

EVERETT SCHOOL DISTRICT NO. 2
SNOHOMISH COUNTY, WASHINGTON

UNLIMITED TAX GENERAL OBLIGATION BONDS, 2009

RESOLUTION NO. 967

A Resolution of the Board of Directors of Everett School District No. 2, Snohomish County, Washington, providing for the issuance and sale of general obligation bonds of the District in the aggregate principal amount of not to exceed \$48,900,000 for the purpose of providing funds to construct, equip, acquire and make certain capital improvements to the facilities of the District as authorized by resolution of the Board of Directors, and approved by the qualified electors of the District at a special election held therein on February 7, 2006; providing for unlimited tax levies to pay the principal thereof and interest thereon; authorizing a preliminary official statement; and authorizing the Superintendent of the District to determine the structure of the Bonds, approve the interest rates, maturity dates and principal maturities for the Bonds under the terms and conditions set forth herein.

APPROVED ON AUGUST 25, 2009

PREPARED BY:

K&L GATES LLP

EVERETT SCHOOL DISTRICT NO. 2
SNOHOMISH COUNTY, WASHINGTON

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* This Table of Contents and the cover page are not a part of the following resolution and are included only for the convenience of the reader.

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A Resolution of the Board of Directors of Everett School District No. 2, Snohomish County, Washington, providing for the issuance and sale of general obligation bonds of the District in the aggregate principal amount of not to exceed \$48,900,000 for the purpose of providing funds to construct, equip, acquire and make certain capital improvements to the facilities of the District as authorized by resolution of the Board of Directors, and approved by the qualified electors of the District at a special election held therein on February 7, 2006; providing for unlimited tax levies to pay the principal thereof and interest thereon; authorizing a preliminary official statement; and authorizing the Superintendent of the District to determine the structure of the Bonds, approve the interest rates, maturity dates and principal maturities for the Bonds under the terms and conditions set forth herein.

WHEREAS, at an election held in Everett School District No. 2, Snohomish County, Washington (the "District") on February 7, 2006, the number and proportion of the qualified electors of the District required by law for the adoption thereof voted in favor of a proposition authorizing the issuance of bonds of the District in the aggregate principal amount of \$198,900,000 ("Bond Authorization") to provide funds to pay part of the cost of constructing, equipping, acquiring and making capital improvements to the facilities of the District as authorized by Resolution No. 842, adopted on November 22, 2005 (the "Election Resolution") by the Board of Directors of the District (the "Board"); and

WHEREAS, a first series of such authorized bonds, in the aggregate principal amount of \$75,000,000 was issued under date of July 6, 2006, pursuant to Resolution No. 853 of the Board adopted on June 20, 2006; and

WHEREAS, the District issued and sold the second series of such bonds in the amount of \$75,000,000 was issued under date of July 24, 2007, pursuant to Resolution No. 886 of the Board adopted on July 10, 2007; and

WHEREAS, it is deemed necessary and advisable that the District now issue and sell a third series of such authorized bonds, in the amount not to exceed \$48,900,000, to provide part of the funds necessary to construct, equip, acquire and make said capital improvements approved in the Bond Authorization; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EVERETT SCHOOL DISTRICT NO.2, SNOHOMISH COUNTY, WASHINGTON, as follows:

Section 1. Definitions. As used in this resolution, the following words shall have the following meanings:

Beneficial Owner means the beneficial owner of all or a portion of a Bond while such Bond is in fully immobilized form.

Board of Directors or ***Board*** means the duly constituted Board of Directors as the general legislative authority of the District.

Bond Register means the registration books maintained by the Bond Registrar setting forth the names and addresses of owners of the Bonds in compliance with Section 149 of the Code.

Bond Registrar means the registrar appointed from time to time by the Treasurer, initially, the fiscal agency of the state of Washington, for the purposes of registering and authenticating the Bonds, maintaining the Bond Register, effecting transfer of ownership of the Bonds and paying interest on and principal of the Bonds.

Bond Year means each one-year period that ends on the date selected by the District. The first and last Bond Years may be short periods. If no day is selected by the District before the earlier of the final maturity date of the Bonds or the date that is five years after the date of

issuance of the Bonds, Bond Years end on each anniversary of the date of issue and on the final maturity date of the Bonds.

Bonds mean the Everett School District No. 2, Snohomish County, Washington Unlimited Tax General Obligation Bonds, 2009 to be issued in one or more series with the principal amount of \$48,900,000 pursuant to this resolution.

Build America Bonds means bonds issued under authority of Section 54AA of the Code, enacted by the American Recovery and Reinvestment Act of 2009.

Capital Projects Fund means the special fund of the District established pursuant to RCW 28A.320.330(2), into which fund certain proceeds of the Bonds shall be deposited.

Code means the federal Internal Revenue Code of 1986, as amended from time to time, and the applicable regulations thereunder.

Commission means the Securities and Exchange Commission.

Credit Enhancement Program means the program for guaranteeing voter-approved school district general obligation bonds established by Senate Joint Resolution 8206 of the 1999 State Legislature, codified as RCW Ch. 39.98.

Debt Service Fund means the special debt service fund of the District designated as the "Everett School District No. 2 Debt Service Fund" and maintained in the office of the Treasurer, pursuant to RCW 28A.320.330(3), to provide for tax proceeds, other revenues, and disbursements as authorized by chapter 39.44 RCW.

Designated Representative means the Superintendent of the District.

District means Everett School District No. 2, Snohomish County, Washington, a municipal corporation duly organized and existing under and by virtue of the laws of the state of Washington.

DTC means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York, as depository for the Bonds pursuant to Section 4 hereof.

Election Resolution means Resolution No. 842 adopted by the Board on November 22, 2005.

Government Obligations means those obligations now or hereafter defined as such in chapter 39.53 RCW, as such chapter may be hereafter amended or restated.

Letter of Representations means a blanket issuer letter of representations from the District to DTC.

MSRB means the Municipal Securities Rulemaking Board or any successor to its functions.

Net Proceeds, when used with reference to the Bonds, means the principal amount of the Bonds, plus accrued interest and original issue premium, if any, and less original issue discount.

