

## NOTICE\*

Notice is hereby given that the Board of Directors of the Tri-Township Consolidated School Building Corporation (the "Building Corporation") shall convene on June 26, 2023 at \_\_\_\_:\_\_\_\_ p.m. at \_\_\_\_\_, Wanatah, Indiana to consider the form of an Amendment to Lease to be entered into between the Building Corporation and Tri-Township Consolidated School Corporation (the "School Corporation"), to consider approval of members. election of officers, the proposed First Supplemental Trust Indenture and the issuance of the Ad Valorem Property Tax First Mortgage Bonds, Series 2023 (or such other name or series designation as determined by the School Corporation's underwriter) by the Building Corporation, and to consider any other business which may properly come before this meeting

Tri-Township Consolidated School Building  
Corporation

*Please note that the Open Meeting  
Law must be followed (IC 5-14-1.5)  
by the Building Corporation.*

\*For convenience, this Notice is provided for posting under the Open Door Law.

**WAIVER OF NOTICE  
OF MEETING OF DIRECTORS OF  
TRI-TOWNSHIP CONSOLIDATED BUILDING CORPORATION**

We, the undersigned, being all of the directors of Tri-Township Consolidated School Building Corporation (the "Building Corporation"), do hereby call a meeting of the Board of Directors of the Building Corporation to be held on June 26, 2023, at the hour of \_\_\_\_:\_\_\_\_ p.m. (Local Time) at \_\_\_\_\_, Wanatah, Indiana, for the purpose of considering the approval of members, election of officers, form of the proposed Amendment to Lease to be entered into between the Building Corporation and Tri-Township Consolidated School Corporation (the "School Corporation"), including the plans referred to therein, and made a part thereof, considering the proposed First Supplemental Trust Indenture and the issuance of the Ad Valorem Property Tax First Mortgage Bonds, Series 2023 (or such other name or series designation as determined by the School Corporation's underwriter) by the Building Corporation, and for any other business which may properly come before this meeting.

We hereby waive any and all other notice of said meeting.

Dated this 26<sup>th</sup> day of June, 2023.

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**MINUTES OF A MEETING OF  
BOARD OF DIRECTORS OF  
TRI-TOWNSHIP CONSOLIDATED BUILDING CORPORATION**

The Board of Directors (the "Board" or "Directors") of Tri-Township Consolidated Building Corporation (the "Building Corporation") met at \_\_\_\_\_, Wanatah, Indiana on June 26, 2023 at \_\_\_:\_\_\_ p.m., pursuant to call and waiver of notice duly signed by members of the Board which appears in the minute book immediately preceding the minutes of this meeting. The Directors were present or absent as follows:

Present:

Absent:

A majority of the Directors present, the President presided and the Secretary kept the minutes of the meeting.

The minutes of the last meeting were read and, upon motion duly made, seconded and carried, the minutes of the previous meeting were approved.

The Building Corporation voted in the following people as new Board members:  
\_\_\_\_\_ and \_\_\_\_\_.

\_\_\_\_\_ and \_\_\_\_\_ submitted resignations effective upon the election of new members.

The following officers were elected:

President: \_\_\_\_\_

Secretary/Treasurer: \_\_\_\_\_

Vice President: \_\_\_\_\_

It was stated that the next purpose of this meeting was to consider a proposed Amendment to Lease (the "Amendment") between the Corporation and the Tri-Township Consolidated School Corporation (the "School Corporation"), including the plans referred to therein and made a part

thereof which Amendment amends the Lease Agreement dated June 28, 2021 (the "Original Lease" and together with the Amendment, the "Lease"). The plans and a form of such proposed Amendment were presented to the Board.

