

RESOLUTION AUTHORIZING AND AWARDING SALE OF GENERAL OBLIGATION
AID ANTICIPATION CERTIFICATES OF INDEBTEDNESS, SERIES 2019A AND FIXING
FORM AND TERMS THEREOF IN CONNECTION WITH THE MINNESOTA TAX AND
AID ANTICIPATION BORROWING PROGRAM SPONSORED BY THE MINNESOTA
SCHOOL BOARDS ASSOCIATION AND GREATER MINNESOTA EDUCATIONAL
COOPERATIVE SERVICE UNITS

RECITALS

WHEREAS, the School District is authorized to issue aid anticipation certificates of indebtedness to provide money for school purposes in anticipation of the collection of state aids for schools and federal aids to be distributed by or through the State Department of Education; and

WHEREAS, Minnesota Statutes, Section 126C.56, Subd. 2, authorizes the School District to issue the aid anticipation certificates of indebtedness herein authorized by negotiation and without advertisement for bids; and

WHEREAS, the Minnesota School Boards Association and the Greater Minnesota Educational Cooperative Service Units have endorsed the Minnesota Tax and Aid Anticipation Borrowing Program (the "Program") whereby participating school districts, by simultaneously issuing their aid anticipation certificates of indebtedness, may be able to reduce their debt service and issuance costs below what could be achieved if they issued separately; and

WHEREAS, the Program requires the execution and delivery of Certificates of Participation evidencing proportionate interests in payments of principal and interest on certain aid anticipation certificates of indebtedness issued by the participating school districts in connection with the Program, including the Aid Anticipation Certificates described herein; and

WHEREAS, the Program requires that each participating school district enter into a Trust Indenture with U.S. Bank National Association, Saint Paul, Minnesota, as trustee (the "Trustee"), in substantially the form presented to this Board and on file at the office of the Clerk (the "Trust Indenture"); and

WHEREAS, the principal amount of Aid Anticipation Certificates to be issued by the School District pursuant to this resolution shall not exceed \$2,051,000; and

WHEREAS, the principal amount of said Aid Anticipation Certificates to be issued hereunder does not exceed either (a) 75% of the aids receivable by the School District in the school year in which borrowed (2019-2020), as estimated and certified by the Commissioner of Education of the State of Minnesota, less the principal amount of any outstanding aid anticipation certificates payable therefrom, or (b) the maximum working capital deficit of the Operating Funds to be financed from such state aids for the period during which the state aids are anticipated to be received and during which the Aid Anticipation Certificates will be outstanding, as computed in accordance with Section 1.148-6(d)(3) of the Income Tax Regulations (the "Regulations").

NOW, THEREFORE, BE IT RESOLVED by the School Board of Independent School District No. 548, State of Minnesota, as follows:

Section 1. The Program.

1.1. This Board finds that it is desirable and expedient to participate in the Program and to simultaneously with other school districts issue its Aid Anticipation Certificates of Indebtedness, Series 2019A (the "Aid Anticipation Certificates") and to authorize the execution of and delivery of Certificates of Participation, Aid Anticipation Series 2019A (the "Certificates of Participation"), evidencing proportionate ownership interests in payments of principal and interest to be made by the School District in connection with the Aid Anticipation Certificates, pursuant to the provisions of the Trust Indenture. Subject to the provisions of Section 2.8 hereof, the Aid Anticipation Certificates shall at all times be registered in the name of the Trustee and held by the Trustee for the benefit of the holders of the Certificates of Participation.

1.2. This Board hereby approves the form of the Trust Indenture. The Trust Indenture shall be executed in the name and on behalf of the School District by the Chair or, in the absence of the Chair or any other officer, and attested by the Clerk or any other officer, in substantially the form on file, but with all such changes therein, not inconsistent with law, as may be approved by the officer executing the same, which approval shall be conclusively evidenced by the execution thereof. Such changes in the Trust Indenture may provide for changes in certain terms of the Aid Anticipation Certificates which will not have a material adverse effect on the School District, including changes in the time for the performance of certain acts.

