

Monday, April 18, 2011 at 12:00 P.M. THIS SPECIAL MEETING OF THE BOARD OF EDUCATION, INDEPENDENT SCHOOL DISTRICT NO. 2, CITY OF SAND SPRINGS AND THE OUTLYING TERRITORIES WITHIN THE BOUNDARIES OF SAND SPRINGS IN TULSA AND OSAGE COUNTIES, STATE OF OKLAHOMA, held in the Conference Room of the Board of Education Building, Sand Springs, Oklahoma was duly called to order and held pursuant to notice on file with the Clerk of Tulsa, Oklahoma, and by posting required by law, a quorum present in the person of:

MICHAEL MULLINS, President
BO NAUGLE, Member
KRISTA POLANSKI, Member
JACKIE WAGNON, Member
KIMBERLEE CLENNEY, Non-Member/Clerk

ABSENT: DEBBIE THOMPSON, Vice-President

ALSO PRESENT: Lloyd W. Snow, Superintendent
Gary Watts, CFO/Treasurer
Lonetta Sprague, Asst. Supt. Special Services/Federal Programs
Lori Kerns, Assts. Supt. of Curriculum and Instruction
Gary Watts, CFO/Treasurer

VISITORS: Linda Matthews, Dr. Steve McDonald

Agenda for

Board of Education
Independent School District No. 2
Tulsa County, Oklahoma
Sand Springs Public Schools

As required by Section 311, Title 25 of the Oklahoma Statutes, notice is hereby given that the Board of Education of Independent School District No. 2, Tulsa County, Oklahoma, will hold a **SPECIAL** meeting on the **18th day of April, 2011, at 12:00 o'clock Noon**, at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma.

AGENDA

The following is a list of the business to be conducted by the Board of Education at the above meeting:

1. Call meeting to order.
2. Roll call and Pledge of Allegiance
MULLINS – PRESENT NAUGLE – PRESENT POLANSKI – PRESENT THOMPSON – ABSENT
WAGNON – PRESENT
3. Board to receive bids for the \$5,975,000 General Obligation Combined Purpose Bonds of this school district and award bonds to the lowest bidder. (**please see attached documents**)
4. Board to consider and take action on a resolution providing for the issuance of General Obligation Combined Purpose Bonds in the sum of \$5,975,000 by this school district, authorized at an election called and held for such purpose; prescribing form of bonds; providing for registration thereof; providing for levy of an annual tax for the payment of principal and interest on the same; and fixing other details of the issue.

5. Board to consider and take action on a resolution designating the general obligation bonds of 2011 as "Qualified Tax-Exempt Obligations" pursuant to Section 265(b)(3)(B) of the Internal Revenue Code of 1986.
6. Motion by Ms. Wagnon and Seconded by Ms. Polanski to adjourn.
MULLINS – AYE NAUGLE – AYE POLANSKI – AYE WAGNON - AYE Motion carried 4-0
Time: 12:15 p.m.

MIKE MULLINS, PRESIDENT, BOARD OF EDUCATION

COUNTY OF TULSA

)
)

I, the undersigned Clerk of the Board of Education of Independent School District No. 2, of Tulsa County, Oklahoma, do hereby certify that prior to December 15th of the last calendar year, the date, time, and place of this regular meeting was filed in the office of the County Clerk of Tulsa County, Oklahoma.

I also certify that at least 24 hours prior to the meeting, excluding Saturdays, Sundays, and Holidays, notice of the date, time, place and agenda of this meeting was posted in prominent public view at the location of the meeting.

Witness my hand and seal of this school district the 18th day of April 2011.

KIMBERLEE CLENNEY, CLERK, BOARD OF EDUCATION

Agenda for

Board of Education
Independent School District No. 2
Tulsa County, Oklahoma
Sand Springs Public Schools

As required by Section 311, Title 25 of the Oklahoma Statutes, notice is hereby given that the Board of Education of Independent School District No. 2, Tulsa County, Oklahoma, will hold a **SPECIAL** meeting on the **18th day of April, 2011, at 12:00 o'clock Noon**, at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma.

AGENDA

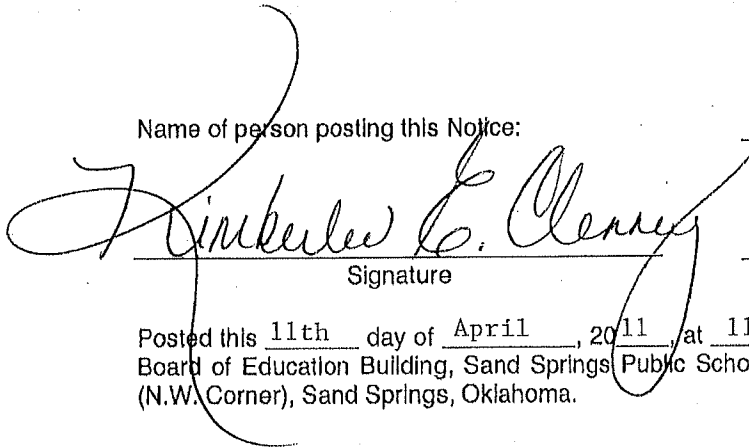
The following is a list of the business to be conducted by the Board of Education at the above meeting:

