

THE BOARD OF EDUCATION OF THE COUNTY OF OHIO

RESOLUTION AND ORDER DIRECTING THE ISSUANCE OF BONDS

WHEREAS, the Board of Education (the "Board of Education") of the County of Ohio, West Virginia (inclusive of the Board of Education, the "District"), has heretofore, on the 8th day of February, 2018, made and entered of record a bond election order (the "Order") upon the question of authorizing bonds in the amount of not to exceed Forty-Two Million Two Hundred Thousand Dollars (\$42,200,000) to be issued and sold for the purpose of providing funds for making certain improvements in the Ohio County School District, as more fully described in the Order (collectively, the "Project"); and

WHEREAS, in pursuance of the Order, an election was held on the 8th day of May, 2018, at each of the legally established voting precincts in the District, for the purpose of ascertaining the will of the voters upon the question of whether or not said bonds should be issued; and

WHEREAS, the result of said election, as shown by a canvass of the returns thereof, was four thousand nine hundred twenty-five (4,925) votes for and three thousand one hundred seventy-five (3,175) votes against the issuance of said bonds; so that a majority of the voters, to wit, sixty and eight tenths percent (60.8%), voting upon said proposition at said election, voted for the issuance of said bonds; and

WHEREAS, the District has accordingly determined to proceed with the issuance of bonds as hereinafter provided;

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by this Board of Education of the County of Ohio, West Virginia, that:

SECTION 1. Bonds in the aggregate principal amount of not to exceed \$42,200,000 (the "Bonds") shall be issued and sold, in denominations of \$5,000 or integral multiples thereof, the proceeds of which sale shall be used for the purposes hereinafter set forth, the sale of such Bonds to be made in whole, or from time to time in part, as the District may, in its discretion, deem proper, advisable and in the best interests of the inhabitants of the District. Upon completion of the Project and payment therefor in full, any unused sum remaining from the sale of the Bonds shall be deposited with the West Virginia Municipal Bond Commission to be used for the purchase of any Bonds outstanding at a price of not more than the par value thereof plus accrued interest to the date of such purchase or for the payment of the Bonds hereby authorized and the interest thereon at the maturities thereof.

SECTION 2. The Bonds shall bear interest at a rate or rates not exceeding six percent (6.00%) per annum, payable semiannually, but it is hoped that the best bid for the Bonds will provide a lower interest rate (which might result in somewhat lower levy rates needed to pay the Bonds and the interest thereon), and the Bonds shall be payable in the principal amounts and shall mature as follows, either by serial maturity or by mandatory sinking fund redemption, and with such variations as may be approved by this Board in a supplemental resolution hereto:

Bonds in the amount of \$1,845,000 due and payable June 1, 2020;
Bonds in the amount of \$2,250,000 due and payable June 1, 2021;
Bonds in the amount of \$2,325,000 due and payable June 1, 2022;
Bonds in the amount of \$2,410,000 due and payable June 1, 2023;
Bonds in the amount of \$2,490,000 due and payable June 1, 2024;
Bonds in the amount of \$2,580,000 due and payable June 1, 2025;
Bonds in the amount of \$2,680,000 due and payable June 1, 2026;
Bonds in the amount of \$2,790,000 due and payable June 1, 2027;
Bonds in the amount of \$2,900,000 due and payable June 1, 2028;
Bonds in the amount of \$3,015,000 due and payable June 1, 2029;
Bonds in the amount of \$3,140,000 due and payable June 1, 2030;
Bonds in the amount of \$3,255,000 due and payable June 1, 2031;
Bonds in the amount of \$3,380,000 due and payable June 1, 2032;
Bonds in the amount of \$3,505,000 due and payable June 1, 2033; and
Bonds in the amount of \$3,635,000 due and payable June 1, 2034.

SECTION 3. The Bonds, including interest thereon, shall be payable in lawful money of the United States of America at the office of the West Virginia Municipal Bond Commission, Charleston, West Virginia (the "Paying Agent"). The Bonds shall be registered as to ownership and authenticated by a bank to be designated in the Bonds. The District shall annually, at the levy term thereof, make up and lay upon all taxable property within the District sufficient to provide funds for paying the interest on the Bonds as the same accrues and becomes payable and the principal thereof at their respective maturities.