1.3. U.S. Bank National Association, Saint Paul, Minnesota is hereby appointed as trustee under the Trust Indenture and as the paying agent and registrar for the Certificates of Participation and as the authenticating agent, paying agent and registrar for the Aid Anticipation Certificates under Minnesota Statutes, Chapter 475.

Section 2. The Aid Anticipation Certificates.

2.1. Piper Jaffray & Co. (the "Purchaser") has stated an intention to make an offer to purchase the Aid Anticipation Certificates of the School District in accordance with the terms set forth in the Proposal Form and Acceptance set forth as Exhibit A hereto, which, together with similar obligations of other school districts, are to be evidenced by the Certificates of Participation described in the Trust Indenture. An offer to purchase the Aid Anticipation Certificates, if made, will be made by telephone or facsimile communication to the Clerk or Chair of the principal amount, interest rate and purchase price. If the interest rate offered does not exceed 5.00% per annum and the purchase price is not less than 100% of the principal amount thereof, the offer is hereby accepted and the Chair, Clerk or any other authorized officer of the Board is authorized and directed to accept the same on behalf of the School District by inserting the interest rate and purchase price in the Proposal Form and Acceptance, executing the Proposal Form and Acceptance on behalf of the School District and returning a completed copy thereof to the Purchaser. If the Chair or Clerk is not available to execute such acceptance on the date distributed the acceptance may, with the approval of the Chair, be executed by the Superintendent or Business Manager.

2.2. The Aid Anticipation Certificates shall be in an amount not to exceed \$2,051,000, shall be dated as of the date of delivery (which is expected to be September 5, 2019), shall mature on September 11, 2020 and shall bear interest at the rate per annum accepted by the Chair or Clerk on behalf of the School District and recorded in the Proposal Form and Acceptance, payable on September 11, 2019 and at maturity, without option of prior payment. Interest shall be calculated on the basis of a year of twelve 30-day months. The Aid Anticipation Certificates shall be numbered from R-1 upwards and may be issued in any denomination or denominations. The principal amount of the Aid Anticipation Certificates shall be reduced if and to the extent necessary to obtain an approving legal opinion of bond counsel as to the legality thereof and the tax exempt status of interest thereon. The principal amount may also be reduced in a manner which reflects any premium at which the Certificates of Participation are offered for sale.

2.3. The Aid Anticipation Certificates are issued in anticipation of the receipt of state aids for schools and federal aids to be distributed by or through the State Department of Education. The Aid Anticipation Certificates are not issued for the purpose of borrowing against the aids of one District fund to increase the available cash balance of another District fund. The District is authorized to issue Aid Anticipation Certificates in an aggregate amount not to exceed seventy-five percent of the aids receivable by the District in the school year in which borrowed (2019-2020), as estimated and certified by the Commissioner of Education of the State of Minnesota. The Aid Anticipation Certificates are general obligations of the School District and the full faith and credit of the School District is hereby pledged to the full and prompt payment of the principal thereof and interest thereon.

2.4. The District shall utilize the provisions of Minnesota Statutes, Section 126C.55, and shall file with the Department of Education any necessary application or other forms. The District hereby covenants and obligates itself to notify the Commissioner of Education of any potential default in the payment of the principal of or interest on the Aid Anticipation Certificates and to use the provisions of Minnesota Statutes, Section 126C.55, to guarantee payment of the principal and interest on the Aid Anticipation Certificates when due. The District further covenants to deposit with the Trustee three business days prior to the maturity of the Aid Anticipation Certificates an amount sufficient to make the payment of principal and interest then due, or to notify the Commissioner of Education that it will be unable to make all or a portion of that payment. The Trust Indenture shall include the provisions required by Subdivision 7 of Minnesota Statutes, Section 126C.55. The District shall do all other things which may be necessary to perform the obligations hereby undertaken under Minnesota Statutes, Section 126C.55, including any requirements hereafter adopted by the Commissioner of Management & Budget or the Commissioner of Education.