1. Call meeting to order.
2. Roll call.
3. Board to receive bids for the \$5,975,000 General Obligation Combined Purpose Bonds of this school district and award bonds to the lowest bidder.
4. Board to consider and take action on a resolution providing for the issuance of General Obligation Combined Purpose Bonds in the sum of \$5,975,000 by this school district, authorized at an election called and held for such purpose; prescribing form of bonds; providing for registration thereof; providing for levy of an annual tax for the payment of principal and interest on the same; and fixing other details of the issue.
5. Board to consider and take action on a resolution designating the general obligation bonds of 2011 as "Qualified Tax-Exempt Obligations" pursuant to Section 265(b)(3)(B) of the Internal Revenue Code of 1986.
6. Adjournment.

Name of person posting this Notice:

Kimberlee E. Clenney

(type or print)



Signature

Clerk, Board of Education

Title

Posted this 11th day of April, 2011, at 11:00 o'clock A.M., on the front door of the Board of Education Building, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma.

MINUTES AND RESOLUTION AUTHORIZING SALE OF BONDS

The Board of Education of Independent School District Number 2 of Tulsa County, Oklahoma, met in Regular Session at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma, in said School District on the 4th day of April, 2011, at 7:00 o'clock p.m.

PRESENT: MICHAEL MULLINS, President; DEBRA L. THOMPSON, Vice President; BO NAUGLE, Member; KRISTA POLANSKI, Member; JACKIE WAGNON, Member; KIMBERLEE E. CLENNEY, Clerk and Non-Member

ABSENT: None

Notice of the schedule of regular meetings of the School District for the calendar year 2011 was given in writing, to the County Clerk of Tulsa County, Oklahoma at 9:45 o'clock a.m. on the 9th day of November, 2010, and public notice of this meeting, setting forth the date, time, place and agenda was posted on the front door of the Board of Education Building, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 1:00 o'clock p.m. on the 31st day of March, 2011, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays, and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto).

(OTHER PROCEEDINGS)

Thereupon **THOMPSON** introduced a Resolution which was read in full by the Clerk, and upon motion by **THOMPSON**, seconded by **POLANSKI**, was adopted by the following vote:

AYE: MULLINS, THOMPSON, NAUGLE, POLANSKI, WAGNON

NAY: None

Said Resolution was thereupon signed by the President, attested by the Clerk, sealed with the seal of said School District, and is as follows:

RESOLUTION

A resolution fixing the amount of bonds to mature each year, fixing the time and place the bonds are to be sold, and authorizing the clerk to give notice of said sale as required by law.

WHEREAS, the issuance of \$42,160,000 of General Obligation Building Bonds by Independent School District No. 2 of Tulsa County, Oklahoma, has been duly authorized at an election held on the 13th day of October, 2009, for that purpose; and

WHEREAS, \$4,055,000 of the \$42,160,000 has previously been sold, issued and delivered, and the Board of Education of Independent School District No. 2 of Tulsa County, Oklahoma, now desires to sell a second installment of \$5,825,000; and

WHEREAS, the issuance of \$450,000 of General Obligation Transportation Equipment Bonds by Independent School District No. 2 of Tulsa County, Oklahoma, has been duly authorized at an election held on the 13th day of October, 2009, for that purpose; and

WHEREAS, \$150,000 of the \$450,000 has previously been sold, issued and delivered, and the Board of Education of Independent School District No. 2 of Tulsa County, Oklahoma, now desires to sell a second installment of \$150,000; and

WHEREAS, the Board of Education of Independent School District No. 2 of Tulsa County, Oklahoma, pursuant to Title 62, Oklahoma Statutes 2001, Section 354, desires to sell at this time \$5,975,000 in bonds consisting of a combined issue of \$5,825,000 of Building Bonds and \$150,000 of Transportation Equipment Bonds;

Now, therefore, be it resolved by the Board of Education of Independent School District No. 2 of Tulsa County, Oklahoma:

SECTION 1.

That the \$5,975,000 of General Obligation Combined Purpose Bonds of Independent School District No. 2 of Tulsa County, Oklahoma, voted on the 13th day of October, 2009, shall be offered for sale at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma, on the 18th day of April, 2011, at 11:45 o'clock a.m.; said Bonds to become due:

\$1,475,000 in two years from their date; and \$1,500,000 annually each year thereafter until paid.

SECTION 2.