SECTION 4. The Bonds shall be issued under the five percent (5%) limitation of the Better Schools Amendment and will be payable from a direct annual tax on all taxable property in the District, in the ratio, as between the several classes or types of such taxable property specified in Section 1, Article X of the West Virginia Constitution, separate and apart from and in addition to all other taxes for all other purposes, sufficient to pay, annually, the interest of such debt and the principal thereof, within and not exceeding thirty-four (34) years, which may be levied outside the limits fixed by Section 1, Article X of the Constitution, and the District covenants with the registered owners from time to time of the Bonds that the District shall include in its budget the amount of the debt service for each fiscal year of the District in which such sums are payable, shall appropriate such amount from its revenues for the payment of such debt service and shall duly and punctually pay or cause to be paid from its sinking fund or any

other of its available revenues or funds the principal amount of each of the Bonds and the interest due thereupon at the date and place and in the manner stated therein, according to the true intent and meaning thereof; and, for such budgeting, appropriation and payment, subject to the limitations fixed by the District, shall and does pledge, irrevocably, its full faith, credit and taxing power.

SECTION 5. It is hereby found and determined by the District that the maximum aggregate amount of such Bonds, to wit, Forty Two Million Two Hundred Thousand Dollars (\$42,200,000), together with all other bonds of the District currently outstanding, does not exceed or violate any provisions or limitations in any manner provided by the School Bond Amendment and the Better Schools Amendment.

SECTION 6. The Bonds hereby authorized shall be exempt from all taxation by the State of West Virginia or any political subdivision thereof and shall contain the following recital: "It is certified that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of West Virginia."

SECTION 7. Each Bond shall be signed by and on behalf of the Board of Education by its President and countersigned by its Secretary, and the corporate seal of the District shall be affixed to each Bond, which signatures and seal may be manual or by facsimile, and the Bonds herein authorized to be issued shall be upon the terms and in form or effect substantially as set forth in *Exhibit A* attached hereto as a part hereof. No Bond shall be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution and Order unless and until the Registrar's Certificate of Authentication and Registration on such Bond, substantially in the form set forth in said *Exhibit A*, shall have been manually executed by the registrar for the Bonds to be set forth and designated in the Bonds (the "Registrar").

SECTION 8. The Bonds shall be payable as to principal at the office of the Paying Agent, in any coin or currency which, on the dates of payment of principal is legal tender for the payment of public or private debts under the laws of the United States of America. Interest on the Bonds shall be paid by wire or by check or draft of the Paying Agent mailed to the registered owner thereof at the address as it appears on the books of the Registrar.

SECTION 9. Subject to the provisions for transfer of registration set forth below, the Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive holder of the Bonds (a "Bondholder"), in accepting any of said Bonds shall be conclusively deemed to have agreed that such Bonds shall be and have all of the qualities and incidents of negotiable instruments under the Uniform Commercial Code of the State of West Virginia, and each successive Bondholder shall further be conclusively deemed to have agreed that said Bonds shall be incontestable in the hands of a *bona fide* Bondholder for value.

SECTION 10. So long as any of the Bonds remain outstanding, the District, through the Registrar, shall keep and maintain books for the registration and transfer of the Bonds.

SECTION 11. The Bonds shall be transferable only upon the books of the Registrar, by the registered owner thereof in person or by his attorney duly authorized in writing, upon

surrender thereto together with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney.

SECTION 12. In all cases in which the privileges of exchanging Bonds or transferring the registered Bonds is exercised, Bonds shall be delivered in accordance with the provisions of this Resolution and Order. All Bonds surrendered in any such exchanges or transfers shall forthwith be canceled by the Registrar. Transfers and exchanges of Bonds shall be made by the Registrar without charge to the holder or the transferee thereof, except as provided hereafter. For every such exchange or transfer of Bonds, the Registrar may make a charge sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or transfer, and such tax or other governmental charge shall be paid by the person requesting such exchange or transfer as a condition precedent to the exercise of the privilege of making such exchange or transfer. The Registrar shall not be obliged to make any such exchange or transfer of Bonds during the period commencing on the 15th day of the month preceding an interest payment date on the Bonds.