It was then explained that the Amendment proposes to extend the term of the Lease to June 30, 2043, providing for rent during renovation of up to \$200,000 per payment and increase the annual lease rental by a maximum of \$600,000. It was further explained that the Lease grants an option to the School Corporation to purchase the property encumbered thereunder on certain conditions after the lapse of a specified period of time. It was stated that before the School Corporation can enter into the Amendment it will be necessary for the School Corporation to hold a public hearing on the Amendment, and that under the controlling statutes the expense of publications of the notice must be assumed by this Building Corporation. The Amendment was examined by all Directors and its terms and provisions discussed. After discussion of the proposed Amendment, the Board adopted the resolution attached as Exhibit A.

The President next fully reviewed the developments to date and presented to the Directors copies of the proposed First Supplemental Trust Indenture which had been prepared by the attorneys for the Building Corporation. The President stated that it was appropriate to discuss the matters relating to the proposed issuance of the Building Corporation's Ad Valorem Property Tax First Mortgage Bonds, Series 2023 (or such other name or series designation as determined by the School Corporation's underwriter) (the "Bonds") and the mortgage of certain Building Corporation property. The President said that a loan in an amount of approximately \$3,200,000 would cover the cost of any equipment, cost of real estate, architects' and attorneys' fees, interest on the bonds during construction, and miscellaneous expenses. On motion duly made, seconded and carried, the resolution attached hereto as Exhibit B was adopted.

There being no further business to come before the meeting, the meeting thereupon adjourned.

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Secretary

APPROVED:

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President

**EXHIBIT A**

**RESOLUTION APPROVING FORM OF AMENDMENT TO LEASE**

WHEREAS, the Board of Directors (the "Board" or "Directors") of the Tri-Township Consolidated School Building Corporation (the "Building Corporation") has previously approved a Lease Agreement between the Building Corporation and the Tri-Township Consolidated School Corporation (the "School Corporation") executed June 28, 2021 (the "Original Lease"); and

WHEREAS, an Amendment to Lease (the "Amendment" and together with the Original Lease, the "Lease") and plans for the renovation, improvements and expansion of the Wanatah School and the renovation and improvements to the Tiger Den in the LaCrosse building, and related school facilities, that may include the purchase of vehicles, technology and equipment were presented to the meeting; and

WHEREAS, the Directors of the Building Corporation have reviewed the Amendment and the plans; now, therefore,

BE IT RESOLVED that the plans have been marked to indicate the work which is covered by the Amendment, and that the plans as so marked are hereby approved.

BE IT FURTHER RESOLVED that the proposed Amendment between the Building Corporation, as lessor, and the School Corporation, as lessee, submitted to this meeting, be and the same hereby is approved.

BE IT FURTHER RESOLVED that the Secretary is authorized and directed to initial and date a copy of the proposed Amendment submitted this day to the Board and to place the same in the minute book immediately following the minutes of this meeting, and the Amendment is made a part of this resolution as fully as if the same were set forth herein.

BE IT FURTHER RESOLVED that upon the approval of the Amendment by the School Corporation, the Amendment shall be executed by and attested by any Directors of the Corporation.

BE IT FURTHER RESOLVED that the Treasurer is authorized to pay out of the funds of the Building Corporation the cost of publication of the notice of hearing on and execution of the Amendment for the School Corporation.

*Passed and Adopted this 26<sup>th</sup> day of June, 2023.*

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President

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Secretary

## **EXHIBIT B**

### **RESOLUTION APPROVING FIRST SUPPLEMENTAL TRUST INDENTURE AND ISSUANCE OF BONDS**

WHEREAS, the Tri-Township Consolidated School Building Corporation (the "Building Corporation") previously entered into a Trust Indenture between the Issuer and The Huntington National Bank, as trustee (the "Trustee"), dated as of June 1, 2021 (the "Original Indenture"); and

WHEREAS, a First Supplemental Trust Indenture (the "First Supplemental Indenture," which with the Original Indenture shall collectively be referred to as the "Indenture") between the Building Corporation and the Trustee was presented to this meeting; and