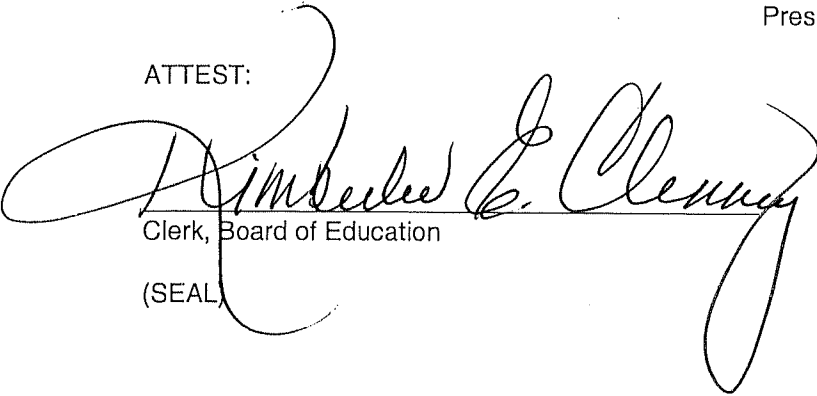
That the Clerk of the Board of Education is hereby ordered and directed to cause notice of the sale of said Bonds to be given as required by law.

ADOPTED this 4th day of April, 2011.



President, Board of Education

ATTEST:



Clerk, Board of Education
(SEAL)

MINUTES OF SALE OF BONDS

The Board of Education of Independent School District Number 2 of Tulsa County, State of Oklahoma, met in Special Session at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma, in said School District on the 18th day of April, 2011, at 12:00 o'clock Noon

PRESENT: MICHAEL MULLINS, President; BO NAUGLE, Member; KRISTA POLANSKI, Member; JACKIE WAGNON, Member; KIMBERLEE E. CLENNEY, Clerk and Non-Member

ABSENT: DEBRA L. THOMPSON, Vice President

Notice of this special meeting was given in writing to the County Clerk of Tulsa County, Oklahoma at 9:15 o'clock a.m. on the 17th day of March, 2011, forty-eight (48) hours or more prior to this meeting, and public notice of this meeting, setting forth the date, time, place and agenda was posted on the front door of the Board of Education Building, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 11:00 o'clock a.m. on the 11th day of April, 2011, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays, and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto).

(OTHER PROCEEDINGS)

It appearing that due and legal notice had been given that said School District would offer for sale on this date and at this hour and at this place its \$5,975,000 of General Obligation Combined Purpose Bonds of 2011, maturing \$1,475,000 in two years from their date and \$1,500,000 annually each year thereafter until paid, the Board of Education proceeded to consider the bids received for the purchase of said Bonds. The following bids were received and considered by the Board of Education:

Bidders	Average Interest Rate Bid	Net Interest Cost	Premium
The Baker Group, Oklahoma City, Oklahoma, in association with American Heritage Bank, Sapulpa, Oklahoma	1.381862%	\$289,500.00	\$0.00
BOSC, Inc., Oklahoma City, Oklahoma	1.536277%	\$321,850.00	\$0.00
Country Club Bank, N.A., Prairie Village, Kansas	1.591885%	\$333,500.00	\$0.00
UMB Bank, N.A., Kansas City, Missouri	1.612588%	\$337,837.25	\$537.75


The Board required each bidder to submit with his/her bid a sum in cash or its equivalent, equal to two percent (2%) of his/her bid and after due consideration of all bids received by the Board, a motion was made by **MULLINS** that the Bonds be awarded, sold and delivered to **The Baker Group, Oklahoma City, Oklahoma, in association with American Heritage Bank, Sapulpa, Oklahoma**, upon fulfillment of the terms as set out in said contract and bid for the purchase of said Bonds.

Said motion was seconded by **WAGNON** and was adopted by the following vote:

AYE: MULLINS, NAUGLE, POLANSKI, WAGNON

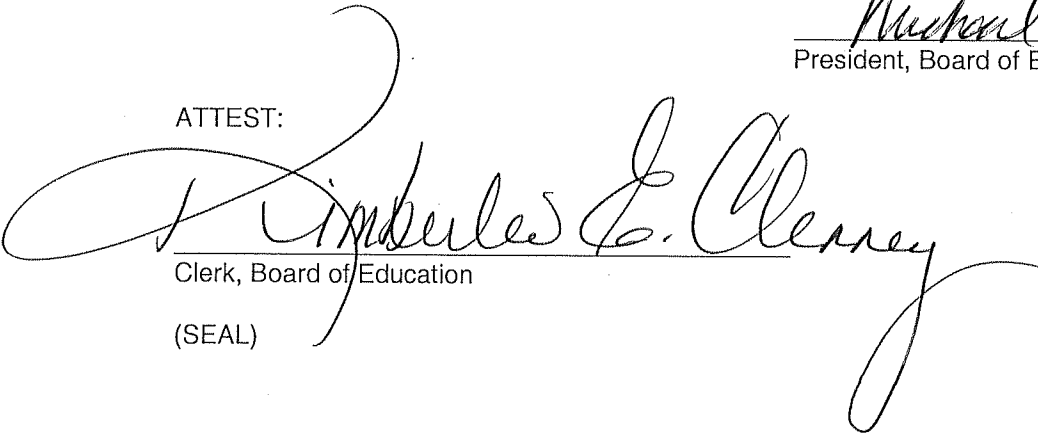
NAY: None

ADOPTED this 18th day of April, 2011.



