationary positions. Mr. Lindberg explained discontinuance and reposting of a position.

- B. THAT Personnel Items be approved as presented.
BE IT RESOLVED by the School Board of Independent School District No.15 that the Personnel actions as listed below be approved:

EMPLOYMENT:

NON-CLASSIFIED

ANDERSON, AARON-Grounds Helper, District Wide, Temporary Position, 5.0 hrs/day, 67 days, \$14.00/hr, effective 5/14-8/16/2012.

REMIGER, KEN-Grounds Helper, District Wide, Temporary Position, 5.0 hrs/day, 56 days, \$14.00/hr, effective 4/2/2012-7/6/2012.

SCARDIGLI, MICHAEL-Grounds Helper, District Wide, Temporary Position, 6.0 hrs/day, 63 days, \$14.00/hr, effective 5/14/2012-8/10/2012.

WYATT, THOMAS-Grounds Helper, District Wide, Temporary Position, 6.0 hrs/day, 67 days, \$14.00/hr, effective 4/2-7/6/2012.

ZUTZ, ADAM-Grounds Helper, District Wide, Temporary Position, 5.0 hrs/day, 63 days, \$14.00/hr, effective, 5/14-8/10/2012.

RESIGNATIONS/TERMINATIONS/DISCONTINUANCE OF POSITION:

CLASSIFIED

BEELEER, REIS-Teacher-Elementary, Completion of temporary assignment, last work day, 6.5.2012.

CHANDLER, CASSANDRA-Teacher-ELL, Non-Renewal of probationary position, last work day, 6.5.2012.

CURTIS, CYNTHIA-Teacher-Parent ECFE, LLC, .10 FTE, Completion of temporary assignment, last work day, 6.4.2012.

DAHL, GAIL-Teacher-Social Studies, SFMS, 1.0 FTE, Retirement, last work day 6.6.2012.

DAHL, KARA-Teacher-Math Intervention, CCCS, .36 FTE, Completion of temporary assignment, last work day, 6.5.2012.

LARSON, KATELYN-Teacher-Music-Vocal, SFHS, Completion of temporary assignment, last work day, 6.5.2012.

MCCARTHY, TAMMI-Teacher-Special Education, .47 FTE, Completion of temporary assignment, last work day, 6.5.2012.

NIEMELA, PHILIP-Teacher-Physical Education, CSVC, 1.0 FTE, Layoff Reduction, effective 6.30.2012.

PETERSON, JUSTIN-Teacher-Science, SFMS, .50 FTE, Resignation, last work day 5.18.2012.

REED, SARA-School Social Worker, 1.0 FTE, Completion of temporary assignment, last work day, 6.4.2012.

SALBER, AMANDA-Teacher-Special Education, SFHS, 1.0 FTE, Non-Renewal of probationary position, last work day, 6.5.2012.

SOBIECK, LORI-Teacher-Elementary, SFE, 1.0 FTE, Retirement, last work day 6.6.2012.

TREBESCH, DANIELLE-Music-Band, SFMS, .90 FTE, Non-Renewal of probationary position, last work day, 6.5.2012.

VONARX, JOHN-Teacher-Physical Education, .20 FTE, Completion of temporary assignment, last work day, 6.5.2012.

WEINHAGEN, MICHEL-Physical Education, SFMS, .50 FTE, Non-Renewal of probationary position, last work day, 6.5.2012.

NON-CLASSIFIED

BOTTEMA, LINDA, Educational Assistant, Layoff Pool, ~~Resignation~~, Retirement, effective 3.22.12. (Previously approved 3/26/2012).

PETERSON, CORA, Educational Assistant, Transportation, Retirement, effective 8.31.12.
Motion carried 6-0.

Consideration of Visitors

None

Reports

Student Report

Nate Lipinski and Mercedes Johnson reported: 12 days left for seniors and 14 for other classmates, May 15 is the band concert, senior sunset is May 17, summer theater is holding additions for *Aladdin Jr.*, and the choir concert is May 22.

Superintendent Report and Communications

- Attended the memorial for Ira Fiedelman
- Attended Foundation 15 scholarship dinner
- Attended Athena Awards, SFHS senior Kelsey Gale recipient
- Attended the Transportation Safety meeting

- State review of our Q-Comp program.
- Attended the meeting regarding the pedestrian traffic light with the state and city. The city is interested in partnering with the District to share in the \$110,000 cost. Consensus was given by the School Board to continue research.
- Mr. Lindberg presented a follow-up report about the clinic. He introduced an expanded partnership with the District and Physical Therapy Consultants. Physical Therapy Consultants Founder Mark Netzinger also explained the benefits of the partnership. The School Board provided consensus to move the clinic location into Physical Therapy Consultants. The only objection was that it was not on the agenda. Mr. Lindberg apologized that this was not on the agenda; however, wanted the School Board to have the information as soon as possible and to be able to notify the staff.
- Ms. Van Denburgh inquired about redacting letters.

