

**MINUTES OF A MEETING
OF THE BOARD OF DIRECTORS OF
MANCHESTER HIGH SCHOOL BLDG. CORP.**

A meeting of the Board of Directors (the "Directors") of the Manchester High School Bldg. Corp. (the "Building Corporation") was held at the Board Room of the Administrative Offices of the Manchester Community Schools, 404 West Ninth Street, North Manchester, Indiana, on the 12th day of January, 2016 at 6:30 p.m. (Local Time), pursuant to call and waiver of notice duly signed by all Directors which appears in the minute book immediately preceding the minutes of this meeting.

The Directors were present or absent as stated:

Present: Gary W. Purdy, Scott Eberly, Virginia L. Gunter, Barry K. Bucher and Robert L. Krouse

Absent: None

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

The minutes of the last meeting were read and approved.

It was stated that the purposes of this meeting were to consider a proposed Fourth Amendment to Lease (the "Fourth Amendment") between the Building Corporation and Manchester Community Schools (the "School Corporation"), including the preliminary plans referred to therein and made a part thereof, to consider entering into a proposed Second Supplemental Trust Indenture, and to consider the issuance of the Building Corporation's Ad Valorem Property Tax First Mortgage Bonds, Series 2016. The President presented the preliminary plans and a form of such proposed Fourth Amendment, and stated that the Fourth Amendment provided for a maximum increase to the annual lease rental of \$1,465,000, plus additional rental for taxes and assessments. He also stated that it granted an option to the School

Corporation to purchase the land and buildings on certain conditions after the lapse of a specified period of time, and that the Fourth Amendment extended the term of the Lease Agreement to December 31, 2027. He stated that before the School Corporation can enter into this Fourth Amendment it will be necessary for the School Corporation to hold a public hearing on the Fourth Amendment, and that under the controlling statutes the expense of publications of notice must be assumed by this Building Corporation. The Fourth Amendment was examined by all Directors and its terms and provisions discussed.

The Directors were next presented with copies of the proposed Second Supplemental Trust Indenture which had been prepared by the attorneys for the Building Corporation. It was stated that it was appropriate to discuss all phases of the matters relating to the proposed issuance of securities and the mortgage of the Building Corporation's property. It was next stated that a loan in the amount of approximately \$2,000,000 would cover the cost of the renovation of and improvements to Manchester High School, Manchester Intermediate School, and Manchester Elementary School, including site improvements, and the demolition of unutilized administrative facilities, any equipment, architects' and attorneys' fees, interest on the bonds during construction, and miscellaneous expenses. After full discussion, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

WHEREAS, a Fourth Amendment to Lease (the "Fourth Amendment") between the Manchester High School Bldg. Corp. (the "Building Corporation"), as lessor, and Manchester Community Schools (the "School Corporation"), as lessee, and plans and specifications for the renovation of and improvements to Manchester Junior/Senior High School to be leased thereunder were presented to this meeting; and

WHEREAS, the Board of Directors of the Building Corporation have reviewed the Fourth Amendment and the preliminary plans; and

WHEREAS, a Second Supplemental Trust Indenture (the "Indenture") between the Building Corporation and First Financial Bank (the "Trustee"), dated as of May 1, 2016, was presented to this meeting; now, therefore,

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

BE IT FURTHER RESOLVED that the proposed Fourth 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 Fourth Amendment submitted this day to the Board of Directors and to place the same in the minute book immediately following the minutes of this meeting, and the Fourth 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 Fourth Amendment by the School Corporation, the Fourth Amendment shall be executed by the President and attested by the Secretary of this Building 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 notices of hearing on and execution of the aforesaid Fourth Amendment for the School Corporation.

BE IT FURTHER RESOLVED, that this Building Corporation borrow the aggregate sum of approximately \$2,000,000 by the sale of its Ad Valorem Property Tax First Mortgage Bonds, Series 2016 (the "Bonds"), dated as of the date of delivery, issued in fully registered form and maturing on January 15 and July 15 on the dates and in the amounts described in the Indenture.

BE IT FURTHER RESOLVED, that the Bonds shall bear a maximum interest rate not exceeding 6.00% per annum, which interest shall be payable on July 15, 2017, and semiannually 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 any such denomination as the purchaser of the Bonds may require). Upon the advice of George K. Baum & Company (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 at face value together with 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 mortgage Indenture upon all of the property of the Building Corporation to be entered into with the Trustee, in the form of Indenture submitted to this meeting.

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

BE IT FURTHER RESOLVED, that the President and Secretary are hereby authorized to execute a Bond Purchase Agreement with the Underwriter, or in the alternative a Bond Placement Agreement with a purchaser, upon successful negotiation of the terms of the sale of the Bonds, provided that such terms fit within the parameters set forth herein.

BE IT FURTHER RESOLVED, that the President or Secretary is authorized to deem the Official Statement as nearly final, and the distribution of the nearly final Official Statement 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 Indenture, 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.

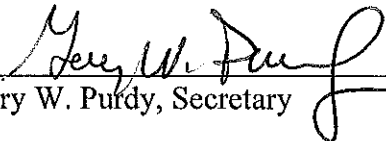
BE IT FURTHER RESOLVED, that the President and Secretary of the Building Corporation shall be authorized to execute an Addendum reducing the annual rental amount after the bond sale pursuant to the Lease.

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

BE IT FURTHER RESOLVED, that the Business Manager of the School Corporation is hereby appointed as Lessor Representative as defined in the Indenture.

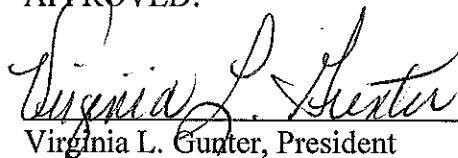
BE IT FURTHER RESOLVED, that the officers of the Building Corporation are authorized and directed to execute any and all documents needed to issue the Bonds, including but not limited to a Bond Purchase Agreement or Private Placement Agreement, the Fourth Amendment, and the Indenture.

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



Gary W. Purdy, Secretary

APPROVED:



Virginia L. Gunter, President

**WAIVER OF NOTICE OF MEETING
OF DIRECTORS OF
MANCHESTER HIGH SCHOOL BLDG. CORP.**

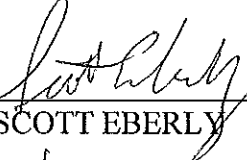
We, the undersigned, being the directors of Manchester High School Bldg. Corp. (the "Building Corporation"), do hereby call a meeting of the Board of Directors of the Building Corporation to be held on the 12th day of January, 2016, at the hour of 6:30 p.m. (Local Time), in the Board Room of the Administrative Offices in the former Junior High School Building, 404 W. Ninth St., North Manchester, Indiana, for the purpose of considering the Fourth Amendment to Lease to be entered into between the Building Corporation and Manchester Community Schools, the proposed Second Supplemental Trust Indenture, and the issuance of Ad Valorem Property Tax First Mortgage Bonds, Series 2016 by the Building Corporation, and to consider any other business which may properly come before the meeting.

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

Dated this 12th day of January, 2016.



GARY W. PURDY



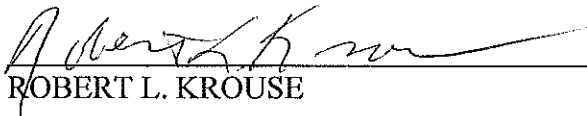
SCOTT EBERLY



VIRGINIA L. GUNTER



BARRY K. BUCHER



ROBERT L. KROUSE