2.5. The Aid Anticipation Certificates, the form of certification by the authenticating agent and the provisions for assignment of the Aid Anticipation Certificates shall be, respectively, in substantially the form attached hereto as Exhibit B. The principal of said Aid Anticipation Certificates shall be payable at the principal corporate trust office of U.S. Bank National Association, Saint Paul, Minnesota (the "Registrar") and interest on said Aid Anticipation Certificates shall be mailed to the registered holders thereof at the addresses as they appear on the register maintained by the Registrar, and the School District shall pay the reasonable charges of said bank for its services as authenticating agent, transfer agent, paying agent and registrar.

2.6. The Aid Anticipation Certificates shall be prepared under the direction of the Clerk of the School District, and when so prepared shall be executed on behalf of the School District by the manual or facsimile signatures of the Chair and Clerk of the School Board, and by the manual signature of an authorized representative of the Registrar, which is hereby designated as the authenticating agent pursuant to Minnesota Statutes, Section 475.55, the School District having no official seal, or, if the School District has a seal, the seal being omitted as permitted by law. The Aid Anticipation Certificates shall originally be registered in the name of the Trustee and prepared in typewritten form. When the Aid Anticipation Certificates shall have been so prepared and executed, they shall be delivered by the Clerk and Treasurer to the Trustee in exchange for the purchase price and upon receipt of the signed legal opinion of Dorsey & Whitney LLP, and the Purchaser shall not be required to see to the proper application of the proceeds.

2.7. As long as any of the Aid Anticipation Certificates issued hereunder shall remain outstanding, the School District shall maintain and keep at the office of the Registrar an office or agency for the payment of the principal of and interest on such Aid Anticipation Certificates, as in this Resolution provided, and for the registration and transfer of such Aid Anticipation Certificates, and shall also keep at said office of the Registrar books for such registration and transfer. Upon surrender for transfer of any Aid Anticipation Certificate at the office of the Registrar with a written instrument of transfer satisfactory to the Registrar, duly executed by the registered owner or the owners' duly authorized attorney, and upon payment of any tax, fee or other governmental charge required to be paid with respect to such transfer, the School District shall execute and the Registrar shall authenticate and deliver, in the name of the designated transferee or transferees, one or more fully registered Aid Anticipation Certificates of the same series, of any authorized denominations and of a like aggregate principal amount and interest rate. The Aid Anticipation Certificates, upon surrender thereof at the office of the Registrar may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Aid Anticipation Certificates of the same series of any authorized denominations. In all cases in which the privilege of exchanging Aid Anticipation Certificates or transferring fully registered Aid Anticipation Certificates is exercised, the School District shall execute and the Registrar shall deliver Aid Anticipation Certificates in accordance with the provisions of this Resolution. For every such exchange or transfer of Aid Anticipation Certificates, the School District or the Registrar may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer, which sum or sums shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. Except as described below in Section 2.9 in the event of an exchange of Certificates of Participation for Aid Anticipation Certificates of the corresponding series, the cost of preparing each new Aid Anticipation Certificate upon each exchange or transfer, and any other expenses of the School District or the Registrar incurred in connection therewith (except any applicable tax, fee or other governmental charge) shall be paid by the School District.

2.8. The Certificates of Participation, upon surrender thereof at the office of the Registrar, may, at the option of the registered owner thereof, be exchanged for Aid Anticipation Certificates of the corresponding series in an aggregate principal amount equal to the percentage interest held by the registered owner of the Certificates of Participation in the Aid Anticipation Certificates as indicated on such Certificates of Participation. The School District shall execute

and the Registrar shall authenticate and deliver (a) one Aid Anticipation Certificate in the name of the registered owner of the Certificates of Participation of the corresponding series requesting the exchange and (b) one Aid Anticipation Certificate in the name of the Trustee in the aggregate principal amount equal to the balance of the Aid Anticipation Certificates of the series held by the Trustee and represented by outstanding Certificates of Participation of the corresponding series. Notwithstanding any other provisions of this Resolution, the cost of preparing new Aid Anticipation Certificates upon each exchange requested by a registered owner of Certificates of Participation, and any other expenses of the School District or the Registrar or Trustee incurred in connection therewith (including fees of bond counsel or other legal counsel or any applicable tax or other governmental charge) shall be paid by the registered owner of the Certificates of Participation requesting the exchange as a condition precedent to the exercise of the privilege of making such exchange.

