

GOODHUE COUNTY EDUCATION DISTRICT BOARD AGENDA
Wednesday, December 16, 2020 at 7:00 PM
Via ZOOM

AGENDA

- I. **Call to Order/Adoption of Agenda:** Action
- II. COP Closing Resolution

2

The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

(To be completed by Issuer and Co-Issuer(s), if applicable)

(Name of Issuer and Co-Issuer(s), if applicable)

(Date)

The Depository Trust Company

570 Washington Blvd, 4th FL

Jersey City, NJ 07310

Attention: Underwriting Department

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request to be made eligible for deposit by The Depository Trust Company ("DTC").

Issuer is: **(Note: Issuer shall represent one and cross out the other.)**

[incorporated in] [formed under the laws of] _____.

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Very truly yours,

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

(Issuer)

By: _____
(Authorized Officer's Signature)

(Print Name)

(Street Address)

(City) (State) (Country) (Zip Code)

(Phone Number)

(E-mail Address)



The Depository Trust Company

A subsidiary of the Depository Trust & Clearing Corporation

Additional Signature Page to BLANKET ISSUER LETTER OF REPRESENTATIONS For use with Co-Issuers

(Name of Issuer and Co-Issuer(s), if applicable)

In signing this Blanket Issuer Letter of Representations dated as of _____.

Co-Issuer agrees to and shall be bound by all "Issuer" representations.

(Co-Issuer)

By: _____
(Authorized Officer's Signature)

(Print Name)

(Street Address)

(City) (State) (Country) (Zip Code)

(Phone Number)

(E-mail Address)

SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE

(Prepared by DTC--bracketed material may be applicable only to certain issues)

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

SCHEDULE A

(To Blanket Issuer Letter of Representations)

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

IN WITNESS WHEREOF, the parties have executed and attested this Trust Agreement by their officers thereunto duly authorized as of the date and year first written above, but actually on the dates acknowledged below.

**GOODHUE COUNTY EDUCATION DISTRICT NO. 6051
RED WING, MINNESOTA**

By _____
Its Chair

And _____
Its Clerk

STATE OF MINNESOTA)
)ss.
COUNTY OF GOODHUE)

On this ____ day of _____, 2020, before me, a Notary Public within and for said County, personally appeared _____ and _____ to me personally known, who being by me duly sworn, did say that they are the Chair and Clerk of the Governing Board of Goodhue County Education District No. 6051, an education district and political subdivision of the State of Minnesota and the education district referred to in the foregoing instrument; that said instrument was signed in behalf of said education district by authority of its Governing Board; and that said Chair and Clerk acknowledged said instrument to be the free act and deed of said GCED.

(Notarial Seal)

Notary Public

[SIGNATURE PAGE TO TRUST AGREEMENT
DATED AS OF DECEMBER 22, 2020]

Dated as of this 22nd day of December, 2020.

GOODHUE COUNTY EDUCATION DISTRICT NO. 6051
RED WING, MINNESOTA

By: _____
Chair

And: _____
Clerk

[Signature Page for Continuing Disclosure Certificate]

CERTIFICATION OF MINUTES
RELATING TO
TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2020A

ISSUER: GOODHUE COUNTY EDUCATION DISTRICT NO. 6051
RED WING, MINNESOTA

BODY: SCHOOL BOARD

KIND, DATE, TIME AND PLACE OF MEETING: A special meeting, held on December
____, 2020, at ____ o'clock p.m., in the GCED.

MEMBERS PRESENT:

MEMBERS ABSENT:

Documents Attached: Extract of Minutes of said meeting.

**RESOLUTION RELATING TO A LEASE-PURCHASE FINANCING AND
TAXABLE REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2020A;
AUTHORIZING THE ISSUANCE, DETERMINING THE FORM AND DETAILS,
RATIFYING THE AWARD OF THE SALE, AND AUTHORIZING THE
EXECUTION, DELIVERY, AND REGISTRATION**

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 December,
2020.

Clerk

Dated: December 22, 2020

**GOODHUE COUNTY EDUCATION DISTRICT NO. 6051
RED WING, MINNESOTA**

By: _____

Its: Chair

By: _____

Its: Clerk

[Signature Page for the
Request for Authentication and Delivery of Certificates of Participation]

Dated: December 22, 2020.

**GOODHUE COUNTY EDUCATION DISTRICT NO. 6051
RED WING, MINNESOTA**

Chair

Clerk

[Signature Page for Officers' Certificate]

IN WITNESS WHEREOF, the parties hereto have caused this Escrow Agreement to be executed for and on their behalf as of the day and year first herein above written.