SECTION 13. The Bonds may be subject to redemption prior to their stated dates of maturity at the option of the District, on or after such date, in such order of maturity as may be determined by the District and by lot within a maturity, and at the redemption price or prices to be set forth in the Notice of Sale of the Bonds. At the option of the District, the Bonds or portions thereof may also be subject to mandatory sinking fund redemption in lieu of serial maturities in the years and in the amounts set forth in the Bonds. The District shall not levy taxes in connection with the redemption of any Bonds in excess of the taxes that would have been levied for the payment of principal of and interest on the Bonds in such year.

SECTION 14. The Bonds shall be registered upon issuance to Cede & Co. as nominee of The Depository Trust Company, New York, New York ("DTC"). In the event the District determines that it is in the best interest of the beneficial owners of the Bonds that they obtain Bond certificates, the District may notify DTC and the Registrar, whereupon DTC will notify its participants, of the availability through DTC of Bond certificates. In such event, the Registrar shall cause to be issued, transferred and exchanged Bond certificates as requested by DTC as Bondholder in appropriate amounts. DTC may determine to discontinue providing its service with respect to the Bonds at any time by giving notice to the District or the Registrar and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the District and the Registrar shall be obligated to deliver Bond certificates as described in a resolution supplemental hereto. In the event the Bond certificates are issued, the provisions of this Resolution and Order shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such Bond certificates. Whenever DTC requests the District and the Registrar to do so, the Registrar and the District will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the Bonds to any participant having the Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the Bonds. The President of this Board of Education is hereby authorized and directed to execute and deliver to DTC an appropriate letter of representations, in consultation with the District's bond counsel, and the District is authorized to comply with all requirements of DTC.

SECTION 15. (a) That this Board of Education hereby covenants that it will restrict the use of the proceeds of the Bonds herein authorized in such manner and to such extent, if any, and take such other actions as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder. In the event that at any time the Board of Education is of the opinion that for purposes of this section it is necessary to restrict or limit the yield on the investment of any moneys, the Board of Education shall take such action as may be necessary. The Treasurer/CFO of the Board of Education (the "Treasurer") or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the Board of Education, on the date of delivery of the Bonds for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 of the Code and regulations thereunder, and to execute and deliver on behalf of the Board of Education an IRS Form 8038-G in connection with the issuance of the Bonds.

(b) Without limiting the generality of the foregoing, unless the Board of Education makes the election under Section 148(f)(4)(C)(vii) of the Code, the Board of Education covenants that there shall be paid from time to time by the Board of Education all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code and any applicable proposed, temporary or final regulations thereunder (the "Regulations"). This covenant shall survive payment in full or defeasance of the Bonds.

(c) The Board of Education shall invest all proceeds of the Bonds and any gross proceeds of the Bonds (as defined in the Regulations), subject to the restrictions set forth in Section 148 of the Code and the Regulations. The Board of Education shall retain all earnings (calculated by taking into account net gains or losses on sales or exchanges and taking into account amortized discount or premium as a gain or loss, respectively) on said investments.

(d) The Board of Education shall remit to the United States at the times and in the manner set forth in Section 148 of the Code and the Regulations the excess of the amount earned on said investments over the amount which would have been earned if said investments were invested at a rate equal to the yield on the Bonds plus any income attributable to such excess or, if applicable, any penalty amounts under Section 148(f)(4)(C) of the Code.

(e) Notwithstanding any provision of this section, if the Board of Education shall obtain an opinion of nationally recognized bond counsel to the effect that any action required under this section is no longer required, or to the effect that some further action is required, to maintain the exclusion from gross income of the interest on the Bonds pursuant to Section 103(a) of the Code, the Board of Education may rely conclusively on such opinion in complying with the provisions hereof.