2.9. Interest on any Aid Anticipation Certificate which is payable, and is punctually paid or duly provided for, shall be paid to the person in whose name that Aid Anticipation Certificate (or one or more Aid Anticipation Certificates for which such Aid Anticipation Certificate was exchanged) is at the time of payment registered. Each Aid Anticipation Certificate delivered under this Resolution upon transfer of or in exchange for or in lieu of any other Aid Anticipation Certificate shall carry all the rights to interest accrued and unpaid, and to accrue, which were carried by such other Aid Anticipation Certificate and each such Aid Anticipation Certificate shall bear interest from such date so that neither gain nor loss in interest shall result from such transfer, exchange or substitution.

2.10. As to any Aid Anticipation Certificate, the School District and the Registrar and their respective successors, each in its discretion, may deem and treat the person in whose name the same for the time being shall be registered as the absolute owner thereof for all purposes and neither the School District nor the Registrar nor their respective successors shall be affected by any notice to the contrary. Payment of or on account of the principal of any Aid Anticipation Certificate shall be made only to or upon the order of the registered owner thereof, but such registration may be changed as above provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Aid Anticipation Certificate to the extent of the sum or sums so paid.

2.11. There is hereby created a special bookkeeping account within the General Fund of the School District, to be known as the Aid Anticipation Certificates of Indebtedness, Series 2019A Aid Receipt Account (the "Account"). The School District hereby pledges the proceeds of current tax levies and future state aid receipts and other school funds which may become available for the payment when due of principal and interest on the Aid Anticipation Certificates and, if necessary, shall issue additional obligations in anticipation of such revenues in order to meet such payments. All such funds shall be credited to the Account at the times and in the amounts such that the estimated available funds to be received by the District prior to September 11, 2020, together with the amounts then on deposit in the Aid Anticipation Certificates of Indebtedness, Series 2019A Account will at all times equal or exceed 105% of the principal and interest due on the Aid Anticipation Certificates at maturity. On or before September 11, 2020, any other funds required, together with the balance in said Account to pay principal and interest on the Aid Anticipation Certificates at maturity shall be deposited in said Account. Amounts therein shall be used for no other purpose than to make the required deposit

in the Debt Service Account of the School District established under the Trust Indenture as provided below and as provided in the Trust Indenture. Moneys on deposit to the credit of said Account may be invested by the School District in any securities eligible for investment of School District funds ("Qualified Investments") maturing or redeemable at the option of the holder prior to the maturity of the Aid Anticipation Certificates. Qualified Investments so purchased shall be deemed at all times to be part of said Account, but may from time to time be sold or otherwise converted into cash whereupon the proceeds derived from such sale or conversion shall be credited to the Account. Any interest accruing on and any profit realized from Qualified Investments to the credit of the Account in excess of the amounts required to be transferred to the Debt Service Account referred to below may be applied by the School District to any other lawful purpose. The School District shall verify the amount on hand in said Account and the place and manner of investments of said Account within five days of receipt a written request from the Trustee requesting such information.

2.12. There is created under the Trust Indenture a special fund to be known as the Debt Service Account of the School District. An amount equal to interest due on the Aid Anticipation Certificates due September 11, 2020, shall be deposited therein from the proceeds of the Aid Anticipation Certificates. At least three business days prior to the maturity of the Aid Anticipation Certificates, an amount from the Aid Anticipation Certificates of Indebtedness, Series 2019A Aid Receipt Account of the District created pursuant to Section 2.11, sufficient to pay principal of and interest on the Aid Anticipation Certificate at maturity, shall be paid to the Trustee for deposit in the Debt Service Account of the District and applied in the manner provided in the Trust Indenture.

