

**PURSUANT TO THE LEGAL NOTICE AS IS REQUIRED BY THE OKLAHOMA OPEN MEETING ACT INCLUDING THE POSTING OF NOTICE AND AGENDA, THE CLEVELAND COUNTY EDUCATIONAL FACILITIES AUTHORITY, CLEVELAND COUNTY, OKLAHOMA MET IN ITS REGULAR SESSION AT THE CLEVELAND COUNTY OFFICE BUILDING, 201 S. JONES, SUITE 200, NORMAN, OKLAHOMA, AT 10:45 A.M. ON THE 18TH DAY OF MAY, 2026.**

**PRESENT:  
ABSENT:**

THEREUPON the Chair introduced a Resolution, the title of which was read in full. Upon motion by Trustee \_\_\_\_\_, seconded by Trustee \_\_\_\_\_, said Resolution was adopted by the following vote:

**AYE:  
NAY:**

Said Resolution was thereupon signed by the Chair, attested by the Secretary of the Authority, sealed with the seal of said Authority, and is as follows:

**RESOLUTION**

**A RESOLUTION AUTHORIZING AND APPROVING THE INCURRING OF INDEBTEDNESS BY THE CLEVELAND COUNTY EDUCATIONAL FACILITIES AUTHORITY (HEREIN THE “AUTHORITY”) TO BE ACCOMPLISHED BY THE ISSUANCE OF LEASE REVENUE BONDS, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS IN ONE OR MORE SERIES ON A TAX-EXEMPT OR TAXABLE BASIS, AT A PREMIUM OR DISCOUNT, IN THE AGGREGATE PRINCIPAL PAR AMOUNT OF NOT TO EXCEED TEN MILLION AND NO/100 DOLLARS (\$10,000,000.00) TO PROVIDE FUNDS TO COMPLETE THE ACQUISITION, CONSTRUCTION, EQUIPPING, RENOVATING, AND REMODELING OF SCHOOL BUILDINGS, ACQUIRING SCHOOL FURNITURE, FIXTURES AND EQUIPMENT AND ACQUIRING AND IMPROVING SCHOOL SITES RELATED TO INDEPENDENT SCHOOL DISTRICT NO. 29, CLEVELAND COUNTY, OKLAHOMA (THE “DISTRICT”); ESTABLISH A RESERVE FUND, IF ANY, CAPITALIZE INTEREST, IF ANY, AND PAY COSTS OF ISSUANCE; WAIVING COMPETITIVE BIDDING IN REGARD TO THE SALE OF SAID BONDS; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH, INCLUDING, BUT NOT LIMITED TO, A PURCHASE AND SALE AGREEMENT, AN ASSIGNMENT OF PURCHASE AND SALE AGREEMENT, A LEASE PURCHASE AGREEMENT, A FEDERAL TAX AND ARBITRAGE CERTIFICATE, AND AN ARBITRAGE AND REBATE AGREEMENT; SELECTION OF PROFESSIONALS TO EFFECT SAID FINANCING AND THE TAKING OF OTHER ACTIONS WITH RESPECT THERETO.**

WHEREAS, the Trustees of the Cleveland County Educational Facilities Authority, Cleveland County, Oklahoma (the "Authority") have determined to issue lease revenue bonds, notes, or other evidences of indebtedness, in one or more series on a tax-exempt or taxable basis, at a premium or discount, in the aggregate principal par amount of not to exceed Ten Million and No/100 Dollars (\$10,000,000.00) (the "Bonds") to provide funds to complete the acquisition, construction, equipping, renovating, and remodeling of school buildings, acquiring school furniture, fixtures and equipment and acquiring and improving school sites related to Independent School District No. 29, Cleveland County, Oklahoma (the "District"); establish a reserve fund, if any, capitalize interest, if any, and pay costs of issuance, (the "Project"); and

WHEREAS, pursuant to 60 O.S. § 176(G), the Trustees are authorized to sell obligations of the Authority either through competitive bidding or by negotiated sale, and may waive competitive bidding upon approval three-fourths (3/4) of the Trustees and two-thirds (2/3) of the members of the governing body of the beneficiary; and

WHEREAS, the Authority has offered to sell the Bonds evidencing the aforesaid indebtedness and it is anticipated that competitive bidding upon the Bonds will be waived; and

WHEREAS, it would be in the best interests of the Trust Estate of the Authority that the sale and issuance of said Bonds be contractually confirmed; and

WHEREAS, it has been determined to be necessary to retain the services of certain professionals to assist the Authority with the issuance of bonds, notes or other evidences of indebtedness in order to finance the Project.

