

**FINNEYTOWN LOCAL SCHOOL DISTRICT**

**Special Meeting**

**Administrative Office Conference Room**

**March 6, 2020**

**6:54pm**

The Finneytown Board of Education met in special session on Friday, March 6, 2020 in the Administrative Office Conference Room, 8916 Fontainebleau Terrace, Cincinnati, OH 45231. Mrs. Rebman, Mr. Engleman, Mr. Gast and Ms. Johnson were present. The president called the meeting to order at 6:54pm.

**22-20** Ms. Johnson moved, seconded Mrs. Rebman that the Board dispense with opening ceremonies and the approval of the minutes from the regular meeting of February 18, 2020. The president declared the motion passed.

**23-20** Mr. Engleman moved, seconded by Mrs. Rebman, that the Board approve the following resolution amending Resolution No. 94-19 authoring the issuance and sale of not to exceed \$27,870,000 school improvement general obligation bonds:

A RESOLUTION AMENDING RESOLUTION NO. 94-19 AUTHORIZING  
THE ISSUANCE AND SALE OF NOT TO EXCEED \$27,870,000 SCHOOL  
IMPROVEMENT GENERAL OBLIGATION BONDS, TO PROVIDE FOR THE  
ISSUANCE OF ONE OR MORE SERIES OF THE BONDS AS FEDERALLY  
TAXABLE AND RELEASING CERTAIN TAX COVENANTS ASSOCIATED  
WITH SUCH BONDS.

WHEREAS, on November 18, 2019, this Board of Education adopted Resolution No. 94-19 (the "Authorizing Resolution") authorizing the issuance of not to exceed \$27,870,000 School Improvement General Obligation Bonds, (the "Bonds"), and authorizing an Official Statement and Certificate of Award for the Bonds; and

WHEREAS, as a result of the current market conditions and the Board of Education's participation in the State of Ohio Expedited Local Partnership Program the Board of Education has determined that it will be in the best interest of the Board of Education to issue a portion of the Bonds as federally taxable; and

WHEREAS, this Board of Education has further determined, based on the advice of Bond Counsel, to modify the tax covenants associated with the Bonds as set forth in the Authorizing Resolution; and

WHEREAS, this Board of Education desires to amend the Authorizing Resolution to provide for the issuance of one or more series of the Bonds as federally taxable and to modify the tax covenants associated with the Bonds in one or more series;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Finneytown Local School District, County of Hamilton, Ohio:

SECTION 1. That Section 9 of the Authorizing Resolution, which reads as follows:

- (a) That this Board of Education hereby covenants that it will restrict the use of the proceeds of the Bonds herein authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or “arbitrage bonds” under Sections 103(b)(2) and 148 of the Code and the regulations prescribed thereunder. In the event that at any time the Board of Education is of the opinion that for purposes of this Section 9 it is necessary to restrict or limit the yield on the investment of any moneys, the Board of Education shall take such action as may be necessary. The Treasurer or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the Board of Education, on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 of the Code and regulations thereunder, and to execute and deliver on behalf of the Board of Education an IRS Form 8038-G in connection with the issuance of the Bonds.
- (b) Without limiting the generality of the foregoing, unless the Board of Education makes the election under Section 148(f)(4)(C)(vii) of the Code, the Board of Education covenants that there shall be paid from time to time by the Board of Education all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any applicable proposed, temporary or final regulations thereunder (the “Regulations”). This covenant shall survive payment in full or defeasance of the Bonds.
- (c) The Board of Education shall invest all proceeds of the Bonds and any gross proceeds of the Bonds (as defined in the Regulations), subject to the restrictions set forth in Section 148 of the Code and the Regulations. The Board of Education shall retain all earnings (calculated by taking into account net gains or losses on sales or exchanges and taking into account amortized discount or premium as a gain or loss, respectively) on said investments.

- (d) The Board of Education shall remit to the United States at the times and in the manner set forth in Section 148 of the Code and the Regulations the excess of the amount earned on said investments over the amount which would have been earned if said investments were invested at a rate equal to the yield on the Bonds plus any income attributable to such excess or, if applicable, any penalty amounts under Section 148(f)(4)(C) of the Code.
- (e) Notwithstanding any provision of this Section 9, if the Board of Education shall obtain an opinion of nationally recognized bond counsel to the effect that any action required under this Section 9 is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the Bonds pursuant to Section 103(a) of the Code, the Board of Education may rely conclusively on such opinion in complying with the provisions hereof.

The Bonds are not designated “qualified tax-exempt obligations” for the purposes set forth in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

shall be and is hereby amended to read:

- (a) That for any Bonds issued as federally tax-exempt this Board of Education hereby covenants that it will restrict the use of the proceeds of such Bonds herein authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or “arbitrage bonds” under Sections 103(b)(2) and 148 of the Code and the regulations prescribed thereunder. In the event that at any time the Board of Education is of the opinion that for purposes of this Section 9 it is necessary to restrict or limit the yield on the investment of any moneys, the Board of Education shall take such action as may be necessary. The Treasurer or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the Board of Education, on the date of delivery of such Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 of the Code and regulations thereunder, and to execute and deliver on behalf of the Board of Education an IRS Form 8038-G in connection with the issuance of such federally tax-exempt Bonds.

- (b) Without limiting the generality of the foregoing, unless the Board of Education makes the election under Section 148(f)(4)(C)(vii) of the Code, the Board of Education covenants that there shall be paid from time to time by the Board of Education all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any applicable proposed, temporary or final regulations thereunder (the “Regulations”). This covenant shall survive payment in full or defeasance of such federally tax-exempt Bonds.
- (c) The Board of Education shall invest all proceeds of such federally tax-exempt Bonds and any gross proceeds of such federally tax-exempt Bonds (as defined in the Regulations), subject to the restrictions set forth in Section 148 of the Code and the Regulations. The Board of Education shall retain all earnings (calculated by taking into account net gains or losses on sales or exchanges and taking into account amortized discount or premium as a gain or loss, respectively) on said investments.
- (d) The Board of Education shall remit to the United States at the times and in the manner set forth in Section 148 of the Code and the Regulations the excess of the amount earned on said investments over the amount which would have been earned if said investments were invested at a rate equal to the yield on the Bonds plus any income attributable to such excess or, if applicable, any penalty amounts under Section 148(f)(4)(C) of the Code.
- (e) Notwithstanding any provision of this Section 9, if the Board of Education shall obtain an opinion of nationally recognized bond counsel to the effect that any action required under this Section 9 is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on such federally tax-exempt Bonds pursuant to Section 103(a) of the Code, the Board of Education may rely conclusively on such opinion in complying with the provisions hereof.

The Bonds are not designated “qualified tax-exempt obligations” for the purposes set forth in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

SECTION 2. All provisions of the Authorizing Resolution not specifically amended hereby shall remain in full force and effect.

SECTION 3. That this Board of Education hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of Education, and that all deliberations of this Board of Education and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with the law, including Section 121.22 of the Ohio Revised Code.

SECTION 4. That the Treasurer is hereby directed to certify a copy of this resolution to the Hamilton County Auditor.

**RC:** Mr. Gast, yes; Ms. Johnson, yes; Mrs. Rebman, yes; Mr. Engleman, yes. The president declared the motion passed.

**24-20** There being no further business, Mr. Engleman moved, seconded by Mrs. Rebman, that the meeting be adjourned. The president declared the meeting adjourned at 7:11pm.

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Tony Gast, President

ATTEST:

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David Oliverio, Treasurer