2.13. The proceeds of the Aid Anticipation Certificates, exclusive of proceeds deposited with the Trustee to pay interest due September 11, 2019, shall be deposited into the Operating Funds and/or General Fund and used for school purposes and invested in Qualified Investments pending the expenditure thereof.

Section 3. The Certificates.

3.1. The Trustee is authorized and directed to execute and deliver the Certificates of Participation, Aid Anticipation Series 2019A, on the School District's behalf, pursuant to the terms of the Trust Indenture, in the aggregate principal amount specified in the Trust Indenture and substantially in the form and otherwise containing the provisions set forth in the form of the Certificate of Participation contained in the Trust Indenture, which terms and provisions are hereby approved and incorporated in this Resolution and made a part hereof.

3.2. Execution by the Executive Director of the Minnesota School Boards Association, or his delegate, of the Letter of Representations (as defined in the Trust Indenture) on behalf of the School District is ratified and confirmed and the Letter of Representations shall be applicable to the Certificates of Participation.

3.3. The Certificates of Participation shall be executed by the Trustee in accordance with the Trust Indenture. When so prepared and executed, the Certificates of Participation shall be delivered to the Purchaser upon payment of the purchase price thereof, pursuant to the terms of the Trust Indenture.

Section 4. Miscellaneous.

4.1. The officers of the School District are hereby authorized and directed to prepare and furnish to the Purchaser of the Aid Anticipation Certificates and to the attorneys approving the same, certified copies of all proceedings and records of the School District relating to the power and authority of the School District to issue said Aid Anticipation Certificates and to execute and deliver the Trust Indenture and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including a certificate as to no-litigation and as to the Official Statement, and a non-arbitrage certificate, and such certified copies and certificates shall be deemed representations of the School District as to the facts stated therein.

4.2. The Clerk is hereby authorized and directed to certify a copy of this Resolution and to cause the same to be filed in the office of the County Auditor of each county in which the School District is located in whole or in part under Minnesota Statutes, Section 475.63, and to obtain a certificate as to registration of the Aid Anticipation Certificates.

4.3. The officers of the School District are hereby authorized and directed to prepare and submit to the Secretary of the Treasury a statement meeting the information reporting requirements of Section 149(e) of the Internal Revenue Code of 1986, as amended (the "Code"), by the 15th day of the second calendar month after the close of the calendar quarter in which the Aid Anticipation Certificates are issued or other applicable date.

4.4. Baker Tilly Municipal Advisors, LLC is hereby authorized to prepare a Preliminary Official Statement and an Official Statement in connection with the sale of the Certificates of Participation to be presented to the Chair and Clerk for review. The Chair, or in the absence of the Chair, the Clerk is authorized to approve the forms of the Preliminary Official Statement and the Official Statement and to deliver a certificate as to the Official Statement to the Purchaser.

4.5. The School District hereby determines that the Aid Anticipation Certificates shall not be designated as "qualified tax-exempt obligations" for the purposes of Section 265(b)(3) of the Code.

4.6. Investments of the proceeds of the Aid Anticipation Certificates and investments of moneys in the Aid Anticipation Certificates of Indebtedness, Series 2019A Debt Service Account and the Debt Service Account of the District created pursuant to the Trust Indenture shall be limited as to amount and yield of investment in such manner and to the extent required so that no part of the outstanding Aid Anticipation Certificates and Certificates of Participation shall be deemed arbitrage bonds under Section 148 of the Code. This Board finds that the exception for small governmental units available under Section 148(f)(4)(D) of the Code is applicable to the Aid Anticipation Certificate because (i) the School District has general taxing powers, (ii) the Aid Anticipation Certificates are not private activity bonds under Section 141(a) of the Code, (iii) ninety-five percent or more of the net proceeds of the Aid Anticipation Certificates are to be used for local governmental activities of the School District and (iv) the aggregate face amount of all tax-exempt bonds (other than private activity bonds) which will be issued by or allocated to the School District and any subordinate units during 2017 is not

reasonably expected to exceed \$5,000,000, provided that such amount may be increased by the lesser of \$10,000,000 or so much of the aggregate face amount of the tax-exempt bonds as is attributable to financing the construction of public school facilities.]