**BE IT RESOLVED BY THE TRUSTEES OF THE CLEVELAND COUNTY EDUCATIONAL FACILITIES AUTHORITY:**

SECTION 1. The issuance by the Authority of the Bonds is hereby and by these presents duly authorized and approved, based on the final legal documents being acceptable to the officers of the Authority with full and complete indemnification for the Authority in regard to the financing of the Project and the negotiated sale of the Bonds.

SECTION 2. The Chair, Vice-Chair, Secretary and Assistant Secretary of Trustees hereby are authorized and directed, for and on behalf of the Authority, to determine the final form and substance of, and to execute, attest and affix the seal of the Authority to and deliver said Bonds, Written Compliance Procedures, Federal Tax Certificate, an Arbitrage and Rebate Agreement, a Purchase and Sale Agreement, an Assignment of Purchase and Sale Agreement, and a Lease Purchase Agreement, providing for the issuance of and securing them, and any and all certificates, receipts, instruments and other writings, and to do and perform any and all acts upon behalf of the Authority and the Trustees thereof requisite to the issuance and delivery of said Bonds, and the Chair and/or Vice Chair of Trustees of the Authority further is authorized, for and on behalf of the Authority and the Trustees thereof, to direct the disbursement and disposition of the proceeds of said Bonds, and to do and perform all other acts necessary or convenient to the delivery of the aforesaid Bonds and to effect such disbursement and disposition in meeting the obligations of the

Authority and the Trustees thereof in relation to the purposes for which said bonded indebtedness is incurred. The Officers of the Authority are hereby authorized to retain the services of certain professionals to assist the Authority with the issuance of the Bonds, including, but not limited to, attorneys, financial advisors, trustee bank, paying agent/registrars and underwriters.

SECTION 3. Pursuant to 60 O.S. § 176(G), the Authority hereby waves competitive bidding for the sale of the Bonds by a two-thirds (2/3) or greater vote, and the negotiated sale of the Bonds is hereby approved.

SECTION 4. That the Authority covenants for the benefit of all of the holders of the Bonds, whether on initial purchase or subsequent purchase, that it will fully comply with all applicable provisions of the Internal Revenue Code of 1986, as amended, and applicable Regulations and Rulings (herein collectively the "Code") and with the written compliance procedures hereby adopted, with respect to the issuance of the Bonds in all respects so as to protect the legality and security relating to any Bonds issued under the terms of this Resolution, all such actions to be to the satisfaction of Bond Counsel, and the Authority and its Officers hereby further covenant and agree with the holders of the Bonds and Bond Counsel that it will in the future take such action or refrain from such action as may be in the prior written opinion of Bond Counsel reasonably necessary or required to fully protect the Bonds.

SECTION 5. That Floyd & Driver, PLLC, Norman, Oklahoma, be and the same is hereby designated Bond Counsel with respect to the issuance of the within described bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof.

SECTION 6. That Lindsey Bailey, Esq., Norman, Oklahoma, be and the same is hereby designated Authority Counsel with respect to the issuance of the within described lease revenue bonds, notes or other evidences of indebtedness and is hereby authorized and approved, and all series thereof.

SECTION 7. That the Chair or Vice-Chair is authorized to designate a Trustee Bank, if necessary.

SECTION 8. That said Authority Counsel and Bond Counsel shall be entitled to certain fees and expenses for such services, as enumerated in the Legal Services Agreement and such Legal Services Agreement is hereby authorized and approved.

This resolution shall become effective immediately.

THIS RESOLUTION PASSED AND APPROVED THIS 18TH DAY OF MAY, 2026.

CLEVELAND COUNTY EDUCATIONAL FACILITIES AUTHORITY

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Chair

ATTEST:

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Secretary  
(SEAL)