Dialogue Session

A community member attended with questions and concerns regarding the National Day of Silence.

School Board Member Reports

Mr. Anderson attended grandparents' day at the Lifelong Learning Center, Foundation 15 scholarship dinner, St. Francis Middle School SMC, Insurance, and Oak Land meetings. Oak Land graduation is May 30.

Ms. Glover attended Phase III training, and Cedar Creek PTO meeting.

Mr. Grams attended funeral for Nickolas Engler, and expressed condolences to his family, and the family of Ira Fiedelman. He participated in the Foundation 15 scholarship dinner, attended awards night at Crossroads, and the St. Francis Elementary SMC meeting.

Ms. Van Denburgh attended an American Indian meeting, not able to attend the Insurance meeting.

Ms. Kelly attended the memorial for Ira Fiedelman. She attended the Oak Land Board meeting, and apologized she was not able to attend Foundation 15.

Administrative Reports

SFMS Community Relations Report – not in attendance.

School Board Policy 313 – Graduation Requirements

Mr. Neubauer explained the recommended changes from credit to sequence. He also explained the increase in total credits due to the change in sequence.

Reading Well by Third Grade Literacy Plan

The committee attended training. The literacy plan is required by the state and will be brought to the School Board on May 29.

New Business

Revised School Board Policy 313 – Graduation Requirements

First reading. Ms. Van Denburgh recommended that information be placed on the website explaining what is being recommended to the School Board.

Other Matters

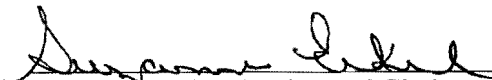
Approval of Educational Assistant Collective Bargaining Agreement

Motion was made by Mr. Grams and second by Mr. Anderson. Mr. Lindberg acknowledged the Educational Assistants for their efforts in reaching resolution.

BE IT RESOLVED by the School Board of Independent School District No. 15 that the terms and conditions of employment with Education Minnesota St. Francis Educational Assistants be approved as presented for the 2011-2012 and 2012-2013 school year.

Motion carried 4-0 with Mr. Anderson and Mr. Grams abstaining.

The meeting was adjourned at 8:11 p.m.


Suzanne Erkel, School Board Clerk

Member David Anderson introduced the following resolution and moved its adoption, which motion was seconded by Member Matt Rustad :

RESOLUTION RELATING TO LEASE PURCHASE OF DISTRICT IMPROVEMENTS; PROVIDING FOR THE FINANCING THEREOF AND ISSUANCE OF CERTIFICATES OF PARTICIPATION WITH RESPECT THERETO; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE PURCHASE AGREEMENT AND APPROVING AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS

BE IT RESOLVED by the School Board (the Board) of the Independent School District No. 15 (St. Francis), Minnesota (the District), as follows:

SECTION 1. AUTHORIZATION AND SALE.

1.1. AUTHORIZATION. By resolution duly adopted on March 26, 2012 (the Authorizing Resolution), this Board authorized the execution of a Lease Purchase Agreement and the creation of Certificates of Participation therein (referred to herein as the Certificates of Participation, Series 2012A or the Certificates) and the sale thereof to Northland Securities, Inc., in Minneapolis, Minnesota (the Purchaser), provided that the aggregate principal amount of the Certificates shall not exceed \$1,085,000 and that the true interest cost is less than 3.25% per annum, and further authorized the Board Chair and the Superintendent or Director of Business Services to approve the sale of the Certificates and enter into a purchase agreement with the Purchaser. This Board hereby determines that it is in the best interests of the District to enter into a lease purchase transaction as described below and authorizes the execution and delivery of a Lease Purchase Agreement and the creation of the Certificates therein in order to finance roofing projects at three school buildings and the purchase and construction of a scoreboard (the Improvements), all pursuant to Minnesota Statutes Section 465.71.

1.2. SALE. A proposal that meets the requirements set forth in the Authorizing Resolution has been received from the Purchaser to purchase the Certificates at a price of \$1,066,150.10 plus accrued interest on all Certificates to the day of delivery and payment, on the further terms and conditions hereinafter set forth.