4.7. To provide for the public availability of certain information relating to the Aid Anticipation Certificates and the School District's portion of the Certificates of Participation and the security therefor and to permit the Purchaser and other participating underwriters in the primary offering of the Certificates of Participation to comply with amendments to Rule 15c2-12 promulgated by the Securities and Exchange Commission (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 Aid Anticipation Certificates and the School District's portion of the Certificates of Participation, the School District hereby makes the following covenants and agreements for the benefit of the Owners (as hereinafter defined) from time to time of the Outstanding Aid Anticipation Certificates and the School District's portion of the Certificates of Participation.

As used in this section, Owner means, in respect of the Aid Anticipation Certificates and the School District's portion of the Certificates of Participation, the registered owner or owners thereof appearing in the register maintained by the Registrar and the Trustee, respectively, or any Beneficial Owner (as hereinafter defined) thereof, if such Beneficial Owner provides to the Registrar or the Trustee, as the case may be, evidence of such beneficial ownership in form and substance reasonably satisfactory to the Registrar or Trustee, as the case may be. As used herein, Beneficial Owner means, in respect of the Aid Anticipation Certificates and the School District's portion of the Certificates of Participation, any person or entity which (i) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, the Aid Anticipation Certificates or School District's portion of the Certificates of Participation (including persons or entities holding interests therein through nominees, depositories or other intermediaries), or (b) is treated as the owner of the Aid Anticipation Certificates or School District's portion of the Certificates of Participation for federal income tax purposes.

The School District will provide, in the manner set forth below, either directly or indirectly through an agent designated by the School District, in a timely manner not in excess of ten business days after the occurrence of the event, notice of the occurrence of any of the following events (each a "Material Event"):

- (i) Principal and interest payment delinquencies;
- (ii) Non-payment related defaults, if material;
- (iii) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) Substitution of credit or liquidity providers, or their failure to perform;
- (vi) 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 Certificates of Participation, or other material events affecting the tax status of the Certificates of Participation;

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- (vii) Modifications to rights of security holders, if material;
- (viii) Bond calls, if material, and tender offers;
- (ix) Defeasances;
- (x) Release, substitution, or sale of property securing repayment of the securities, if material;
- (xi) Rating changes;
- (xii) Bankruptcy, insolvency, receivership or a similar event with respect to the School District;
- (xiii) The consummation of a merger, consolidation, or acquisition involving the School District or the sale of all or substantially all of the assets of the School 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
- (xiv) 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 the Aid Anticipation Certificates or School District's portion of the Certificates of Participation 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 the Aid Anticipation Certificates or School District's portion of the Certificates of Participation within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the occurrence of the event.

For the purposes of the event identified in (xii) hereinabove, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

The School District agrees to make available to the Municipal Securities Rulemaking Board ("MSRB"), in electronic format as prescribed by the MSRB from time to time, the information described above. All documents provided to the MSRB pursuant to this paragraph shall be accompanied by identifying information as prescribed by the MSRB from time to time.

If the School District fails to comply with any provisions of this section, any person aggrieved thereby, including the Owners of any Outstanding Aid Anticipation Certificates and

the School District's portion of the Certificates of Participation, 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 Aid Anticipation Certificates or the School District's portion of the Certificates of Participation or under any other provision of this resolution.

4.8. The School District acknowledges receipt of a letter from the Purchaser with respect to certain disclosures relating to the Certificates, as required by the Municipal Securities Rulemaking Board ("MSRB") Rule G-17 in accordance with MSRB Notice 2012-25 (May 7, 2012). The School District is represented by Springsted, Inc., an independent registered municipal advisor, and will rely on the advice of Springsted, Inc. in connection with any advice provided by the Purchaser to the School District in connection with the underwriting of the Certificates.

The motion for the adoption of the foregoing resolution was duly seconded by Member _____ and upon vote being taken thereon the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution, having received the favorable vote of at least two-thirds of the Members of the Board, was declared duly passed and adopted.