

A BOND RESOLUTION, DATED MAY 19, 2016, OF THE BOARD OF EDUCATION OF THE KENMORE-TOWN OF TONAWANDA UNION FREE SCHOOL DISTRICT, ERIE COUNTY, NEW YORK (THE "DISTRICT"), AUTHORIZING (I) THE PURCHASE OF (A) EIGHT (8) 65-PASSENGER SCHOOL BUSES AT AN ESTIMATED MAXIMUM COST OF \$114,621 EACH, (B) TWO (2) 65-PASSENGER SCHOOL BUSES AT AN ESTIMATED MAXIMUM COST OF \$116,356 EACH AND (C) THREE (3) 65-PASSENGER SCHOOL BUSES AT AN ESTIMATED MAXIMUM COST OF \$114,019 EACH (AND RELATED EQUIPMENT), ALL FOR USE IN THE TRANSPORTATION PROGRAM OF THE DISTRICT, AND (II) THE ISSUANCE OF SERIAL BONDS OF THE DISTRICT IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$1,491,738 (ROUNDED) TO FINANCE SUCH PURCHASES, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE PRESIDENT OF THE BOARD OF EDUCATION OF THE DISTRICT.

WHEREAS, at the annual school district meeting and vote of the qualified voters of the Kenmore-Town of Tonawanda Union Free School District, Erie County, New York (the "District"), held on May 17, 2016, a proposition (the "Proposition") was duly adopted authorizing the Board of Education of the District (the "Board") to purchase eight (8) 65-passenger school buses at an estimated maximum cost of \$114,621 each, two (2) 65-passenger school buses at an estimated maximum cost of \$116,356 each and three (3) 65-passenger school buses at an estimated maximum cost of \$114,019 each (and related equipment), all for use in the transportation program of the District, at a maximum estimated total cost (rounded) of \$1,491,738 (or so much thereof as may be necessary, plus an amount necessary for the payment of interest thereon), and providing for the levy of a tax therefor to be collected in annual installments, with obligations of the District to be issued in anticipation thereof; and

WHEREAS, it is now desired to authorize the expenditure of up to \$1,491,738 for such purchases, and to provide for the financing thereof in accordance with the Proposition;

NOW, THEREFORE, BE IT RESOLVED, by the Board (by a favorable vote of at least two-thirds of the total voting strength of the Board), as follows:

Section 1. The specific objects or purposes to be financed pursuant to this resolution are the purchase of thirteen (13) 65-passenger school buses (and related equipment), as specified in more detail above, for use in the transportation program of the District.

Section 2. The maximum estimated costs of such specific objects or purposes are determined to be \$114,621 for each of eight (8) of the 65-passenger school buses (or an aggregate maximum estimated cost of \$916,968), \$116,356 for each of two (2) of the 65-passenger school buses (or an aggregate maximum estimated cost of \$232,712), and \$114,019

for each of the remaining three (3) of the 65-passenger school buses (or an aggregate maximum estimated cost of \$342,057). Such expenditures are hereby authorized. The plan for the financing thereof is by the issuance of up to \$1,491,738 serial bonds of the District, hereby authorized to be issued pursuant to the Local Finance Law.

Section 3. It is hereby determined that the period of probable usefulness of the aforesaid specific objects or purposes is five years, pursuant to subdivision 29 of paragraph a of Section 11.00 of the Local Finance Law.

Section 4. Subject to the provisions of this resolution and of Sections 21.00, 30.00, 50.00 and 56.00 to 60.00 of the Local Finance Law, the powers and duties of the Board relative to (A) authorizing the issuance of bond anticipation notes and (B) prescribing the terms, form and contents and details as to the sale and issuance of the bonds herein authorized, and of any bond anticipation notes issued in anticipation of such bonds, and any renewals of such notes, are hereby delegated to the President of the Board, as the chief fiscal officer of the District. Without in any way limiting the scope of the foregoing delegation of powers, the President of the Board, to the extent permitted by Section 58.00(f) of the Local Finance Law or otherwise, is specifically authorized to accept bids submitted in electronic format for any bonds or notes of the District.

Section 5. The temporary use of available funds of the District, not immediately required for the purpose or purposes for which the same were borrowed, raised or otherwise created, is hereby authorized pursuant to Section 165.10 of the Local Finance Law for the purpose or purposes described in Section 1 of this resolution. The District then reasonably expects to reimburse any such expenditures (to the extent made after the date hereof or within 60 days prior to the date hereof) with the proceeds of the bonds authorized by Section 2 of this resolution (or with the proceeds of any bond anticipation notes issued in anticipation of the sale of such bonds). This resolution shall constitute the declaration of the District's "official intent" to reimburse the expenditures authorized by Section 2 hereof with such bond or note proceeds, as required by United States Treasury Regulations Section 1.150-2.

Section 6. Each of the bonds authorized by this resolution, and any notes issued in anticipation of the sale of such bonds, shall contain the recital of validity as prescribed by Section 52.00 of the Local Finance Law, and such bonds and notes shall be general obligations of the District, payable as to both principal and interest by a general tax upon all the taxable real property within the District, without limitation as to rate or amount (subject to certain statutory limitations imposed by Chapter 97 of the 2011 Laws of New York). The faith and credit of the District are hereby irrevocably pledged for the payment of the principal of and interest of such bonds and notes, and provision shall be made annually in the budget of the District by appropriation for (A) the amortization and redemption of any such bonds or notes to mature in such year and (B) the payment of interest on any such bonds or notes to be due and payable in such year.

Section 7. The President of the Board is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the

Internal Revenue Code of 1986, as amended (the "Code") and may designate the bonds authorized by this resolution, and any notes issued in anticipation thereof, as "qualified tax-exempt obligations" in accordance with Section 265(b)(3) of the Code (to the extent legally permissible).

Section 8. The President of the Board is further authorized to enter into a continuing disclosure agreement with the initial purchaser of the bonds (or any bond anticipation notes issued in anticipation of the sale of such bonds), containing provisions which are satisfactory to such purchaser in compliance with the provisions of Rule 15c2-12, as promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

Section 9. In the absence or unavailability of the President of the Board, the Vice President of the Board is hereby specifically authorized to exercise the powers delegated to the President of the Board in this resolution.

Section 10. The District Clerk is hereby authorized to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the official newspaper(s) of the District, or if no newspaper(s) have been so designated, then in a newspaper having general circulation in the District, which newspaper shall be designated by the Board in a separate resolution. The validity of the serial bonds authorized hereby, or of any bond anticipation notes issued in anticipation of the sale of such serial bonds, may be contested only if:

(1) (a) such obligations are authorized for an objects or purposes for which the District is not authorized to expend money, or

(b) the provisions of law which should be complied with at the date of publication of this resolution (or a summary thereof) are not substantially complied with,

and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of such publication; or

(2) such obligations are authorized in violation of the provisions of the Constitution of New York.

Section 11. This resolution is effective immediately and shall be placed in the official minutes of the Board as an official action of the Board.

The question of the adoption of the foregoing bond resolution was duly put to a vote, which resulted as follows:

AYES:

NOES:

ABSENT:

The bond resolution was thereupon declared duly adopted.