Purchase Contract means, collectively, the bond purchase agreement or agreements between the District and the Underwriter provided for in Section 10 of this resolution.

Private Person means any natural person engaged in a trade or business or any trust, estate, partnership, association, company or corporation.

Private Person Use means the use of property in a trade or business by a Private Person if such use is other than as a member of the general public. Private Person Use includes ownership of the property by the Private Person as well as other arrangements that transfer to the Private Person the actual or beneficial use of the property (such as a lease, management or incentive payment contract or other special arrangement) in such a manner as to set the Private Person apart from the general public. Use of property as a member of the general public includes

attendance by the Private Person at municipal meetings or business rental of property to the Private Person on a day-to-day basis if the rental paid by such Private Person is the same as the rental paid by any Private Person who desires to rent the property. Use of property by nonprofit community groups or community recreational groups is not treated as Private Person Use if such use is incidental to the governmental uses of property, the property is made available for such use by all such community groups on an equal basis and such community groups are charged only a *de minimis* fee to cover custodial expenses.

Qualified School Construction Bonds means bonds issued pursuant to Section 54F of the, enacted by the American Recovery and Reinvestment Act of 2009.

Registered Owner means the person named as the registered owner of a Bond in the Bond Register. For so long as the Bonds are held in book-entry only form, DTC shall be deemed to be the sole Registered Owner.

Rule means the Commission's Rule 15c2-12 under the Securities Exchange Act of 1934, as the same may be amended from time to time.

State Treasurer means the Treasurer of the State of Washington, or any successor to the functions thereof.

Treasurer means the Snohomish County Treasurer, as *ex officio* treasurer of the District, or any successor to the functions of the Treasurer.

Underwriter means D.A. Davidson & Co., Seattle, Washington.

Rules of Interpretation. In this resolution, unless the context otherwise requires:

(a) The terms "hereby," "hereof," "hereto," "herein," "hereunder" and any similar terms, as used in this resolution, refer to this resolution as a whole and not to any particular

article, section, subdivision or clause hereof, and the term “hereafter” shall mean after, and the term “heretofore” shall mean before, the date of this resolution;

(b) Words of the masculine gender shall mean and include correlative words of the feminine and neuter genders and words importing the singular number shall mean and include the plural number and vice versa;

(c) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons;

(d) Any headings preceding the text of the several articles and sections of this resolution, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this resolution, nor shall they affect its meaning, construction or effect; and

(e) All references herein to “articles,” “sections” and other subdivisions or clauses are to the corresponding articles, sections, subdivisions or clauses hereof.

Section 2. Authorization of Bonds. The District shall now issue and sell unlimited tax general obligation bonds authorized in the aggregate principal amount of not to exceed \$48,900,000 authorized by the qualified electors of the District at a special election held on February 7, 2006, for the purpose of providing the funds required to construct, equip, acquire and make other capital improvements to facilities of the District as authorized by the Election Resolution. The Bonds shall be issued in one or more series and may be designated 2009A, 2009B and 2009C, as necessary (the “Bonds”), shall be dated as of the date of their initial delivery, shall be fully registered as to both principal and interest, shall be in the denomination of \$5,000 each or any integral multiple thereof, provided that no Bond shall represent more than

one maturity, shall be numbered separately in such manner and with any additional designation as the Bond Registrar deems necessary for purposes of identification and control, and shall bear interest if rates are set forth in the Purchase Contract approved by the Designated Representative pursuant to Section 10 of this resolution; and shall mature in the years and principal amounts set forth in the Purchase Contract and as approved by the Designated Representative pursuant to Section 10 of this resolution.

Section 3. Registration.

(a) *Bond Registrar/Bond Register.* The District hereby requests that the Treasurer specify and adopt the system of registration and transfer for the Bonds approved by the Washington State Finance Committee from time to time through the appointment of a state fiscal agency. The District shall cause a bond register to be maintained by the Bond Registrar. So long as any Bonds remain outstanding, the Bond Registrar shall make all necessary provisions to permit the exchange or registration of transfer of Bonds at its principal corporate trust office. The Bond Registrar may be removed at any time at the option of the Treasurer upon prior notice to the Bond Registrar, DTC, each entity entitled to receive notice pursuant to Section 13, and a successor Bond Registrar appointed by the Treasurer. No resignation or removal of the Bond Registrar shall be effective until a successor shall have been appointed and until the successor Bond Registrar shall have accepted the duties of the Bond Registrar hereunder. The Bond Registrar is authorized, on behalf of the District, to authenticate and deliver Bonds transferred or exchanged in accordance with the provisions of such Bonds and this resolution and to carry out all of the Bond Registrar's powers and duties under this resolution. The Bond Registrar shall be responsible for its representations contained in the Certificate of Authentication on the Bonds.

(b) *Registered Ownership.* The District and the Bond Registrar, each in its discretion, may deem and treat the Registered Owner of each Bond as the absolute owner thereof for all purposes (except as provided in Section 13 of this resolution), and neither the District nor the Bond Registrar shall be affected by any notice to the contrary. Payment of any such Bond shall be made only as described in Section 3(h) hereof, but such Bond may be transferred as herein provided. All such payments made as described in Section 3(h) shall be valid and shall satisfy and discharge the liability of the District upon such Bond to the extent of the amount or amounts so paid.

(c) *DTC Acceptance/Blanket Letter of Representations.* To induce DTC to accept the Bonds as eligible for deposit at DTC, the District has executed and delivered to DTC a Letter of Representations.

Neither the District nor the Bond Registrar will have any responsibility or obligation to DTC participants or the persons for whom they act as nominees (or any successor depository) with respect to the Bonds in respect of the accuracy of any records maintained by DTC (or any successor depository) or any DTC participant, the payment by DTC (or any successor depository) or any DTC participant of any amount in respect of the principal of or interest on Bonds, any notice which is permitted or required to be given to Registered Owners under this resolution (except such notices as shall be required to be given by the District to the Bond Registrar or to DTC (or any successor depository)), or any consent given or other action taken by DTC (or any successor depository) as the Registered Owner. For so long as any Bonds are held in fully-immobilized form hereunder, DTC or its successor depository shall be deemed to be the Registered Owner for all purposes hereunder (except as provided in Section 13), and all

references herein to the Registered Owners shall mean DTC (or any successor depository) or its nominee and shall not mean the owners of any beneficial interest in such Bonds.