The Bonds are not designated "qualified tax-exempt obligations" for the purposes set forth in Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

SECTION 16. The Secretary of the Board of Education shall transmit to the Attorney General of the State of West Virginia a duly certified copy of all orders, resolutions, proclamations, notices, advertisements, affidavits and records of all proceedings connected with or pertaining to this Bond issue, and any and all other matters relative thereto required by the Attorney General, as provided by Section 13-1-25 of the West Virginia Code.

SECTION 17. The Bonds hereby authorized shall be advertised for sale to the public on sealed bids or electronic bids, in the manner set forth in Section 13-1-21 of the West Virginia Code, at such time or times as shall be determined by this Board of Education, and the appropriate officers of the District are hereby authorized to place such advertisement as required thereby. The District may issue the Bonds in one or more series and may reject any and all bids.

SECTION 18. Dinsmore & Shohl LLP is hereby retained as bond counsel to the District for the purpose of preparing and/or reviewing the necessary documentation in connection with the issuance and delivery of the Bonds, and said bond counsel is further authorized to prepare certain necessary documents required to complete the transactions contemplated hereby.

SECTION 19. Piper Jaffray & Co. is hereby retained as municipal advisor to the District for the purpose of assisting the District in developing the plan of finance related to the Bonds, advise on the method of sale of the Bonds, assisting with the sale of the Bonds, including preparation of a notice of sale and preliminary Official Statement, bid verification, interest cost calculation, and said municipal advisor is further authorized to prepare certain necessary documents required to complete the transactions contemplated hereby.

SECTION 20. That this Board of Education hereby directs Piper Jaffray & Co., as its municipal advisor, to prepare and distribute, or cause the preparation and distribution of, a notice of sale and preliminary Official Statement relating to the Bonds. The form of notice of sale and preliminary Official Statement relating to the Bonds and the distribution thereof are hereby authorized, approved, ratified and confirmed. The preliminary Official Statement is hereby deemed "final" for purposes of Rule 15c2-12 (as defined below), but is subject to completion or amendment in accordance with such Rule in a final Official Statement. The proposed form of final Official Statement relating to the Bonds and distribution thereof by the municipal advisor, are hereby authorized and approved. The Treasurer or the President is hereby authorized to execute and deliver the final Official Statement on behalf of the Board of Education, which shall be deemed to be "final" for purposes of Rule 15c2-12, the execution thereof on behalf of the Board of Education to be conclusive evidence of such authorization, approval and finality.

SECTION 21. That this Board of Education hereby covenants and agrees, pursuant to subsection (b)(5)(i) of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12"), that it will execute, comply with and carry out all of the provisions of a continuing disclosure certificate dated the date of issuance and delivery of the Bonds (the "Continuing Disclosure Certificate") in connection with the issuance of the Bonds. Failure to comply with any such provisions of the Continuing Disclosure Certificate shall not constitute a default on the Bonds; however, any holder of the Bonds may take such action as may be necessary and appropriate, including seeking specific performance, to cause this Board of Education to comply with its obligations under this section and the Continuing Disclosure Certificate.

SECTION 22. That the Treasurer is hereby authorized to apply, if he deems it appropriate, for a rating or ratings on the Bonds from such rating agency or agencies as he deems appropriate. The Treasurer is further authorized to pay the fees and expenses for any rating to the extent authorized with proceeds of the Bonds.

SECTION 23. The Treasurer is hereby authorized to purchase, if he deems it appropriate, a municipal bond insurance policy to secure the payment of interest on and principal of the Bonds, and to pay the fee or premium for said municipal bond insurance from proceeds of the Bonds to the extent authorized by law and approved by bond counsel.

SECTION 24. All officers, members and employees of the District are hereby authorized, empowered and directed to do any and all things proper and necessary to cause valid Bonds to be issued as authorized by the voters of the District at the election held on May 8, 2018, pursuant to the calling thereof, and to do all things proper and necessary to obtain the approval and sale of said Bonds, and no further authority shall be necessary to authorize any such officers or employees to give further assurance, to execute such additional documents and do such further acts as may legally be required by any individual or corporate purchaser of the Bonds hereby authorized or any of them.