President, Board of Education

ATTEST:



Clerk, Board of Education

(SEAL)

MINUTES AND RESOLUTION AUTHORIZING ISSUANCE OF BONDS

The Board of Education of Independent School District Number 2 of Tulsa County, State of Oklahoma, met in Special Session at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma, in said School District on the 18th day of April, 2011, at 12:00 o'clock Noon

PRESENT: MICHAEL MULLINS, President; BO NAUGLE, Member; KRISTA POLANSKI, Member; JACKIE WAGNON, Member; KIMBERLEE E. CLENNEY, Clerk and Non-Member

ABSENT: DEBRA L. THOMPSON, Vice President

Notice of this special meeting was given in writing to the County Clerk of Tulsa County, Oklahoma at 9:15 o'clock a.m. on the 17th day of March, 2011, forty-eight (48) hours or more prior to this meeting, and public notice of this meeting, setting forth the date, time, place and agenda was posted on the front door of the Board of Education Building, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 11:00 o'clock a.m. on the 11th day of April, 2011, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays, and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto).

(OTHER PROCEEDINGS)

Thereupon **NAUGLE** introduced a Resolution, which was read in full by the Clerk, and upon motion by **NAUGLE**, seconded by **POLANSKI**, said Resolution was adopted by the following vote:

AYE: MULLINS, NAUGLE, POLANSKI, WAGNON

NAY: None

Said Resolution was thereupon signed by the President, attested by the Clerk, sealed with the seal of said School District and is as follows:

RESOLUTION

A resolution providing for the issuance of General Obligation Combined Purpose Bonds in the sum of \$5,975,000 by Independent School District Number 2 of Tulsa County, Oklahoma, authorized at an election duly called and held for such purpose; prescribing form of bonds; providing for registration thereof; providing for levy of an annual tax for the payment of principal and interest on the same; and fixing other details of the issue.

WHEREAS, on the 13th day of October, 2009, pursuant to notice duly given, an election was held in Independent School District Number 2 of Tulsa County, Oklahoma, for the purpose of submitting to the registered qualified electors of such District the question of the issuance of the Bonds of said District in the sum of \$42,160,000 to provide funds for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites and in the sum of \$450,000 to provide funds for the purpose of purchasing transportation equipment; and

WHEREAS, as shown by the Official Certificate of Votes by the County Election Board of Tulsa County, Oklahoma, at said election there were cast by the registered qualified electors of said School District on the question of the issuance of \$42,160,000 of bonds for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites, 2,056 votes, of which 1,736 were in favor of and 320 were against the issuance of

said Bonds, and on the question of the issuance of \$450,000 of bonds for the purpose of purchasing transportation equipment, 2,057 votes, of which 1,755 were in favor of and 302 were against the issuance of said Bonds; and

WHEREAS, a lawful majority of the registered qualified electors voting on said Propositions cast their ballots in favor of the issuance of said Bonds, the issuance thereof has been duly authorized; and

WHEREAS, of the originally authorized \$42,160,000 of General Obligation Building Bonds, \$4,055,000 dated May 1, 2010 (as part of \$4,205,000 General Obligation Combined Purpose Bonds) (Official Bond Opinion No. 25,870), have previously been sold, issued and delivered; and

WHEREAS, of the originally authorized \$450,000 of General Obligation Transportation Equipment Bonds, \$150,000 dated May 1, 2010 (as part of \$4,205,000 General Obligation Combined Purpose Bonds) (Official Bond Opinion No. 25,870), have previously been sold, issued and delivered; and

Now, therefore, be it resolved by the Board of Education of Independent School District Number 2 of Tulsa County, Oklahoma:

SECTION 1. That there are hereby ordered and directed to be issued the bonds of said School District in accordance with the forms hereinafter set out, in the aggregate amount of Five Million Nine Hundred Seventy Five Thousand Dollars (\$5,975,000.00), which said Bonds shall be designated "General Obligation Combined Purpose Bonds of 2011", shall be dated June 1, 2011, and become due and payable and bear interest from their date until paid as follows:

\$1,475,000 maturing on June 1, 2013 at 1.50%

\$1,500,000 maturing on June 1, 2014 at 1.05%

\$1,500,000 maturing on June 1, 2015 at 1.30%

\$1,500,000 maturing on June 1, 2016 at 1.60%

Payable semi-annually on June 1 and December 1 of each year, commencing on June 1, 2012. The Bonds are issuable as registered Bonds in the denomination of \$1,000.00 or any integral multiple thereof.