If any Bond shall be duly presented for payment and funds have not been duly provided by the District on such applicable date, then interest shall continue to accrue thereafter on the unpaid principal thereof at the rate stated on such Bond until such Bond is paid.

(d) *Use of Depository.*

(1) The Bonds shall be registered initially in the name of "CEDE & Co.," as nominee of DTC, with one Bond maturing on each of the maturity dates for the Bonds in a denomination corresponding to the total principal therein designated to mature on such date. Registered ownership of such immobilized Bonds, or any portions thereof, may not thereafter be transferred except (A) to any successor of DTC or its nominee, provided that any such successor shall be qualified under any applicable laws to provide the service proposed to be provided by it; (B) to any substitute depository appointed by the Designated Representative pursuant to subsection (2) below or such substitute depository's successor; or (C) to any person as provided in subsection (4) below.

(2) Upon the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository or a determination by the Designated Representative to discontinue the system of book entry transfers through DTC or its successor (or any substitute depository or its successor), the Designated Representative may hereafter appoint a substitute depository. Any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it.

(3) In the case of any transfer pursuant to clause (A) or (B) of subsection (1) above, the Bond Registrar shall, upon receipt of all outstanding Bonds, together with a written

request from the Designated Representative, issue a single new Bond for each maturity then outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the Designated Representative.

(4) In the event that (A) DTC or its successor (or substitute depository or its successor) resigns from its functions as depository, and no substitute depository can be obtained, or (B) the Designated Representative determines that it is in the best interest of the beneficial owners of the Bonds that such owners be able to obtain such bonds in the form of Bond certificates, the ownership of such Bonds may then be transferred to any person or entity as herein provided, and shall no longer be held in fully-immobilized form. The Designated Representative shall deliver a written request to the Bond Registrar, together with a supply of definitive Bonds, to issue Bonds as herein provided in any authorized denomination. Upon receipt by the Bond Registrar of all then outstanding Bonds together with a written request on behalf of the Board to the Bond Registrar, new Bonds shall be issued in the appropriate denominations and registered in the names of such persons as are requested in such written request.

(e) *Registration of Transfer of Ownership or Exchange; Change in Denominations.* The transfer of any Bond may be registered and Bonds may be exchanged, but no transfer of any such Bond shall be valid unless such Bond is surrendered to the Bond Registrar with the assignment form appearing on such Bond duly executed by the Registered Owner or such Registered Owner's duly authorized agent in a manner satisfactory to the Bond Registrar. Upon such surrender, the Bond Registrar shall cancel the surrendered Bond and shall authenticate and deliver, without charge to the Registered Owner or transferee therefor, a new Bond (or Bonds at

the option of the new Registered Owner) of the same date, maturity, redemption provisions and interest rate and for the same aggregate principal amount in any authorized denomination, naming as Registered Owner the person or persons listed as the assignee on the assignment form appearing on the surrendered Bond, in exchange for such surrendered and cancelled Bond. Any Bond may be surrendered to the Bond Registrar and exchanged, without charge, for an equal aggregate principal amount of Bonds of the same date, maturity, redemption provisions and interest rate, in any authorized denomination. The Bond Registrar shall not be obligated to register the transfer or to exchange any Bond during the 15 days preceding the date any such Bond is to be redeemed.

(f) *Bond Registrar's Ownership of Bonds.* The Bond Registrar may become the Registered Owner of any Bond with the same rights it would have if it were not the Bond Registrar, and to the extent permitted by law, may act as depository for and permit any of its officers or directors to act as member of, or in any other capacity with respect to, any committee formed to protect the right of the Registered Owners of Bonds.

(g) *Registration Covenant.* The District covenants that, until all Bonds have been surrendered and cancelled, it will maintain a system for recording the ownership of each Bond that complies with the provisions of Section 149 of the Code.

(h) *Place and Medium of Payment.* Both principal of and interest, if any, on the Bonds shall be payable in lawful money of the United States of America. Interest on the Bonds, if any, shall be calculated on the basis of a 360-day year and twelve 30-day months. For so long as all Bonds are in fully immobilized form, payments of principal and interest, if any, shall be made as provided in accordance with the operational arrangements of DTC referred to in the Letter of Representations.

In the event that the Bonds are no longer in fully immobilized form, interest on the Bonds, if any, shall be paid by check or draft mailed to the Registered Owners at the addresses for such Registered Owners appearing on the Bond Register on the 15th day of the month preceding the interest payment date, and principal of the Bonds shall be payable upon presentation and surrender of such Bonds by the Registered Owners at the principal office of the Bond Registrar; provided, however, that if so requested in writing by the Registered Owner of at least \$1,000,000 principal amount of Bonds, interest will be paid by wire transfer on the date due to an account with a bank located within the United States.

Section 4. Redemption and Purchase of Bonds.

(a) *Redemption.* The Bonds may be subject to redemption as set forth in the Purchase Contract and the manner of selection of Bonds for redemption shall be as set forth in the Purchase Contract.

(b) *Purchase of Bonds.* The District reserves the right to purchase any of the Bonds offered to the District at any time at a price deemed reasonable by the District.

(c) *Notice of Redemption*

(1) Official Notice. Unless waived by any Registered Owner of Bonds to be redeemed, official notice of any such redemption, which notice may be conditional, shall be given by the Bond Registrar on behalf of the District by mailing a copy of an official redemption notice by first class mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the Registered Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar.

All official notices of redemption shall be dated and shall state:

- (A) the redemption date,
- (B) the redemption price,
- (C) if fewer than all outstanding Bonds are to be redeemed, the identification by maturity (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed,
- (D) that (unless the notice of redemption is a conditional notice, in which case the notice shall state that interest shall cease to accrue from the redemption date if and to the extent that funds have been provided to the Bond Registrar for the redemption of Bonds) on the redemption date the redemption price will become due and payable upon each such Bond or portion thereof called for redemption, and that interest thereon shall cease to accrue from and after said date, and
- (E) the place where such Bonds are to be surrendered for payment of the redemption price, which place of payment shall be the principal office of the Bond Registrar.

