

**RESOLUTION AUTHORIZING THE PARK HILL SCHOOL
DISTRICT OF PLATTE COUNTY, MISSOURI TO OFFER
GENERAL OBLIGATION BONDS AT COMPETITIVE PUBLIC
SALE**

WHEREAS, the Park Hill School District of Platte County, Missouri (the “District”), has selected the firm of Gilmore & Bell, P.C., as bond counsel (“Bond Counsel”), and Piper Jaffray & Co. (the “Financial Advisor”), as financial advisor, for a series of general obligation bonds in the aggregate principal amount of \$39,500,000 (the “Bonds”), which will be the second and final issue of bonds based on \$49,500,000 of voted authority from an election held on April 5, 2011; and

WHEREAS, the District desires to authorize the Financial Advisor and Bond Counsel to proceed with the competitive public sale of the Bonds.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF PARK
HILL SCHOOL DISTRICT OF PLATTE COUNTY, MISSOURI, AS FOLLOWS:**

Section 1. The Financial Advisor and Bond Counsel are hereby authorized to proceed with preparation of a notice of sale and a preliminary official statement to provide for the competitive public sale of the Bonds. The final terms of the Bonds shall be determined and approved by subsequent resolution of the Board of Education of the District. The Board of Education hereby consents to the use and public distribution of the notice of sale and preliminary official statement in connection with the competitive public sale of the Bonds. The President, the Superintendent and other officers and representatives of the District are hereby authorized and directed to give notice of said bond sale by mailing or electronically distributing copies of the notice of sale and preliminary official statement to such banks and investment banking firms and other financial institutions located in the State of Missouri and elsewhere which might be interested in the purchase of the Bonds.

Section 2. For the purpose of enabling the purchaser (the “Purchaser”) of the Bonds to comply with the requirements of Rule 15c2-12(b)(1) of the Securities and Exchange Commission, the President, the Superintendent or other appropriate officers of the District are hereby authorized, if requested, to provide the Purchaser a letter or certification to the effect that the District deems the information contained in the Preliminary Official Statement to be “final” as of its date, except for the omission of such information as is permitted by Rule 15c2-12(b)(1), and to take such other actions or execute such other documents as such officers in their reasonable judgment deem necessary to enable the Purchaser to comply with the requirements of such Rule.

Section 3. The District agrees to provide to the Purchaser within seven business days of the date of the agreement to purchase the Bonds or within sufficient time to accompany any confirmation that requests payment from any customer of the Purchaser, whichever is earlier, sufficient copies of a final Official Statement to enable the Purchaser to comply with the requirements of Rule 15c2-12(b)(4) of the Securities and Exchange Commission and with the requirements of Rule G-32 of the Municipal Securities Rulemaking Board.

Section 4. The President, the Superintendent and other officers and representatives of the District are hereby authorized and directed to take such other action as may be necessary to carry out the competitive public sale of the Bonds.

Section 5. This Resolution shall be in full force and effect from and after its adoption by the Board of Education.

ADOPTED by the Board of Education this _____ day of March, 2012.

(SEAL)

President of the Board of Education

ATTEST:

Secretary of the Board of Education