SECTION 2. That each of said Bonds and the endorsements and certificates thereon shall be in substantially the following form:

Unless this Bond is presented by an authorized representative of The Depository Trust Company to the Registrar for registration of transfer, exchange or payment and any bond issued is registered in the name of Cede & Co., or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

No. _____

\$ _____

UNITED STATES OF AMERICA
STATE OF OKLAHOMA

Independent School District Number 2 of Tulsa County, Oklahoma

General Obligation Combined Purpose Bond of 2011

% Due June 1, 20 _____

KNOW ALL PEOPLE BY THESE PRESENTS: That Independent School District Number 2 of Tulsa County, Oklahoma, a body corporate, hereby acknowledges itself indebted to and for value received, promises to pay the principal amount set forth above to the person named below:

CEDE & CO., as nominee of THE DEPOSITORY TRUST COMPANY, NEW YORK, NEW YORK, or registered assigns (hereinafter called the "Registered Holder"), for the bond number set forth above, together with interest thereon at the rate specified hereon, from the date hereof until paid, payable semi-annually on June 1 and December 1, respectively, in each year, beginning June 1, 2012.

The principal of and interest on this Bond are payable in lawful money of the United States of America which, at the time of payment, shall be legal tender for the payment of public and private debts. Payments of interest hereon shall be paid by check of UMB Bank, n.a., Oklahoma City, Oklahoma, (herein called the "Registrar/Paying Agent") payable to the order of the Registered Holder and mailed to the address shown in the Registration Record on or before the date on which each such payment is due. Payment of principal of this Bond shall be payable only upon surrender of this bond to the Registrar/Paying Agent.

THE FULL FAITH, CREDIT AND RESOURCES of said District are hereby irrevocably pledged to the payment of this Bond.

THIS BOND is one of an issue of like date and tenor, except as to date of maturity, rate of interest and denomination, totaling the principal sum of Five Million Nine Hundred Seventy Five Thousand Dollars (\$5,975,000.00) and is issued pursuant to an election held on the 13th day of October, 2009, at which election the qualified electors approved two separate propositions, one on the question of incurring an indebtedness in the sum of Forty Two Million One Hundred Sixty Thousand Dollars (\$42,160,000.00.00) to provide funds for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites; and one on the question of incurring an indebtedness in the sum of Four Hundred Fifty Thousand Dollars (\$450,000.00.00) to provide funds for the purpose of purchasing transportation equipment; all under Section 26, Article X of the Oklahoma Constitution and Title 70, Chapter XV, Oklahoma Statutes, 2001, and other statutes of the State supplementary and amendatory thereto.

Five Million Eight Hundred Twenty Five Thousand Dollars (\$5,825,000.00.00) of bonds authorized to be issued for the purpose of constructing, equipping, repairing and remodeling school buildings, acquiring school furniture, fixtures and equipment, and acquiring and improving school sites and One Hundred Fifty Thousand Dollars (\$150,000.00.00) of bonds authorized to be issued for the purpose of purchasing transportation equipment have been combined for purposes of sale and issuance pursuant to Title 62, Oklahoma Statutes 2001, Section 354. Each of the aforementioned sums has been placed in a separate, special fund to be used only in the respective amounts and for the respective purposes as provided in the separate propositions and for no other purpose.

No person shall be entitled to any right or benefit provided in this Bond unless the name of such person is registered by the Registrar/Paying Agent of the School District on the Registration Record. This Bond shall be transferable only upon delivery of this Bond to the Registrar/Paying Agent, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar/Paying Agent, duly executed by the Registered Holder hereof or his attorney duly authorized in writing, and such transfer is registered on the Registration Record. The Registrar/Paying Agent shall not be required to make such transfer after the fifteenth (15th) day of the calendar month preceding any interest payment date until after said latter date. The name of the Registered Holder endorsed hereon shall be deemed the correct name of the owner of this Bond for all purposes whatsoever. The Registrar/Paying Agent will keep the Registration Record open for registration of ownership of registered Bonds during its business hours. In the event of a change of Registrar/Paying Agent for any reason, notice thereof shall be mailed, by registered or certified United States Mail, postage prepaid, to the Registered Holder at the address shown in the Registration Record, and such notice shall be effective on the date of mailing and sufficient as to all persons.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required to be done, precedent to and in the issuance of this Bond have been properly done, happened and been performed in regular and due form and time as required by law and that the total indebtedness of said School District, including this Bond and the series of which it forms a part does not exceed any constitutional or statutory limitation, and that due provision has been made for the collection of an annual tax sufficient to pay the interest on this Bond as it falls due, and also to constitute a sinking fund for the payment of the principal hereof at maturity.

IN WITNESS WHEREOF, said School District has caused this Bond to be signed by the manual or facsimile signature of the President of the Board of Education, attested by the manual or facsimile signature of the Clerk and sealed with a manual or facsimile seal of the School District this 1st day of June, 2011.