SECTION 25. It is hereby found and determined that all formal actions of this Board of Education concerning and relating to the adoption of this Resolution and Order were adopted in an open meeting of this Board of Education, and that all deliberations of this Board of Education 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 Chapter 6, Article 9A of the West Virginia Code.

SECTION 26. This Resolution and Order shall be effective immediately upon its adoption and entry of record.

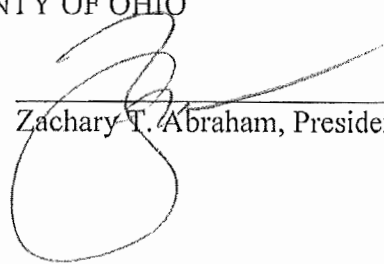
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[Signature page to Resolution and Order (2019 Bonds) – Ohio County Board of Education]

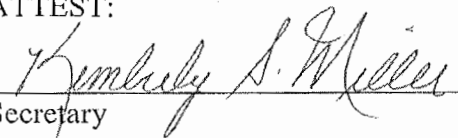
ADOPTED this 3rd day of December, 2018.

THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO

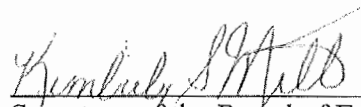
By:


Zachary T. Abraham, President

ATTEST:


Secretary

Given under my hand this 3rd day of December, 2018.


Secretary of the Board of Education
of the County of Ohio

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of said Resolution and Order, made and entered of record by the Board of Education of the County of Ohio at a regular meeting thereof duly called and held upon lawful notice to all members thereof and to the public and news media, on December 3, 2018, at Wheeling, Ohio County, West Virginia, a quorum of said members being present at said meeting and acting throughout the same. Such Resolution and Order is in full force and effect.

Given under my hand this 3rd day of December, 2018.

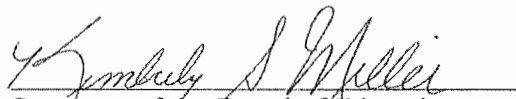

Secretary of the Board of Education
of the County of Ohio

**EXHIBIT A
FORM OF BOND**

R-1

UNITED STATES OF AMERICA

**STATE OF WEST VIRGINIA
BOARD OF EDUCATION OF THE COUNTY OF OHIO
PUBLIC SCHOOL BONDS, SERIES 2019**

<u>RATE</u>	<u>MATURITY DATE</u>	<u>ISSUANCE DATE</u>	<u>CUSIP</u>
_____ %	June 1, 20__	_____, 2019	_____

Registered Owner: **CEDE & CO.**

Principal Amount: \$[_____]
 [_____] DOLLARS

THE BOARD OF EDUCATION OF THE COUNTY OF OHIO, West Virginia, a public corporation created and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, upon presentation and surrender hereof, the Principal Amount specified above and to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Issuance Date specified above, at the Interest Rate per annum specified above, semiannually, on June 1 and December 1 in each year, beginning June 1, 2019 (each an "Interest Payment Date"), until maturity. _____, _____, West Virginia, shall act as registrar for the Bonds (the "Registrar") and the West Virginia Municipal Bond Commission, Charleston, West Virginia, shall act in the capacity of paying agent for the Bonds (the "Paying Agent").

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the Paying Agent to the Registered Owner hereof as of the applicable Record Date (each May 15 and November 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the Paying Agent by notice given to the Registered Owners not less than ten (10) days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by the Registrar, or, at the option of any Registered Owner of at least \$500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least five (5) days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the office of the Paying Agent. The Issuer and the Paying

to issue or transfer any Bonds during a period beginning with the close of business on the Record Date next preceding any Interest Payment Date and ending at the close of business on such Interest Payment Date.