On or prior to any redemption date, the District shall deposit with the Bond Registrar an amount of money sufficient to pay the redemption price of all the Bonds or portions of Bonds which are to be redeemed on that date.

(2) Effect of Notice; Bonds Due. Unless the District has revoked a notice of redemption (or unless the District provided a conditional notice and the conditions for redemption set forth therein are not satisfied), official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the District shall default in the payment of the redemption price) such Bonds or portions

of Bonds shall cease to bear interest. Upon surrender of such Bonds for redemption in accordance with said notice, such Bonds shall be paid by the Registrar at the redemption price. Installments of interest due on or prior to the redemption date shall be payable as herein provided for payment of interest. Upon surrender for any partial redemption of any Bond, there shall be prepared for the Registered Owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed shall be canceled and destroyed by the Registrar and shall not be reissued.

(3) Additional Notice. In addition to the foregoing notice, further notice may be given by the District as set out below, but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of a call for redemption if notice thereof is given as above prescribed. Each further notice of redemption given hereunder shall contain the information required above for an official notice of redemption plus (A) the CUSIP numbers of all Bonds being redeemed; (B) the date of issue of the Bonds as originally issued; (C) the rate of interest, if any, borne by each Bond being redeemed; (D) the maturity date of each Bond being redeemed; and (E) any other descriptive information needed to identify accurately the Bonds being redeemed. Each further notice of redemption may be sent at least 35 days before the redemption date to each party entitled to receive notice pursuant to Section 13, and to the Underwriter or to its business successor, if any, and to such persons and with such additional information as the Designated Representative shall deem appropriate, but such mailings shall not be a condition precedent to the redemption of such Bonds.

(4) CUSIP Number. Upon the payment of the redemption price of Bonds being redeemed, each check or other transfer of funds issued for such purpose shall bear the

CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

(5) Amendment of Notice Provisions. The foregoing notice provisions of this Section 4, including but not limited to the information to be included in redemption notices and the persons designated to receive notices, may be amended by additions, deletions and changes in order to maintain compliance with duly promulgated regulations and recommendations regarding notices of redemption of municipal securities.

Section 5. Form of Bonds. The Bonds shall be in substantially the following form:

WASHINGTON STATE SCHOOL DISTRICT CREDIT ENHANCEMENT PROGRAM

Payment of principal of and interest on this bond, when due, is guaranteed by the full faith, credit and taxing power of the STATE OF WASHINGTON under the provisions of the Washington State School District Credit Enhancement Program.

UNITED STATES OF AMERICA

NO. _____

\$ _____

STATE OF WASHINGTON

EVERETT SCHOOL DISTRICT NO. 2
SNOHOMISH COUNTY

UNLIMITED TAX GENERAL OBLIGATION BOND, 2009 [TAXABLE]

INTEREST RATE:

MATURITY DATE:

CUSIP NO.:

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

EVERETT SCHOOL DISTRICT NO. 2, SNOHOMISH COUNTY, WASHINGTON (the "District"), hereby acknowledges itself to owe and for value received promises to pay to the Registered Owner identified above, or registered assigns, on the Maturity Date identified above, the Principal Amount indicated above[and to pay interest thereon from _____, 2009, or the most recent date to which interest has been paid or duly provided for until payment of this bond at the Interest Rate set forth above][, payable on _____, commencing on _____]. Principal of [and interest on] this bond are/is payable in lawful money of the United States of America. For so long as the bonds of this issue are held in fully immobilized

form, payments of principal [and interest] thereon shall be made as provided in accordance with the operational arrangements of The Depository Trust Company ("DTC") referred to in the Blanket Issuer Letter of Representations (the "Letter of Representations") from the District to DTC. The fiscal agency of the state of Washington is acting as the registrar, authenticating agent and paying agent for the bonds of this issue (the "Bond Registrar").

This bond is one of an authorized issue of bonds of like date and tenor, except as to number, amount, rate of interest, redemption provisions and date of maturity, in the aggregate principal amount of [\$48,900,000], and is issued pursuant to Resolution No. 967 (the "Bond Resolution") adopted by the Board of Directors of the District (the "Board") on August 25, 2009, to provide funds to construct, equip, acquire and make other capital improvements to facilities of the District as authorized by resolution of the Board and approved by the qualified electors of the District at a special election held therein on February 7, 2006. Capitalized terms used in this bond and not otherwise defined shall have the meanings given them in the Bond Resolution.

The bonds of this issue are subject to redemption prior to their stated maturities as stated in the Purchase Contract, dated _____, between D.A. Davidson & Co., Seattle, Washington and the District (the "Purchase Contract").

The bonds of this issue are issued under and in accordance with the provisions of the Constitution and applicable statutes of the state of Washington and resolutions duly adopted by the Board, including the Bond Resolution and Purchase Contract.

The bonds of this issue are not "private activity bonds" as such term is defined in the Internal Revenue Code of 1986, as amended (the "Code"). The bonds of this issue are [designated as/not] "qualified tax-exempt obligations" under Section 265(b) of the Code for banks, thrift institutions and other financial institutions.

The District hereby irrevocably covenants that it will levy taxes annually upon all the taxable property in the District without limitation as to rate or amount and in amounts sufficient, with other money legally available therefor, to pay the principal of and interest on the bonds of this issue as the same shall become due. The full faith, credit and resources of the District are hereby irrevocably pledged for the annual levy and collection of such taxes and the prompt payment of such principal and interest. The pledge of tax levies may be discharged prior to maturity of the bonds by making provision for the payment thereof on the terms and conditions set forth in the Bond Resolution.

This bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication hereon shall have been manually signed by or on behalf of the Bond Registrar.

It is hereby certified that all acts, conditions and things required by the Constitution and statutes of the state of Washington to exist, to have happened, been done and performed precedent to and in the issuance of this bond have happened, been done and performed and that the issuance of this bond and the bonds of this issue does not violate any constitutional, statutory or other limitation upon the amount of bonded indebtedness that the District may incur.