(facsimile signature)

President, Board of Education

(SEAL)

ATTEST:

(facsimile signature)

Clerk, Board of Education

AUTHENTICATION CERTIFICATE

This Bond is one of the issue described in the Transcript of Proceedings prepared for this Bond issue, and is one of the General Obligation Combined Purpose Bonds of 2011 of Independent School District Number 2 of Tulsa County, Oklahoma.

Date of Registration
and Authentication

UMB Bank, n.a.
Oklahoma City, Oklahoma

By:

Authorized Officer

ENDORSEMENT NO. 1

State of Oklahoma

)
) SS.
)

Counties of Tulsa and Osage

We, the undersigned, District Attorneys and County Clerks, respectively, of said Counties, in said State, in which the within named District is situated, hereby certify that the within Bond is one of a series of Bonds issued by the within named District pursuant to law and that the entire issue of said Bonds is within the debt limit imposed upon said District by the Constitution and laws of the State of Oklahoma.

for the issuance of Bonds of like kind and that said Bond is a valid and binding obligation according to its tenor and terms, and, under the provisions of 62 Oklahoma Statutes, Sections 11, 13 and 14, as amended, requiring the certificate of the Bond Commissioner of the State of Oklahoma thereon, is incontestable in any court in the State of Oklahoma unless suit thereon shall be brought in a court having jurisdiction of the same within thirty days from the date of this approval of said Bond appearing in the caption hereto.

(facsimile signature)

Attorney General, *Ex Officio* Bond Commissioner of
the State of Oklahoma

SECTION 3. That each of said Bonds shall be signed by the manual or facsimile signature of the President of the Board of Education, have the corporate seal of said School District affixed thereto in manual or facsimile form, and be attested by the manual or facsimile signature of the Clerk of the Board of Education; that said officers are hereby authorized and directed to cause said Bonds to be prepared and to execute the same for and on behalf of said Board; have the same registered by the Treasurer of said School District, endorsed by the District Attorneys and County Clerks and presented to the Attorney General, *Ex Officio* Bond Commissioner, together with a certified transcript of all proceedings had in connection with their issuance, for his approval and endorsement; that thereafter said Bonds shall be delivered to the purchasers, upon payment of the purchase price thereof, which shall not be less than par and accrued interest. The proceeds derived from the sale of said Bonds shall be placed in a special fund and used solely for the purpose of providing funds for the purposes set out in the Bond in Section 2 hereof. The School District certifies and covenants that none of the proceeds of the Bonds described herein will be used to pay interest on any lease, lease-purchase contract, lease purchase installments or other obligations, nor will Bond proceeds be used in violation of applicable provisions of the Oklahoma Constitution and laws.

SECTION 4. Whenever any registered Bond or Bonds shall be exchanged for another registered Bond or Bonds of different denomination, the Registrar/Paying Agent shall cancel the Bond or Bonds surrendered in such exchange on the face thereof and on the Registration Record. If the supply of registered Bonds for making exchanges shall have been exhausted, the Registrar/Paying Agent shall cause additional registered Bonds to be prepared, at the expense of the School District. The School District covenants that upon request of the Registrar/Paying Agent, its appropriate officers promptly will execute such additional registered Bonds on behalf of the School District.

SECTION 5. The Registrar/Paying Agent for all registered Bonds issued pursuant to this Resolution shall maintain a Registration Record for the purpose of registering the name and address of the Registered Holder of each registered Bond. The Registrar/Paying Agent will keep the Registration Record open for registrations during its business hours. In the event of a change of Registrar/Paying Agent, notice thereof shall be mailed, registered or certified United States Mail, postage prepaid, to the Registered Holder of each registered Bond. The name and address of the Registered Holder as the same appears on the Registration Record shall be conclusive evidence to all persons and for all purposes whatsoever and no person other than the Registered Holder shown on the Registration Record shall be entitled to any right or benefit in relation to the Bond so registered; provided, that the foregoing shall not apply to any successor by operation of law of such Registered Holder. Registered Bonds shall be transferable only upon delivery of such Bonds to the Registrar/Paying Agent, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar/Paying Agent, executed by the Registered Holder thereof or his attorney duly authorized in writing, and such transfer registered on the Registration Record. If the Form of Assignment on such Bonds is exhausted, such Registered Bonds delivered to the Registrar/Paying Agent for registration of transfer shall be cancelled by the Registrar/Paying Agent on the face thereof and the Registrar/Paying Agent shall authenticate and deliver to the transferee Bonds in the aggregate principal amount equal to the unpaid principal of the surrendered Bonds in new registered Bonds, in denominations of \$1,000.00 or any integral multiple thereof except one Bond may be in an amount so as to complete the issue. The Registrar/Paying Agent shall not be obligated to make such

transfer after the fifteenth (15th) day of the calendar month preceding any interest payment date until after said latter date.