This Bond is one of a series of bonds of the Issuer designated as "Public School Bonds, Series 2019" (the "Bonds"), issued in the aggregate principal amount of Forty Two Million Two Hundred Thousand and 00/100 Dollars (\$42,200,000). The Bonds were authorized to be issued by a majority of voters at the primary election held on May 8, 2018. The Bonds are in fully registered form, without coupons, and are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly, Chapter 13, Article 1 of the West Virginia Code (the "Act") and a resolution and order duly adopted by the Board of Education on December ___, 2018 (the "Authorizing Legislation"), for the purpose of providing funds for making certain improvements in the Ohio County School District. The terms and provisions of the Authorizing Legislation are hereby incorporated by reference as if set forth fully herein.

This Bond may be transferred or exchanged by the Registered Owner hereof upon surrender of this Bond to the Registrar at its principal corporate trust office, accompanied by a written instrument or instruments of transfer in form, with instructions, and with guaranty of signature satisfactory to the Registrar, duly executed by the Registered Owner of this Bond or his attorney-in-fact or legal representative. The Registrar shall enter any transfer of ownership of this Bond in the registration books and shall authenticate and deliver in the name of the transferee or transferees a new fully registered bond or bonds of authorized denominations of the same maturity and form for the aggregate denominations of the same maturity and form for the aggregate amount which the transferee is entitled to receive at the earliest practicable time. The Issuer, the Registrar and the Paying Agent may deem and treat the registered owner hereof as the absolute owner thereof (whether or not this Bond shall be overdue) for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and the Issuer, the Registrar and the Paying Agent shall not be affected by any notice to the contrary. All payments made to the Registered Owner of a Bond, as herein provided, shall be valid and effectual to satisfy in full and discharge the liability of the Issuer upon the Bond as paid.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon or on the Authorizing Legislation, against any member, officer or employee, past, present, or future, of the Issuer or of any successor body, as such, either directly or through the Issuer or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, officers or employees is released as a condition of and as consideration for the issuance of this Bond.

[The Bonds maturing on June 1, 20__ and thereafter are subject to redemption at the option of the Issuer prior to their respective dates of maturity on or after June 1, 20__, in whole or in part, in any order of maturity selected by the Issuer, and by lot within a maturity, at a redemption price equal to the principal amount of the Bonds to be redeemed, together with interest accrued to the date fixed for redemption.]

[The Bonds maturing June 1, 20__ are subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount to be redeemed plus accrued interest to the date of redemption, on June 1 in the years and in the respective principal amounts as set forth below:]

Redemption Date
(June 1)

Principal Amount
Subject to Mandatory
Redemption
\$

Notice of any redemption of Bonds shall be given by the Registrar, on behalf of the Issuer, to the registered owners of the Bonds to be redeemed at least thirty (30) and not more than sixty (60) days prior to the date fixed for redemption, by registered or certified mail, at the address appearing in the registration records for the Bonds or at such other address as is furnished in writing by the registered owner to the Registrar. Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceedings for the redemption of the Bonds and failure to mail such notice shall not affect the validity of any such proceedings for any Bond with respect to which no such failure has occurred. Notice of redemption having been given in the manner described herein, and moneys necessary for the redemption of the Bonds having been deposited, the Bonds specified in such notice shall, on the date fixed for redemption, become due and payable and from and after such date (unless the Issuer shall default in the payment of the redemption price), such Bonds shall cease to bear interest.

The Issuer has covenanted in the Authorizing Legislation that it shall include in its budget the amount of the debt service for each fiscal year of the Issuer in which principal and/or interest on the Bonds is payable, that it shall appropriate from its revenues any such sums for the payment of such debt service and that it shall duly and punctually cause to be paid when due, the principal of and interest on the Bonds.

Subject to the registration requirements set forth herein, this Bond, under the provisions of the Act is, and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia.

The Issuer has caused CUSIP numbers to be printed on the Bonds, and has directed the Paying Agent to use such numbers in notices, if any, as a convenience to bondholders. No representation is made as to the accuracy of such numbers either as printed on the Bonds or as contained in any notice.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the laws of the State of West Virginia to exist, to have happened or to have been performed, precedent to or in connection with the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of West Virginia, and that legal provision has been made by the Board of Education for the levy and collection of a direct

annual tax sufficient in amount to meet the payment of the interest and principal hereof, which shall have precedence over all other taxes for any purpose whatever, except bond issues heretofore or hereafter authorized and issued under the five percent limitation provided by the Better Schools Amendment of the Constitution of West Virginia, and said tax is levied outside the limits fixed by Section 1, Article X of the Constitution of West Virginia in the manner provided by Sections 8 and 10, Article X of the Constitution of West Virginia; that said levies do not exceed any constitutional or statutory limitations; and that the amount of this Bond, together with all other indebtedness of the Board of Education, does not exceed any statutory or constitutional limitation thereon.