IN WITNESS WHEREOF, Everett School District No. 2, Snohomish County, Washington has caused this bond to be executed by the manual or facsimile signatures of the President and Secretary of its Board of Directors and a facsimile of the seal of the District to be reproduced, imprinted or impressed hereon as of this _____ day of _____, 2009.

EVERETT SCHOOL DISTRICT NO. 2,
SNOHOMISH COUNTY, WASHINGTON

By _____ /s/ facsimile
President, Board of Directors

ATTEST:

_____/s/ facsimile
Secretary, Board of Directors

The Bond Registrar's Certificate of Authentication on the Bonds shall be in substantially the following form:

CERTIFICATE OF AUTHENTICATION

Date of Authentication:

This bond is one of the bonds described in the within-mentioned Bond Resolution and is one of the Everett School District No. 2, Snohomish County, Washington, Unlimited Tax General Obligation Bonds, 2009 [Taxable], of the District, dated _____, 2008.

WASHINGTON STATE FISCAL
AGENCY as Bond Registrar

By _____
Authorized Signer

Section 6. Execution of Bonds. The Bonds shall be executed on behalf of the District with the manual or facsimile signatures of the President and Secretary of its Board of Directors, and the seal of the District shall be impressed, imprinted or otherwise reproduced on each Bond.

Only such Bonds as shall bear thereon a Certificate of Authentication in the form hereinbefore recited, manually executed by the Bond Registrar, shall be valid or obligatory for

any purpose or entitled to the benefits of this resolution. Such Certificate of Authentication shall be conclusive evidence that the Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this resolution.

In case either of the officers who shall have executed the Bonds shall cease to be an officer or officers of the District before the Bonds so signed shall have been authenticated or delivered by the Bond Registrar, or issued by the District, such Bonds may nevertheless be authenticated, delivered and issued and upon such authentication, delivery and issuance, shall be as binding upon the District as though those who signed the same had continued to be such officers of the District. Any Bond also may be signed and attested on behalf of the District by such persons who are at the actual date of delivery of such Bond the proper officers of the District although at the original date of such Bond any such person shall not have been such officer of the District.

Section 7. Pledge of Taxes and Credit. The District hereby irrevocably covenants that, unless the principal of and interest on the Bonds are paid from other sources, it will make annual levies of taxes without limitation as to rate or amount upon all of the property in the District subject to taxation in amounts sufficient to pay such principal and interest as the same shall become due. The full faith, credit and resources of the District are hereby irrevocably pledged for the annual levy and collection of such taxes and for the prompt payment of such principal and interest.

Section 8. Defeasance. In the event that money and/or Government Obligations, maturing at such time or times and bearing interest to be earned thereon in amounts (together with such money, if necessary) sufficient to redeem and retire part or all of the Bonds in accordance with their terms, are set aside in a special account of the District to effect such

redemption and retirement, and such money and the principal of and interest on such Government Obligations are irrevocably set aside and pledged for such purpose, then no further payments need be made into the Debt Service Fund of the District for the payment of the principal of and interest on the Bonds so provided for, and such Bonds shall cease to be entitled to any lien, benefit or security of this resolution except the right to receive the money so set aside and pledged, and such Bonds shall be deemed not to be outstanding hereunder.

Within 60 days of any defeasance of Bonds, the Bond Registrar shall provide notice of defeasance of Bonds to Registered Owners and to each party entitled to receive notice pursuant to Section 13.

Section 9. Tax Covenants. The covenants of this section shall be applicable to any Bonds issued as tax-exempt obligations or Bonds that are required to observe the applicable rules and regulations under the Code for tax-exempt bonds.

(a) *Arbitrage Covenant.* The District hereby covenants that it will not make any use of the proceeds of sale of the Bonds or any other funds of the District which may be deemed to be proceeds of such Bonds pursuant to Section 148 of the Code which will cause the Bonds to be “arbitrage bonds” within the meaning of said section and said regulations. The District will comply with the requirements of Section 148 of the Code (or any successor provision thereof applicable to the Bonds) and the applicable regulations thereunder throughout the term of the Bonds.

(b) *Private Person Use Limitation for Bonds.* The District covenants that for as long as the Bonds are outstanding, it will not permit:

(1) More than 10% of the Net Proceeds of the Bonds to be used for any Private Person Use; and

(2) More than 10% of the principal or interest payments on the Bonds in a Bond Year to be directly or indirectly: (A) secured by any interest in property used or to be used for any Private Person Use or secured by payments in respect of property used or to be used for any Private Person Use, or (B) derived from payments (whether or not made to the District) in respect of property, or borrowed money, used or to be used for any Private Person Use.

The District further covenants that, if:

(3) More than five percent of the Net Proceeds of the Bonds are to be used for any Private Person Use; and

(4) More than five percent of the principal or interest payments on the Bonds in a Bond Year are (under the terms of this resolution or any underlying arrangement) directly or indirectly: (A) secured by any interest in property used or to be used for any Private Person Use or secured by payments in respect of property used or to be used for any Private Person Use, or (B) derived from payments (whether or not made to the District) in respect of property, or borrowed money, used or to be used for any Private Person Use, then, (i) any Private Person Use of the projects described in subsection (3) hereof or Private Person Use payments described in subsection (4) hereof that is in excess of the five percent limitations described in such subsections (3) or (4) will be for a Private Person Use that is related to the state or local governmental use of the projects financed or refinanced with Bond proceeds, and (ii) any Private Person Use will not exceed the amount of Net Proceeds of the Bonds used for the state or local governmental use portion of the projects to which the Private Person Use of such portion of such projects relates. The District further covenants that it will comply with any limitations on the use of the projects by other than state and local governmental users that are necessary, in the opinion of its bond counsel, to preserve the tax exemption of the interest on the Bonds. The covenants of

this section are specified solely to assure the continued exemption from regular income taxation of the interest on the Bonds.

(c) The Designated Representative shall be authorized to determine and execute a designation, if applicable, of Bonds under Section 265(b)(3) of the Code for banks, thrift institutions and other financial institutions.

