

**DAYTON PUBLIC SCHOOLS**

**TREASURER'S RECOMMENDATIONS**

**STANLEY E. LUCAS, TREASURER**

**TO THE BOARD OF EDUCATION**

**GENERAL & NON GENERAL FUNDS**

**November 18, 2008 SPECIAL RESOLUTION**

---

**Honorable Members of the Board of Education  
Dayton City School District**

**ITEM I**

I recommend approval of the following Resolution authorizing the lease of a portion of school district property to Miami Valley Hospital, a 501(c)(3) organization.

Rationale

WHEREAS, the School District issued its \$16,360,000 Certificates of Participation (Dayton City School District, Montgomery County, Ohio Administrative Facilities Project) dated August 12, 2003 (the "Obligations") for the purpose of financing the acquisition, renovation, improvement, furnishing and equipping of a 120,000 square-foot office building located at 115 S. Ludlow Street, Dayton, Ohio, 45402; a 71,500 square foot office building located at 136 S. Ludlow Street, Dayton, Ohio, 45402; and adjacent parking areas (together, the "Facilities"); and

WHEREAS, the portion of the Facilities located at 136 S. Ludlow Street and commonly known as Ludlow II (the "Ludlow II Building") is not presently needed by the School District for school purposes; and

WHEREAS, Miami Valley Hospital, a 501(c)(3) organization (the "Hospital"), currently wishes to lease the Ludlow II Building to house some of its administrative and hospital support functions; and

WHEREAS, in order to protect the tax-exempt status of the Obligations, the Board, as the "applicable elected representative" under Internal Revenue Code Section 147(f), must provide authorization for the transaction after holding a public hearing; and

WHEREAS, notice of such public hearing was published November 4, 2008 in a paper of general circulation and such hearing was held November 18, 2008;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Dayton City School District, Montgomery County, Ohio, a majority of all of the members elected thereto concurring, that:

Section 1. The Board, as "applicable elected representative" under Internal Revenue Code Section 147(f), hereby approves the School District's proposed transaction with respect to a 120,000 square-foot office building located at 115 S. Ludlow Street, Dayton, Ohio, 45402; a

71,500 square foot office building located at 136 S. Ludlow Street, Dayton, Ohio, 45402; and adjacent parking areas (together, the "Facilities"). The Facilities are owned by the School District. The portion of the Facilities located at 136 S. Ludlow Street, Dayton, Ohio, 45402 and known as Ludlow II will be leased to the Hospital, a 501(c)(3) organization. The School District issued its Certificates of Participation (Dayton City School District, Montgomery County, Ohio Administrative Facilities Project) in the maximum aggregate principal amount of \$16,360,000 on August 12, 2003 to finance the acquisition, renovation, improvement, furnishing and equipping of the Facilities.

Section 2. The School District shall lease the Ludlow II Building to the Hospital pursuant to a lease to be executed by the Board President and Treasurer (the "Lease"). Such Lease shall be substantially in the form on file with the Treasurer with such changes not materially adverse to the interest of the School District. Execution by the officials authorized herein to execute the Lease shall be conclusive evidence that any such changes are not materially adverse to the interests of the School District.

Section 3. The Board President and Treasurer are each hereby authorized and directed to execute and deliver, singly or together on behalf of the School District, the Lease and such additional instruments, documents, agreements, certificates, and other papers as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution and the Lease. The School District hereby agrees to perform the Lease in accordance with the terms thereof and to comply with the terms and conditions of such additional documents and agreements authorized by this Resolution.

Section 4. The School District hereby covenants that it will comply with all existing and future laws applicable to the Obligations such that they continue to be considered tax-exempt obligations under the Code. The Treasurer of the School District shall cause to be kept and maintained adequate records pertaining to investment of all proceeds of the Obligations sufficient to permit, to the maximum extent possible, the School District to comply with any federal law or regulation now or hereafter in effect. The Treasurer of the School District is hereby authorized and directed to file such reports with the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Obligations requires any such reports or rebates.

Section 5. All formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

Respectfully submitted,

Stanley E. Lucas  
**Treasurer**