

**CERTIFICATION OF MINUTES
RELATING TO**

INDEPENDENT SCHOOL DISTRICT NO. 2609 (WIN-E-MAC), MINNESOTA

KIND, DATE, TIME AND PLACE OF MEETING:

A regular meeting held Tuesday, August 18, 2026, at 6:30 o'clock a.m., in the Win-E-Mac Conference Room, Erskine, MN.

MEMBERS PRESENT:

MEMBERS ABSENT:

Documents Attached: Extract of Minutes of said meeting.

**RESOLUTION RELATING TO CONSTRUCTION OF A COOPERATIVE
FACILITY AND THE FINANCING THEREOF; APPROVING INTENT FOR
THE AWARD OF A LEASE PURCHASE AGREEMENT AND THE SALE OF
CERTIFICATES OF PARTICIPATION THEREIN**

I, the undersigned, being the duly qualified and acting recording officer of the public corporation issuing the obligations referred to in the title of this certificate, certify that the documents attached hereto, as described above, have been carefully compared with the original records of said corporation in my legal custody, from which they have been transcribed; that said documents are a correct and complete transcript of the minutes of a meeting of the governing body of said corporation, and correct and complete copies of all resolutions and other actions taken and of all documents approved by the governing body at said meeting, so far as they relate to said obligations; and that said meeting was duly held by the governing body at the time and place and was attended throughout by the members indicated above, pursuant to call and notice of such meeting given as required by law.

WITNESS MY HAND officially as such recording officer this ____ day of August 2026.

School District Clerk

**EXTRACT OF MINUTES OF A MEETING
OF THE SCHOOL BOARD OF
INDEPENDENT SCHOOL DISTRICT NO. 2609
(WIN-E-MAC), MINNESOTA**

HELD: August 18, 2026

Pursuant to due call and notice thereof, a regular scheduled meeting of the School Board of Independent School District No. 2609 (Win-E-Mac), Minnesota, was held on August 18, 2026, at 6:30 o'clock a.m.

Member _____ introduced the following resolution and moved its adoption:

**RESOLUTION RELATING TO CONSTRUCTION OF A COOPERATIVE
FACILITY AND THE FINANCING THEREOF; APPROVING INTENT FOR
THE AWARD OF A LEASE PURCHASE AGREEMENT AND THE SALE OF
CERTIFICATES OF PARTICIPATION THEREIN**

WHEREAS, pursuant to a Cooperative Agreement for Area Special Education Cooperative dated as of July 1, 2021 (the "Cooperative Agreement"), Independent School District No. 2609 (Win-E-Mac), Minnesota (the "District") is a member of Area Special Education Cooperative #997 (the "Cooperative");

WHEREAS, the Governing Board of the Cooperative ("Governing Board"), on behalf of its members, has determined that it is necessary and expedient for the Cooperative to (i) enter into a Ground Lease (the "Ground Lease"), a Lease Purchase Agreement (the "Lease"), an Indenture of Trust (the "Indenture") and other related legal agreements, documents, instruments and certificates as may be necessary or appropriate in connection therewith (collectively, the "Lease Documents"), and (ii) to sell and issue certificates of participation evidencing a proportionate interest of the registered owners thereof in lease payments to be made by the Cooperative pursuant to the Lease (the "Certificates");

WHEREAS, proceeds of the Certificates will be used for the purpose of (i) financing the acquisition or construction of, and installment and improvement of, a facility to house a future regional educational program for students with autism, cognitive disabilities, emotional and behavioral disorders, and other students with specific educational needs, including space to house a Level IV setting regional special education program, subject to Minnesota Statutes, section 16A.695 (the "Project") to be located on a site to be determined by the Cooperative and (ii) financing the costs of the Lease and issuance of the Certificates;

WHEREAS, by adoption of a resolution on August 13, 2026 (the “Governing Board Resolution”), the Governing Board approved its intent to enter into the Lease and initial parameters for the sale of the Certificates;

WHEREAS, it is expected that future amendments to the Cooperative Agreement or separate a joint powers agreement for construction and maintenance of the Project (a “Project JPA”), which establishes the framework to finance the acquisition, construction and equipping of the Project by and among the members of the Cooperative will be proposed by the Governing Board for consideration by the Member Districts of the Cooperative;

BE IT RESOLVED by the Board of the District, as follows:

Section 1. Concurrence with Issuance of Certificates and Plan of Finance. The Board hereby finds and declares that is necessary and expedient for the Cooperative to enter into the Lease Documents and to sell and issue the Certificates for purposes of financing the Project and the costs of the Lease and issuance of the Certificates in accordance with the Governing Board Resolution. Such actions by the Governing Board are hereby approved in accordance with the Governing Board Resolution.

District administration is hereby authorized and directed to submit, and/or work with the Cooperative to submit, to the Commissioner such documents as may necessary from time to time to obtain lease levy approval for the Project in accordance with Minnesota Statutes, Section 126C.40.

The motion for the adoption of the foregoing resolution was duly seconded by Member and, upon vote being taken thereon, the following voted in favor thereof:

and the following voted against the same:

whereupon said resolution was declared duly passed and adopted.