Section 10. Sale of Bonds. The Bonds shall be sold by negotiated sale to the Underwriter pursuant to the terms of one or more Purchase Contracts. The Designated Representative is hereby authorized to evaluate and determine whether the bonds of a series are to be sold as Build America Bonds, Qualified School Construction Bonds or governmental bonds, the interest on which is exempt from federal income taxation. The Designated Representative is further authorized to make an irrevocable designation under Section 54AA of the Code of any Bonds that are to be sold as Build America Bonds, and the District will take such additional actions as are required to qualify such Bonds as Build America Bonds and maintain such qualification and further to seek reimbursement of the applicable federal subsidy in the future on a timely basis. The Designated Representative is further authorized to make a designation under Section 54F of the Code of any Bonds that are to be sold as Qualified School Construction Bonds, and the District will take such additional actions as are required to qualify such Bonds as Qualified School Construction Bonds. The Designated Representative is also authorized to negotiate terms for the purchase of the Bonds in one or more series and execute the Purchase Contract, with such terms as are approved by the Designated Representative pursuant to this section and consistent with this resolution. This Board of Directors has been advised that market conditions are fluctuating and, as a result, the most favorable market conditions may occur on a day other than a regular meeting date of the Board of Directors. The Board of

Directors has determined that it would be in the best interest of the District to delegate to the Designated Representative for a limited time the authority to determine whether the bonds will be sold as Build America Bonds, Qualified School Construction Bonds or governmental bonds, the interest on which is exempt from federal income taxation, the final interest rates, if any, maturity dates, aggregate principal amount, terms of redemption and redemption rights and principal amounts of each maturity of the Bonds. The Designated Representative is hereby authorized to approve the final interest rates, maturity dates, aggregate principal amount, principal maturities, terms of redemption and redemption rights for the Bonds in the manner provided hereafter so long as (i) the aggregate principal amount of the Bonds in the amount does not exceed \$48,900,000; and (ii) the true interest cost for the Bonds (in the aggregate) does not exceed 6.25% for Bonds issued as taxable bonds and 5.15% for Bonds issued as tax-exempt Bonds.

In determining whether the bonds will be sold in one or more series, as Build America Bonds, Qualified School Construction Bonds, or governmental bonds, the interest on which is exempt from federal income taxation, final interest rates, if any, maturity dates, aggregate principal amount, principal maturities, terms of redemption and redemption rights, the Designated Representative, in consultation with District staff, shall take into account those factors that, in his judgment, will result in the overall lowest true interest cost on the Bonds to their maturity, including, but not limited to current financial market conditions and current interest rates for obligations comparable in tenor and quality to the Bonds. Subject to the terms and conditions set forth in this Section 10, the Designated Representative is hereby authorized to execute the final form of each Purchase Contract, upon the Designated Representative approval of the final interest rates, maturity dates, aggregate principal amount, principal maturities, terms

of redemption and redemption rights, set forth therein. Following the execution of a Purchase Contract, the Designated Representative shall provide a report to the Board of Directors, describing the final terms of the Bonds approved pursuant to the authority delegated in this section. The authority granted to the Designated Representative by this Section 10 shall expire 60 days after the date of approval of this resolution. If a Purchase Contract for the Bonds has not been executed within 60 days after the date of final approval of this resolution, the authorization for the issuance the Bonds shall be rescinded, and the Bonds shall not be issued nor their sale approved unless the Bonds shall have been re-authorized by resolution of the Board of Directors. The resolution re-authorizing the issuance and sale of such Bonds may be in the form of a new resolution repealing this resolution in whole or in part (only with respect to the Bonds not issued) or may be in the form of an amendatory resolution approving a purchase contract or establishing terms and conditions for the authority delegated under this Section 10.

The proper officials of the District are hereby authorized and directed to do everything necessary for the prompt execution and delivery of the Bonds to the purchaser at such sale and for the proper application and use of the proceeds of sale thereof.

Section 11. Official Statement. The President and Secretary of the Board of Directors are hereby authorized to review and approve on behalf of the District the preliminary and final Official Statements relative to the Bonds with such additions and changes as may be deemed necessary or advisable to them. The preliminary Official Statement is hereby deemed final for purposes of the Commission's Rule 15c2-12.

Section 12. Application of Bond Proceeds. The net proceeds of sale of the Bonds shall be applied as follows.

(a) The net original issue premium (net of costs of issuance), if any, in the amount designated by the Designated Representative and set forth in the closing memorandum for the Bonds, shall be deposited in the District's Debt Service Fund and shall be used to pay a portion of the interest on the Bonds coming due on the first interest payment date.

(b) The balance of the net proceeds derived from the Bonds shall be deposited in the Capital Projects Fund and shall be expended solely to pay the cost of issuing and selling the Bonds and the costs of constructing, equipping, modernizing and making those certain capital improvements to the facilities of the District authorized by the Election Resolution. None of the proceeds of the Bonds shall be used for the replacement of equipment or for any other than a capital purpose. Proceeds of the Bond may be invested by the Treasurer at the direction of the District in any legal investment for funds of school districts in the state of Washington.

Section 13. Undertaking to Provide Ongoing Disclosure.

(a) *Contract/Undertaking.* This section constitutes the District's written undertaking for the benefit of the owners of the Bonds as required by Section (b)(5) of the Rule.

(b) *Financial Statements/Operating Data.* The District agrees to provide or cause to be provided to the Municipal Securities Rulemaking Board ("MSRB"), the following annual financial information and operating data for the prior fiscal year (commencing in 2010 for the fiscal year ended August 31, 2009):

1. Annual financial statements, which statements maybe or may not be audited, showing ending fund balances for the District's general fund prepared in accordance with the Budgeting Accounting and Reporting System prescribed by the Superintendent of

Public Instruction and the Washington State Auditor under RCW 28A.505.020, RCW 28A.505.090, RCW 28A.505.140 and RCW 43.09.200 (or any successor statutes) and generally of the type included in the official statement for the Bonds under the headings “Statement of Revenues, Expenditures and Changes in General Fund Balance” and “Statement of Revenues, Expenditures and Changes in General Fund Balance”;

2. The assessed valuation of taxable property in the District;
3. Ad valorem taxes due and percentage of taxes collected;
4. Property tax levy rates per \$1,000 of assessed valuation; and
5. Outstanding general obligation debt of the District.

