

A regular meeting of The Montgomery County Board of Education was held in the Montgomery County Schools Administrative Office, 441 Page Street, in Troy, North Carolina at 6:30 P.M., on November 6, 2017.

Present: Chairman Steve Deberry, presiding, and members _____

_____.

Absent: _____.

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The following resolution was introduced, a copy of which had been provided to each member of said Board and which was read by its title:

RESOLUTION APPROVING AND RATIFYING AGREEMENTS CONCERNING A NEW HIGH SCHOOL FOR THE MONTGOMERY COUNTY SCHOOLS SYSTEM, APPROVING CERTAIN OTHER DOCUMENTS AND ACTIONS RELATING THERETO AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, The Montgomery County Board of Education, which has general control and supervision of matters pertaining to the public schools in the Montgomery County Schools System, its respective school administrative unit (**the “Board of Education”**), and the County of Montgomery, North Carolina (**the “County”**) have previously determined to cooperate in a plan to finance the cost of a project which each has found to be necessary and desirable to provide for improved public school facilities and improved public education in the County; and

WHEREAS, such project consists of the design, construction and furnishing of a new high school to be located on a site of approximately 83 acres of land (**the "Site"**) that has been conveyed by the Board of Education to the County, as more particularly described in Exhibit A to the Master Installment Financing Agreement hereinafter defined (**the “School Project”**); and

WHEREAS, the Board of Education and the County are authorized to enter into agreements in order to execute such a plan and have pursuant to such authority have entered into a Cooperative Agreement, as hereinafter defined; and

WHEREAS, under such plan the County shall lease the School Project to the Board of Education and the County and the Board of Education desire to accomplish the same under the Lease, as hereinafter defined; and

WHEREAS, in connection with this matter, the Board of Education desires to reaffirm and approve the conveyance of the Site, the Cooperative Agreement, the Lease and certain other documents and actions relating thereto and to authorize certain actions in connection therewith; and

WHEREAS, there have been presented for consideration by the Board of Education copies of the following documents relating to such matter:

(a) the Cooperative Agreement Regarding School Design, Acquisition and Construction (**the “Cooperative Agreement”**), among the Board of Education, the County and the Board of Trustees of Montgomery Community College;

(b) a draft of a Master Installment Financing Agreement (**the “Master Installment Financing Agreement”**) between the County and the Montgomery County Public Facilities Corporation (**the “Corporation”**) and a draft of a First Supplemental Installment Financing Agreement (**the “First Supplemental Installment Financing Agreement”**) between the County and the Corporation (**together, the Master Installment Financing Agreement and the First Supplemental Installment Financing Agreement are referred to herein as the “Installment Financing Agreement”**), under which Installment Financing Agreement the Corporation would make available to the County funds to be derived from the sale of the 2018 Notes hereinafter

defined with which to finance the cost of the School Project and the County would be obligated to make Installment Payments (as defined in the Installment Financing Agreement) and certain other payments, among other requirements;

(c) a draft of a Master Trust Agreement (**the “Master Trust Agreement”**), between a corporate trustee (**the “Trustee”**), and the Corporation, and a draft of a First Supplemental Trust Agreement (**the “First Supplemental Trust Agreement”**) between the Trustee and the Corporation (**together, the Master Trust Agreement and the First Supplemental Trust Agreement are referred to herein as the “Trust Agreement”**), under which Trust Agreement the Corporation would assign its right to receive the Installment Payments, any prepayments of Installment Payments as contemplated in the Installment Financing Agreement, certain additional payments and certain other rights to the Trustee and the Trustee would make available to the County a portion of the proceeds of not to exceed \$70,000,000 of Limited Obligation Bond Anticipation Notes (School Project), Series 2018 evidencing proportionate undivided interests in Installment Payments to be made by the County under the Installment Financing Agreement (**the “2018 Notes”**) to pay the cost of the School Project;

(d) a draft of a Deed of Trust (**the “Deed of Trust”**), from the County to a Deed of Trust trustee for the benefit of the Corporation, by which the County would secure its obligations to the Corporation under the Installment Financing Agreement; and

(e) the Lease (**the “Lease”**), between the County, as lessor, and the Board of Education, as lessee, which provides for the lease by the County to the Board of Education of the site of the School Project as a part of such plan to finance the cost of the School Project;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education as follows:

Section 1. The Board of Education hereby finds and determines that it is in the best interest of the Board of Education to ratify and affirm, and hereby does ratify and affirm, all actions of the Board of Education, the Superintendent of Schools and all other agents, employees and representatives in the conveyance of the Site from the Board of Education to the County by General Warranty Deed and entering into the Cooperative Agreement and the Lease in order to effectuate the plan to finance the cost of the School Project as described above.

Section 2. The terms and provisions of the Cooperative Agreement and the Lease are hereby approved in all respects and, insofar as they are applicable to the Board of Education, the terms and provisions of the Installment Financing Agreement, the Trust Agreement and the Deed of Trust are hereby approved in all respects. The Chairman and the Secretary of the Board of Education are hereby authorized and directed to execute and deliver the Cooperative Agreement and the Lease in substantially the forms presented to the Board of Education, together with such additions, changes, modifications and deletions as they, with the advice of counsel, may deem necessary or appropriate, and such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Board of Education.

Section 3. The Board of Education hereby approves, ratifies and confirms the actions of the Superintendent of the Montgomery County Schools System and the Attorney of the Montgomery County Schools System in connection with this matter.

Section 4. The officers and employees of the Board of Education are authorized and directed (without limitation except as may be expressly set forth herein) to take such other actions and to execute and deliver such other documents, certificates, undertakings, agreements or other

instruments as they, with the advice of counsel, may deem necessary or appropriate to effectuate the transactions contemplated by the Cooperative Agreement and the Lease.

Section 5. This resolution shall take effect immediately upon its passage.

Upon motion duly made and seconded, the foregoing resolution was passed by the following votes:

Ayes: _____

_____.

Noes: _____.

* * * * *

I, _____, Secretary of The Montgomery County Board of Education, DO HEREBY CERTIFY that the foregoing is a true copy of so much of the recorded proceedings of a special meeting of said Board held on November 6, 2017 as relates to the passage of the Resolution hereinabove set forth and that such proceedings have been recorded in the minute book of said Board.

I DO HEREBY FURTHER CERTIFY that notice of said special meeting was duly given.

WITNESS my hand and the official seal of said Board, this the _____ day of _____, 2017.

Secretary Of MCBOE