WHEREAS, the Board of Directors (the "Board") of the Building Corporation have previously approved a Lease Agreement between the Corporation and Tri-Township Consolidated School Corporation (the "School Corporation") executed June 28, 2021, as amended by an Amendment to Lease dated as of June 26, 2023 (as amended, the "Lease") and also approved the renovation of and improvement to and lease thereunder of school buildings; now, therefore,

BE IT RESOLVED, that this Building Corporation borrow the sum of approximately \$3,200,000 by the sale of its Ad Valorem Property Tax First Mortgage Bonds, Series 2023 (or such other name or series designation as determined by the School Corporation's underwriter) (the "Bonds"), dated as of the date of delivery, issued in fully registered form and maturing on January 15 and July 15 from no sooner than July 15, 2024 through July 15, 2043 in the principal amounts and at the interest rates as negotiated with Stifel, Nicolaus & Company, Incorporated (the "Underwriter").

BE IT FURTHER RESOLVED, that interest on the Bonds shall be payable no sooner than on July 15, 2024, and semiannually on January 15 and July 15 thereafter. All Bonds maturing on the same date shall bear the same rate of interest. The Bonds shall be originally dated as of the date of delivery, and shall be issued in denominations of \$5,000, or any integral multiple thereof (or such other denomination as requested by the Underwriter). The Bonds may be redeemable prior to maturity at the option of the Building Corporation, in whole or in part in such order of maturity as directed by the Building Corporation and by lot within a maturity on any date as prescribed by the Underwriter with respect to the issuance of the Bonds, at face value plus accrued interest to the date fixed for redemption.

BE IT FURTHER RESOLVED, that the Bonds shall be issued in accordance with and shall be secured by the First Supplemental Indenture entered into with the Trustee, in the form of the trust indenture submitted to this meeting.

BE IT FURTHER RESOLVED, that the Secretary is authorized and directed to initial and date a copy of the First Supplemental Indenture submitted to this meeting and place the same in the minute book immediately following the minutes of this meeting and that the First Supplemental Indenture is made a part of this resolution as fully as if the same were set forth herein.

BE IT FURTHER RESOLVED, that any officers of the Building Corporation are authorized to deem the preliminary official statement as nearly final, and the distribution of the preliminary official statement or any other offering materials is hereby approved.

BE IT FURTHER RESOLVED, that the schedule of fees of the Trustee, for services as trustee, registrar and paying agent under the First Supplemental Indenture, which schedule is contained in the minute book immediately following these minutes, is approved and the officers of the Building Corporation are authorized to make payment for such services as the same are rendered and the fees come due.

BE IT FURTHER RESOLVED, that officers of the Building Corporation shall be authorized to execute an addendum or an amendment to Lease naming the Trustee and reducing the Lease rental after the bond sale in accordance with Section 2 of the Lease.

BE IT FURTHER RESOLVED, that after the sale of the Bonds by such Underwriter, officers of the Building Corporation are hereby authorized and directed to execute a bond purchase agreement or a private placement agreement.

BE IT FURTHER RESOLVED, that after the sale of the Bonds, the officers of the Building Corporation are authorized to complete the First Supplemental Indenture and execute the same on behalf of the Building Corporation.

BE IT FURTHER RESOLVED, that the Superintendent of the School Corporation is appointed as a Lessor Representative (as defined in the Indenture).

BE IT FURTHER RESOLVED, that based upon information received from the School Corporation, the Building Corporation reasonably expects that tax-exempt obligations issued by or on behalf of the School Corporation, including the Bonds as well as other bonds and temporary loan warrants of the School Corporation will not exceed \$10,000,000 in calendar year 2023. The Bonds in an issued amount not to exceed \$3,200,000 are hereby designated as qualified tax-exempt obligations for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

BE IT FURTHER RESOLVED, that the officers of the Building Corporation and the Lessor Representative have full authority to execute any and all documents necessary to issue the Bonds and that the use of electronic signatures by officers of the Building Corporation are hereby authorized and affirmed with full valid legal effect and are enforceable.

*Passed and Adopted this 26<sup>th</sup> day of June, 2023.*

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President

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Secretary