The information and data described above shall be provided on or before nine months after the end of the District’s fiscal year. The District may adjust such date if the District changes its fiscal year by providing written notice of the change of fiscal year and the new reporting date to the MSRB. In lieu of providing such annual financial information and operating data, the District may cross-reference to other documents available to the public on the MSRB’s internet website and, if such document is a final official statement within the meaning of the Rule, available from the MSRB.

If not provided as part of the annual financial information discussed above, the District shall provide the District’s audited annual financial statement prepared in accordance with regulations prescribed by the Superintendent of Public Instruction and the State Auditor pursuant to RCW 28A.505.020, RCW 28A.505.090, RCW 28A.505.140 and RCW 43.09.200 (or any successor statutes), when and if available, to the MSRB.

(c) *Material Events.* The District agrees to provide or cause to be provided, in a timely manner to the MSRB notice of the occurrence of any of the following events with respect to the Bonds, if material:

- Principal and interest payment delinquencies;
- Non-payment related defaults;
- Unscheduled draws on debt service reserves reflecting financial difficulties;
- Unscheduled draws on credit enhancements reflecting financial difficulties;
- Substitution of credit or liquidity providers, or their failure to perform;
- Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
- Modifications to rights of owners;
- Optional, contingent or unscheduled Bond calls other than scheduled sinking fund redemptions for which notice is given pursuant to Exchange Act Release 34-23856;
- Defeasances;
- Release, substitution or sale of property securing the repayment of the Bonds; and
- Rating changes.

Solely for purposes of disclosure, and not intending to modify this undertaking, the District advises that there is no property securing repayment of the Bonds, and there is no debt service reserve fund or account for the Bonds, as the District lacks legal authority for either

measure. If further changes in the law permit such measures, and if the District subsequently chooses to establish such reserves or provide such property as security for the Bonds, the District will provide notice of such establishment or provision and undertake to provide notices of material events relating thereto, should such events occur.

(d) *Notification Upon Failure to Provide Financial Data.* The District agrees to provide or cause to be provided, in a timely manner to the MSRB, notice of its failure to provide the annual financial information described in subsection (b) above on or prior to the date set forth in subsection (b) above.

(e) *Format for Filings with the MSRB.* All notices, financial information and operating data required by this undertaking to be provided to the MSRB must be in an electronic format as prescribed by the MSRB. All documents provided to the MSRB pursuant to this undertaking must be accompanied by identifying information as prescribed by the MSRB.

(f) *Termination/Modification.* The District's obligations to provide annual financial information and notices of material events shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. This section, or any provision hereof, shall be null and void if the District (1) obtains an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this section, or any such provision, are invalid, have been repealed retroactively or otherwise do not apply to the Bonds; and (2) notifies the MSRB of such opinion and the cancellation of this section. Notwithstanding any other provision of this resolution, the District may amend this Section 12 and any provision of this Section 12 may be waived with an approving opinion of nationally recognized bond counsel.

In the event of any amendment of or waiver of a provision of this Section 12, the District shall describe such amendment in the next annual report, and shall include, as applicable, a

narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the District. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (I) notice of such change shall be given in the same manner as for a material event under Subsection (c), and (II) the annual report for the year in which the change is made should present a comparison (in narrative form and also, if practical, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

(g) *Bond Owner's Remedies Under This Section.* A Bond owner's right to enforce the provisions of this section shall be limited to a right to obtain specific enforcement of the District's obligations hereunder, and any failure by the District to comply with the provisions of this undertaking shall not be an event of default with respect to the Bonds under this resolution. For purposes of this section, "beneficial owner" means any person who has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds, including persons holding the Bonds through nominees or depositories.

(h) *No Default.* The District is not and has not been in default in the performance of its obligations of any prior undertaking for ongoing disclosure with respect to its bond obligations.

Section 14. Credit Enhancement Program and Bond Insurance. The Board of Directors by Resolution No. 842 has requested that the State Treasurer issue a certificate of eligibility in favor of the District for participation by the District in the Credit Enhancement Program with respect to the Bonds, and has authorized and directed the Superintendent to submit

such applications, resolutions and certifications as shall be required by the State Treasurer in review of the District's request for participation. The State Treasurer has issued a certificate of eligibility in favor of the District for participation by the District in the Credit Enhancement Program with respect to the Bonds.

The Designated Representative is hereby also authorized to consider proposals from bond insurers and determine whether the use of bond insurance is economically advantageous to the District. If the Designated Representative determines to obtain bond insurance, the Designated Representative is authorized to execute a commitment for insurance.

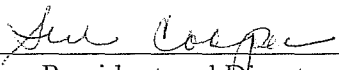
Section 15. General Authorization and Ratification. The President and Secretary of the Board of Directors and other appropriate officers of the District are authorized to take any actions and to execute documents as in their judgment may be necessary or desirable in order to carry out the terms of, and complete the transactions contemplated by, this resolution. All acts taken pursuant to the authority of this resolution but prior to its effective date are hereby ratified.

Section 16. Severability. If any one or more of the covenants or agreements provided in this resolution to be performed on the part of the District shall be declared by any court of competent jurisdiction to be contrary to law, then such covenant or covenants, agreement or agreements, shall be null and void and shall be deemed separable from the remaining covenants and agreements of this resolution and shall in no way affect the validity of the other provisions of this resolution or of the Bonds.

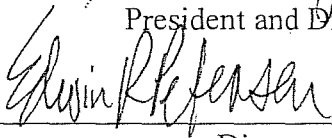
Section 17. Effective Date. This resolution shall become effective immediately upon its adoption.

ADOPTED by the Board of Directors of Everett School District No. 2, Snohomish County, Washington, at a regular meeting thereof held this 25th day of August, 2009.