1.3. RATIFICATION OF AWARD. Pursuant to the Authorizing Resolution, the sale of the Certificates has been awarded by the Board Chair and Director of Business Services to the Purchaser. The sale of the Certificates to the Purchaser and the execution of the purchase agreement by the Board Chair and the Director of Business Services for the sale of the Certificates to the Purchaser are hereby ratified in all respects.

SECTION 2. DOCUMENTS.

2.1. LEASE. The District has agreed with U.S. Bank National Association, in St. Paul, Minnesota (the Trustee), that the Trustee will lease and agree to sell the Improvements to the District pursuant to a Lease Purchase Agreement between the Trustee and the District (the Lease).

2.2. TRUST AGREEMENT. The Trustee will execute and deliver a Trust Agreement (the Trust Agreement), joined in by the District, pursuant to which the Trustee will (i) issue the Certificates representing interests in the Rental Payments (as defined in the Lease) to be made by the District under the Lease, and (ii) receive the proceeds of the sale of the Certificates and disburse such proceeds to finance the Improvements and pay costs of issuance of the Certificates.

2.3. FORM OF DOCUMENTS. In connection with the proposed financing and the issuance of the Certificates, forms of the Lease and Trust Agreement have been prepared, submitted to the District and filed with the School District Clerk.

SECTION 3. APPROVAL OF DOCUMENTS; OFFICIAL STATEMENT.

3.1. APPROVAL OF DOCUMENTS. The Lease and Trust Agreement are hereby approved. The Lease and Trust Agreement shall be executed in the name and on behalf of the District by the Chair and School District Clerk in substantially the form on file, but with such final changes therein as may be approved by the officers executing the same, which approval shall be conclusively evidenced by the execution thereof. The Chair and School District Clerk are also authorized and directed to execute such closing certificates and other documents as may be necessary to complete the issuance and delivery of the Certificates.

3.2. OFFICIAL STATEMENT. The Preliminary Official Statement relating to the Certificates, as of its date May 3, 2012, prepared and distributed by Northland Securities, Inc. is hereby approved. Northland Securities, Inc., 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 Certificates 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.

SECTION 4. ISSUANCE OF CERTIFICATES. All acts, conditions and things which are required by the Constitution and laws of the State of Minnesota to be done, to exist, to happen and to be performed precedent to and in the valid issuance of the Lease and Certificates having been done, now existing, having happened and having been performed, the District shall proceed forthwith to cause the Trustee to issue the Certificates in the form and upon the terms set forth in the Trust Agreement and the proposal received by the Purchaser. The Chair and School District Clerk are authorized to approve the final terms of the Certificates, which approval shall be conclusively evidenced by the execution of the Trust Agreement by said officers. The Certificates shall be prepared, executed and delivered as prescribed in the Trust Agreement and the officers of the District shall deliver to the Trustee a certified copy of this resolution and other documents required by the Trust Agreement, for authentication and delivery to the Purchaser. The Trustee is hereby appointed authenticating agent with respect to the Certificates, and as paying agent for the Certificates pursuant to the Trust Agreement.

SECTION 5. PAYMENT OF RENTAL PAYMENTS. The District will pay to the Trustee promptly when due, all of the Rental Payments and other amounts required by the Lease. Payment of the Rental Payments is subject to the provisions for termination set forth in the Lease, which provides that the Lease is subject to termination by the District, without penalty, at the end of any fiscal year of the District, in accordance with the terms thereof. The full faith and credit and ad valorem taxing powers of the District are not pledged to the payment of the District's obligations under the Lease or the Certificates.

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

6.1. COVENANT. The District covenants and agrees with the owners from time to time of the Certificates, that it will not take, or permit to be taken by any of its officers, employees or agents, any action which would cause the interest component of the Rental Payments payable under the Lease and received by the registered owners of the Certificates to become subject to taxation under the Internal Revenue Code of 1986, as amended (the Code) and any regulations issued thereunder (the Treasury Regulations), in effect at the time of such action, and that it will take, or it will cause its officers, employees or agents to take, all affirmative actions within its powers which may be necessary to insure that the interest component of the Rental Payments payable under the Lease and received by the registered owners of the Certificates will not become subject to taxation under the Code and the Treasury Regulations, as presently existing or as hereafter amended and made applicable to the Certificates. So long as the Certificates are outstanding, the District will not enter into any lease, use agreement or other contract or agreement respecting the Improvements which would cause the Lease and Certificates to be considered a "private activity bond" or "private loan bond" pursuant to the provisions of Section 141 of the Code.