**GOODHUE COUNTY EDUCATION
DISTRICT NO. 6051, RED WING,
MINNESOTA, as District and Lessee**

By: _____
Its: Chair

By: _____
Its: Clerk

[Signature page to Escrow Agreement]

- III. Learning Model Update:
- IV. Calendar Revision:

Goodhue County Education District 2020-2021 Calendar

GCED Board Approved on _____

School Closed
Teacher PD/Work Day
Late Start/Tchr PLC RBEC
Conferences/Late Start/Tchr PLC TV
First/Last Day of Quarter
New Teacher Orientation

July 2020

Su	Mo	Tu	We	Th	Fr	Sa
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

GCED - 0 Student/0 Staff Day
TV - 0 Student/0 Staff Day

August 2020

Su	Mo	Tu	We	Th	Fr	Sa
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

GCED - 0 Student/3 Staff Day
TV - 0 Student/4 Staff Day

September 2020

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

GCED - 17 Student/20 Staff Days
TV - 17 Student/20 Staff Day

October 2020

Su	Mo	Tu	We	Th	Fr	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

GCED - 20 Student/20 Staff Days
TV - 20 Student/20 Staff Day

November 2020

Su	Mo	Tu	We	Th	Fr	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

GCED - 17 Student/18 Staff Days
TV - 19 Student/19 Staff Day

December 2020

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

GCED - 16 Student/16 Staff Days
TV - 17 Student/17 Staff Day

January 2021

Su	Mo	Tu	We	Th	Fr	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

GCED - 18 Student/20 Staff Days
TV - 19 Student/20 Staff Day

February 2021

Su	Mo	Tu	We	Th	Fr	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28						

GCED - 19 Student/20 Staff Days
TV - 19 Student/19 Staff Day

March 2021

Su	Mo	Tu	We	Th	Fr	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

GCED - 23 Student/23 Staff Days
TV - 17 Student/18 Staff Day

April 2021

Su	Mo	Tu	We	Th	Fr	Sa
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

GCED - 20 Student/20 Staff Days
TV - 20 Student/20 Staff Day

May 2021

Su	Mo	Tu	We	Th	Fr	Sa
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

GCED & TV - 20 Student/20 Staff

June 2021

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12

GCED - 3 Student/4 Staff Day
TV - 3 Student/4 Staff Day

- 19 - TV teacher work day
- 26 - All County New Teacher Orientation
- 27 - All County PD Day
- 26, 27 - TV teacher workshop days
- 28-31 - GCED/RBEC Teacher PD/Work Days
- 28 - TV: non teacher work day

- 1-3 - GCED/RBEC/TV Teacher PD/Work Days
- 1 - TV Open House 5-7 pm
- 2 - RBEC Open House 5-7 pm
- 7 - No School (Labor Day)
- 8 - First Student Day
- 16 - RBEC Teacher PLC time 7:30 - 9:30
- 9, 16, 23, 30 - TV Late Starts

- 8 - TV P-T Conf 1:15-7:15 pm
- 13 - TV P-T Conf 1:15-7:15 pm
- 13 - RBEC P-T Conf 5-8 pm
- 14 - RBEC Teacher PLC Time 7:30 - 9:30
- 15-16 - No School (MEA Break)
- 7, 14, 21, 28 - TV Late Starts

- 6 - Last Day of Quarter 1
- 9 - GCED/RBEC Teacher PD/Work Day/No Students
- 9 - TV First Day of Quarter 2
- 10 - RBEC First Day of Quarter 2
- 11 - RBEC PLC Time 7:30 - 9:30
- 4, 11, 18, 25 - TV Late Starts
- 25-27 - GCED/RBEC No School
- 26, 27 - TV No School

- 9 - RBEC PLC Time 7:30 - 9:30
- 23-31 - No School GCED Winter Break
- 24-31 - No School TV Winter Break
- 2, 9, 16, 23 - TV Late Start

- 1 - No School (New Year's Day)
- 13 - RBEC PLC Time 7:30 - 9:30
- 18 - GCED/RBEC/TV UPDATED: student day
- 22 - Last Day of Semester 1/Quarter 2
- 25 - GCED/RBEC Teacher PD/Work Day/No Students
- 25 - TV is in Session with Students & Staff/2nd Semester Begins
- 26 -RBEC First Day of Semester 2/Quarter 3
- 6, 13, 20, 27 - TV Late Starts

- 9 - TV P-T Conf 3-7:15 pm
- 10 - RBEC PLC Time 7:30 - 9:30
- 11 - TV P-T Conf 1:15-7:15 pm
- 15 - GCED/RBEC Teacher PD/Work Day/No Students
- 15 - TV No staff or students
- 3, 10, 17, 24 - TV Late Starts

- 1-5 - TV Spring Break
- 8 - TV Teacher PD/Work Day
- 10 - RBEC Teacher PLC time 7:30 - 9:30
- 11 - RBEC P-T Conf 5-8 pm
- 10, 17, 24, 31 - TV Late Starts

- 1 - Last Day of Quarter 3
- 2 - School Closed
- 5 - School Closed
- 6 - RBEC/TV First Day of Quarter 4
- 14 - RBEC Teacher PLC time 7:30 - 9:30
- 7, 14, 21, 28 - TV Late Starts

- 12 - RBEC PLC Time 7:30 - 9:30
- 31 - School Closed
- 5, 12, 19, 26 - TV Late Starts

- 3 - Last Student Day All Programs
- 4 Teacher PD/Work Days

***The calendar may be adjusted due to school closures or other circumstances**

Student Days - RBEC 172/TV 171
Staff Days - RBEC 186/TV 190
RBEC Staff = 173 Student + 11 PD + 1 Conf/Open House + 1 RP
TV Staff = 171 Student + 48 Hrs PD + 48 Hrs Work Time + 26 Hrs Conf/Open House

- V. **Next Meeting Date: January 28, 2021 Location via ZOOM**
- VI. **Adjournment**