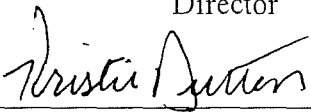
EVERETT SCHOOL DISTRICT NO. 2,
SNOHOMISH COUNTY, WASHINGTON



President and Director



Director



Director

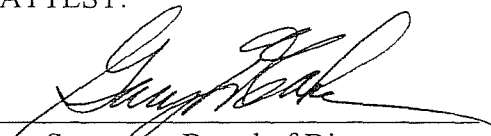


Director



Director

ATTEST:



Secretary, Board of Directors

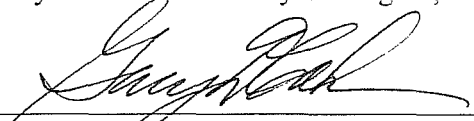
CERTIFICATE

I, the undersigned, Secretary of the Board of Directors of Everett School District No. 2, Snohomish County, Washington (the "District"), and keeper of the records of the Board of Directors (the "Board"), DO HEREBY CERTIFY:

1. That the attached resolution is a true and correct copy of Resolution No. 967 of the Board (the "Bond Resolution"), duly adopted at a regular meeting thereof held on August 25, 2009.

2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Board voted in the proper manner for the adoption of said Bond Resolution; that all other requirements and proceedings incident to the proper adoption of said Bond Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of August, 2009.


Secretary, Board of Directors

RESOLUTION NO. 968

A RESOLUTION of the Board of Directors of Everett School District No. 2, Snohomish County, Washington, authorizing the Executive Director, Finance and Operations to apply to the Office of Superintendent of Public Instruction for an allocation and approval of the issuance by the District of Qualified School Construction Bonds.

WHEREAS, Section 54F of the Internal Revenue Code (recently enacted as part of the American Recovery and Reinvestment Tax Act of 2009 ("ARRA")), establishes a new type of taxable, interest free bonds to be issued for the purposes of construction, rehabilitation or repair of public school facilities or the acquisition of land on which such a facility is to be constructed with part of the proceeds of such issue ("Qualified School Construction Bonds" or "QSCBs"); and

WHEREAS, Everett School District No. 2, Snohomish County, Washington (the "District") is a school district authorized to issue QSCBs under ARRA; and

WHEREAS, at an election held in the District on February 7, 2006, voters of the District approved the issuance of unlimited tax general obligation bonds of the District in the aggregate principal amount of \$198,900,000 (the "Authorization") to provide funds to pay the cost of constructing, equipping, acquiring and making other capital improvements to the facilities of the District as authorized by Resolution No. 842 of the Board of Directors (the "Projects"); and

WHEREAS, District has previously issued two series of bonds pursuant to the Authorization in the aggregate principal amount of \$150,000,000; and

WHEREAS, the Office of Superintendent of Public Instruction ("OSPI") is administering the allocation of the QSCB authority made to the State of Washington under ARRA; and

WHEREAS, OSPI has published procedures with respect to the QSCB allocation and approval process in its Bulletin No. 048-09 (the "Bulletin"); and

WHEREAS, the Board wishes to proceed with an application to OSPI for an approval and allocation of authority to issue a series of bonds approved pursuant to the Authorization as QSCBs in the minimum dollar amount of \$10,000,000 but not to exceed \$48,900,000 in order to provide funding for a portion of the costs of the Projects;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EVERETT SCHOOL DISTRICT NO.2, SNOHOMISH COUNTY, WASHINGTON, as follows:

Section 1. The Board of Directors of the District hereby authorizes and directs the Executive Director, Finance and Operations to complete a Request Letter and OSPI application for the approval of QSCBs for the financing of all or a portion of the costs of the Projects.

The Request Letter shall include the minimum dollar amount that the District would accept (\$10,000,000) if all requests exceed the State's total authorization level and the requested amount would need to be adjusted downward. The District's request will include multiple projects; accordingly, the District's request letter will prioritize the various projects. The Request Letter shall also include a brief statement describing the District's expected plan of spending the proceeds of the QSCBs. The Request Letter also will include confirmation of the following:

☐ 100 percent of the available project proceeds will be used for the construction, rehabilitation, or repair of a public school facility or for the acquisition of land on which such a facility is to be constructed with QSCB proceeds.

☐ The District will comply with all provisions of section 1521 of the American Recovery and Reinvestment Act of 2009 (ARRA).

☐ The District will comply with all applicable ARRA general provisions including but not limited to the Davis-Bacon Fair Labor Act.

☐ The District will comply with all applicable requirements of the Internal Revenue Code of 1986, including but not limited to the interim guidance of IRS Notice 2009-35.

☐ The District intends to issue QSCBs within 120 days of OSPI allocation award. After 120 days, any unused QSCB allocation will revert to OSPI to be reallocated to other school districts.

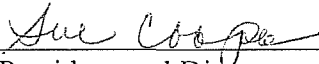
☐ The District will submit a copy of IRS Form 8038 to OSPI School Facilities and Organization within 15 days of QSCB issuance.

☐ The District will issue QSCB within applicable constitutional and statutory debt limits.

Section 2. This resolution shall take effect immediately upon its adoption and approval.

ADOPTED by the Board of Directors of Everett School District No. 2, Snohomish County, Washington, at a regular meeting thereof held this 25th day of August, 2009.

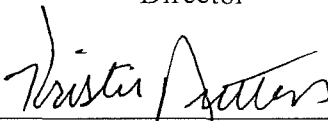
EVERETT SCHOOL DISTRICT NO. 2,
SNOHOMISH COUNTY, WASHINGTON



President and Director




Director



Director



Director



Director

ATTEST:



Secretary of the Board of Directors

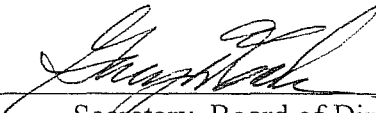
CERTIFICATE

I, the undersigned, Secretary of the Board of Directors of Everett School District No. 2, Snohomish County, Washington (the "District"), and keeper of the records of the Board of Directors (the "Board"), DO HEREBY CERTIFY:

1. That the attached resolution is a true and correct copy of Resolution No. 968 of the Board (the "Resolution"), duly adopted at a regular meeting thereof held on August 25, 2009.

2. That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting and a legally sufficient number of members of the Board voted in the proper manner for the adoption of said Resolution; that all other requirements and proceedings incident to the proper adoption of said Resolution have been duly fulfilled, carried out and otherwise observed; and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of August, 2009.


Secretary, Board of Directors