6.2. ARBITRAGE CERTIFICATION. The Chair and School District Clerk being the officers of the District charged with the responsibility for issuing the Lease and Certificates 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 Section 1.148-2(b) of the Treasury Regulations, stating the facts, estimates and circumstances in existence on the date of issue and delivery of the Lease and Certificates which make it reasonable to expect that the proceeds of the Lease and Certificates will not be used in a manner that would cause the Lease and Certificates to be an arbitrage bond within the meaning of the Code and Treasury Regulations. The District reserves the right to avail itself of any of the spending exceptions to arbitrage rebate set forth in Section 148(f) of the Code and related Treasury Regulations.

6.3. ARBITRAGE REBATE. The District acknowledges that the arbitrage rebate requirements of Section 148(f)(4)(D) of the Code are applicable to the Lease and Certificates, the District hereby covenants and agrees to make computations, retain records and pay amounts to the United States at the times and in the manner required by said Section 148(f)(4)(D) of the Code, and as set forth in the tax compliance agreement or similar document executed in connection with the delivery of the Certificates to the Purchaser. The District reserves the right to avail itself of any of the spending exceptions to arbitrage rebate set forth in Section 148(f) of the Code and related Treasury Regulations.

6.4. REIMBURSEMENT. The District certifies that the proceeds of the Lease and Certificates will not be used by the District to reimburse itself for any expenditure with respect to the Improvements which the District has paid or will pay more than 60 days prior to the issuance of the Lease and Certificates 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 Improvements meeting the requirements of Section 1.150-2(f)(1) of the Regulations, or (ii) with respect to “preliminary expenditures” for the Improvements 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 Lease and Certificates.

SECTION 7. CONTINUING DISCLOSURE. (a) Purpose and Beneficiaries. To provide for the public availability of certain information relating to the Lease and Certificates and the security therefor and to permit the Purchaser and other participating underwriters in the primary offering of the Certificates 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 Certificates, 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 Certificates. The District is the only obligated person in respect of the Lease and Certificates within the meaning of the Rule for purposes of identifying the entities in respect of which continuing disclosure must be made. The District has complied in all material respects with any undertaking previously entered into by it under the Rule. If the District fails to comply with any provisions of this section, any person aggrieved thereby, including the Owners of any outstanding Certificates, 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 Lease or under any other provision of this resolution. As used in this section, Owner or Certificateowner means, in respect of a Certificate, 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 Certificate, any person or entity which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, such Certificate (including persons or entities holding Certificates through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Certificate 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 12 months after the end of each fiscal year of the District, commencing with the fiscal year ending June 30, 2012, 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: Economic and Financial Information; Summary of Debt and Debt Statistics; General Information--"Major Employers," 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 filed with the SEC or have been made available to the public on the Internet Web site of the Municipal Securities Rulemaking Board (the MSRB). 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 to exceed 10 business days, notice of the occurrence of any of the following events (each a Material Fact):

- (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 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 security or other material events affecting the tax-exempt status of the security;
- (G) Modifications to rights of security holders, if material;
- (H) Certificate calls, if material and tender offers;
- (I) Defeasances;
- (J) Release, substitution, or sale of property securing repayment of the securities if material;
- (K) Rating changes;
- (L) Bankruptcy, insolvency, receivership, or similar event of the District;
- (M) Consummation of a merger, consolidation, or acquisition involving the District or the sale of all or substantially all of the assets of the District, 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; and
- (N) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

As used herein, for those events that must be reported if material, an event is “material” if it is an event as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy, hold or sell a Certificate 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, an event is also “material” if it is an event that would be deemed material for purposes of the purchase, holding or sale of a Certificate within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

- (3) In a timely manner, notice of the occurrence of any of the following events or conditions:
 - (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, in an electronic format as prescribed by the MSRB from time to time, 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 the Lease and any Certificates 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 Certificates 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)(3) hereof) or the consent of the Owners of any Certificates, 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 Certificates, 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 Certificateowners 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 the Rule and should be construed so as to satisfy the requirements of paragraph (b)(5) of the Rule.

SECTION 8. ADDITIONAL AUTHORIZATIONS. In the absence or other unavailability of the Chair, any document authorized in this resolution to be executed by the Chair may be executed by the Vice Chairperson or the Acting Chairperson and, in the absence or other unavailability of the School District Clerk, any document authorized in this resolution to be executed by the School District Clerk may be executed by the Acting School District Clerk.

Upon vote being taken thereon, the following voted in favor thereof: David Anderson, Janet Glover, Harry Grams, Amy Kelly, Matt Rustad and Marsha Van Denburgh

and the following voted against the same: None

whereupon the resolution was declared duly passed and adopted.