SECTION 6. There is hereby created and established a system of registration for uncertificated registered public obligations with respect to the Bonds as provided in the Registered Public Obligations Act of Oklahoma, Title 62 Oklahoma Statutes, Section 582(13)(b), whereby books shall be maintained on behalf of the School District by The Depository Trust Company, New York, New York, for the purpose of registration of transfer of the uncertificated registered public obligations with respect to the Bonds which specify the persons entitled to the Bonds and the rights evidenced thereby shall be registered upon such books, and the President and Clerk (or in their absence or incapacity, the Vice President and Deputy Clerk, respectively) are hereby authorized and directed to execute such documents and instruments as may be required to implement the foregoing system of registration.

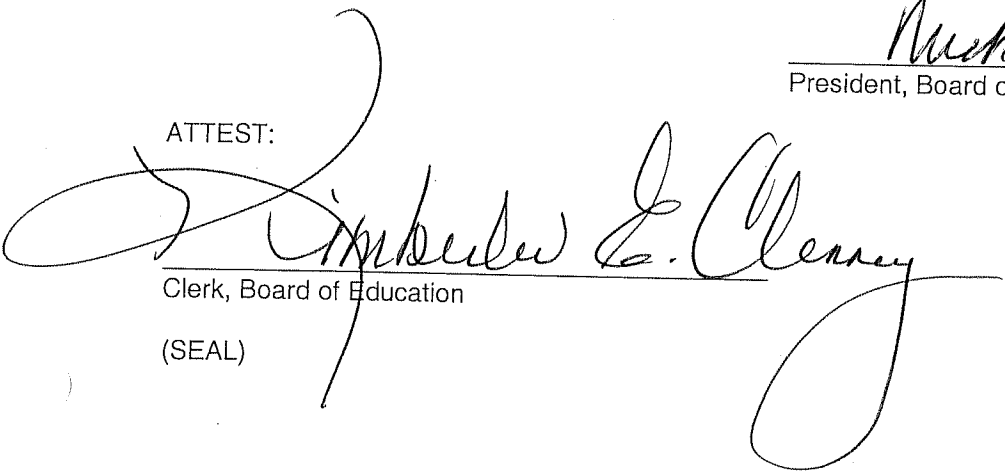
SECTION 7. That beginning in the year 2011-12, a continuing annual tax sufficient to pay the interest on said Bonds when due and for the purpose of providing a sinking fund with which to pay the principal of said Bonds when due shall be and is hereby ordered levied upon all taxable property of said School District, in addition to all other taxes, said sinking fund to be designated "General Obligation Combined Purpose Bonds of 2011 Sinking Fund". Said tax shall be and is hereby ordered certified, levied and extended upon the tax rolls and collected by the same officers in the same manner and at the same time as the taxes for general purposes in each of said years are certified, levied, extended and collected; that all funds derived from said tax shall be placed in said sinking fund, which, together with all interest collected on same, shall be irrevocably pledged to the payment of the interest on and principal of said Bonds when and as the same fall due.

ADOPTED and APPROVED this 18th day of April, 2011.



President, Board of Education

ATTEST:



Clerk, Board of Education

(SEAL)

MINUTES AND RESOLUTION DESIGNATING BONDS AS QUALIFIED TAX-EXEMPT OBLIGATIONS

The Board of Education of Independent School District Number 2 of Tulsa County, State of Oklahoma, met in Special Session at the Offices of the Board, Sand Springs Public Schools, intersection of Main and Broadway Streets (N.W. Corner), Sand Springs, Oklahoma, in said School District on the 18th day of April, 2011, at 12:00 o'clock Noon

PRESENT: MICHAEL MULLINS, President; BO NAUGLE, Member; KRISTA POLANSKI, Member; JACKIE WAGNON, Member; KIMBERLEE E. CLENNEY, Clerk and Non-Member

ABSENT: DEBRA L. THOMPSON, Vice President

Notice of this special meeting was given in writing to the County Clerk of Tulsa County, Oklahoma at 9:15 o'clock a.m. on the 17th day of March, 2011, forty-eight (48) hours or more prior to this meeting, and public notice of this meeting, setting forth the date, time, place and agenda was posted on the front door of the Board of Education Building, in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week at 11:00 o'clock a.m. on the 11th day of April, 2011, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays, and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto).

(OTHER PROCEEDINGS)

WAGNON introduced a Resolution which was read in full by the Clerk and upon motion by **WAGNON**, seconded by **NAUGLE**, was adopted by the following vote:

AYE: MULLINS, NAUGLE, POLANSKI, WAGNON

NAY: None

Said Resolution was thereupon signed by the President of the Board of Education, attested by the Clerk of said Board, sealed with the seal of said School District, and is as follows:

RESOLUTION

WHEREAS, the issuance of \$5,975,000 of General Obligation Combined Purpose Bonds of 2011 (the "Bonds") by Independent School District Number 2 of Tulsa County, Oklahoma (the "School District"), has been duly authorized at an election held for that purpose; and

WHEREAS, the Board of Education of the School District has heretofore determined to issue at this time the Bonds authorized as aforesaid; and

WHEREAS, **The Baker Group, Oklahoma City, Oklahoma, in association with American Heritage Bank, Sapulpa, Oklahoma** (the "Purchaser"), has agreed to purchase the Bonds to be issued by the School District, at a net interest cost of **\$289,500.00** and at an average interest rate of **1.381862%**; and

WHEREAS, as a material consideration for the purchase of such Bonds by such Purchaser as aforesaid, the Board of Education of the School District has determined and agreed to adopt this Resolution and covenants and agrees to be bound by the terms and provisions hereof.

Now, therefore, be it resolved by the Board of Education of Independent School District Number 2 of Tulsa County, Oklahoma:

Section 1. The Board of Education of the School District reasonably anticipates that the aggregate amount of "qualified tax-exempt obligations" [as defined in Section 265 (b)(3)(B) of the Internal Revenue Code of 1986 (the "Code")], which will be issued by the Board of Education of the School District and all subordinate entities thereof during calendar year 2011 does not exceed \$10,000,000.00, and hereby covenants and agrees, as a material inducement and consideration to the purchase of its Bonds by the Purchaser, that neither it nor any subordinate entity thereof will, during calendar year 2011, issue "qualified tax-exempt obligations" [as defined in Section 265(b)(3)(B) of the Code], in an aggregate amount exceeding \$10,000,000.00.

Section 2. It is the purpose and intent of this Resolution that the Bonds shall constitute and are hereby designated as "qualified tax-exempt obligations" as defined in Section 265(b)(3)(B) of the Code, in order that the Purchaser of the Bonds may avail itself of the exception contained in said Section 265(b)(3)(B) of the Code with respect to interest incurred to carry tax-exempt bonds.

Section 3. The Board of Education of the School District hereby covenants and agrees that it will not designate as "qualified tax-exempt obligations" more than \$10,000,000.00 in aggregate amount of obligations issued by the Board of Education of the School District or any subordinate entity thereof during calendar year 2011.

Section 4. The Board of Education of the School District determines and intends that the Bonds shall also qualify for the exception for small governmental units contained in Section 148(f)(4)(C) of the Code. The School District covenants that it is a governmental unit with general taxing powers; that the Bonds are not private activity bonds as defined in Section 141 of the Code; that ninety-five percent (95%) or more of the net proceeds (i.e., the face amount of the Bonds, plus accrued interest and premium, if any, less original issue discount) of the Bonds are to be used for local government activities of the School District (or of a governmental unit the jurisdiction of which is entirely within the jurisdiction of the School District), and that the aggregate face amount of all tax-exempt obligations (other than private activity bonds as defined in Section 141 of the Code) issued by the School District, including all subordinate entities of the School District, during the calendar year 2011 will not exceed the lesser of (1) \$15,000,000.00, or (2) \$5,000,000.00 plus the lesser of \$10,000,000.00 or so much of the aggregate face amount of the Bonds as is attributable to financing construction of public school facilities within the meaning of Section 148(f)(4)(c)(iv) of the Code.

Section 5. The form of No-Arbitrage Certificate presented to this meeting be, and the same hereby is, approved and the President or Vice President of the Board of Education of the School District be, and he hereby is authorized, directed and empowered to execute and deliver, in the name and on behalf of the School District, the No-Arbitrage Certificate in said form and containing substantially the terms and provisions therein contained, with such additions or modifications as shall be approved by the officer executing the No-Arbitrage Certificate, the execution thereof by such officer being conclusive evidence of such approval.

Section 6. The Board of Education of the School District hereby covenants and agrees with the Purchaser of the Bonds to take such further actions and execute such documents and instruments as may be necessary or proper to carry out the intent of this Resolution and the officers of the Board of Education are hereby authorized, empowered and directed to take such actions and execute such documents as may be necessary or proper from time to time.

Section 7. The School District hereby covenants and agrees that it will, not later than ten months following the end of the fiscal year (as of the date of this Resolution, June 30 is the end of the fiscal year), submit to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) system financial and operating information for the School District which shall include that financial and operating information customarily prepared by the School District and which is publicly available, and to provide, in a timely manner, notice of events specified in paragraph (b)(5)(i)(C) of Rule 15c2-12 promulgated by the Securities and Exchange Commission.

Section 8. The signatures of the officers of the School District appearing on the No-Arbitrage Certificate and other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of the changes, if any, in the form thereof and of their authority to execute and deliver such agreements and documents on behalf of the School District.

ADOPTED this 18th day of April, 2011.

Board of Education of Independent School District
Number 2 of Tulsa County, Oklahoma

By: Michael Mulvaney
President, Board of Education

ATTEST:

Kimberlee L. Cleary
Clerk, Board of Education

(SEAL)