For payment of both principal and interest hereof, the full faith, credit and resources of the Board of Education are hereby irrevocably pledged within the limitations prescribed by the Constitution and statutes of the State of West Virginia.

This Bond shall not be entitled to any benefit under the Authorizing Legislation nor shall it be valid, obligatory or enforceable for any purpose until the Certificate of Authentication and Registration shall have been signed by the Registrar.

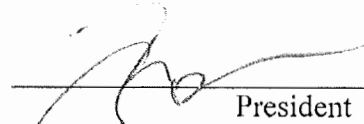
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IN WITNESS WHEREOF, THE BOARD OF EDUCATION OF THE COUNTY OF OHIO, WEST VIRGINIA, has caused this Bond to be duly signed in its name and on its behalf by its President and countersigned by its Secretary and has caused its corporate seal to be hereto affixed in the manner provided in the Authorizing Legislation, and has caused this Bond to be dated as of the date specified above.

THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO

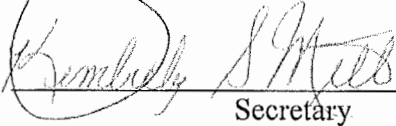
[SEAL]

By:



President

By:



Secretary

Unless this certificate is presented by an authorized representative of The Depository Trust Company, New York, New York ("DTC"), to the Issuer, the Registrar or the Paying Agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of CEDE & Co. or such other name as requested by an authorized representative of DTC, and any payment is made to CEDE & Co., THE TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, CEDE & Co., has an interest herein.

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ATTORNEY GENERAL'S APPROVAL

I, PATRICK MORRISSEY, Attorney General of the State of West Virginia, do hereby certify that this Bond has been approved by me by virtue of the authority vested in me by Article 1, Chapter 13, of the West Virginia Code; that notice of my approval hereof was published as required by Section 25 of said Article 1; that 10 days have elapsed since the date of the last publication of such notice; that there has been no appeal from my approval to the Supreme Court of Appeals; and that this Bond has become incontestable, under and by virtue of the provisions of said Article 1, Chapter 13, and is a binding obligation upon the Board of Education of the County of Ohio, the authority issuing the same, and upon the taxable property within the Ohio County School District, and that by reason of the provisions of said Article 1, Chapter 13, no one has the right hereafter to contest in any court or in any action or proceeding the validity of this Bond for any cause whatsoever.

WITNESS my hand as of the ____ day of _____, 2019.

By: _____

Attorney General
State of West Virginia

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the Bonds of the Series designated therein, described in the within-mentioned Authorizing Legislation, and has been duly registered in the name of the Registered Owner set forth above, as of the date set forth below. Attached hereto is the complete text of the opinion of Dinsmore & Shohl LLP, bond counsel, a signed original of which is on file with the undersigned, delivered and dated on the date of the original delivery of and payment for the Bonds.

[_____] ,
Registrar

By: _____
Authorized Signature

Date of Registration and Authentication: _____, 2019.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

(name and address of assignee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer said Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

Signature

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without any alteration or change whatever.

THE BOARD OF EDUCATION OF THE COUNTY OF OHIO

SUPPLEMENTAL RESOLUTION FINALIZING TERMS OF BONDS

WHEREAS, the Board of Education (the “Board of Education”) of the County of Ohio, West Virginia (inclusive of the Board of Education, the “District”), has heretofore, on the 8th day of February, 2018, made and entered of record a bond election order (the “Order”) upon the question of authorizing bonds in the amount of not to exceed Forty-Two Million Two Hundred Thousand Dollars (\$42,200,000) (the “Bonds”) to be issued and sold for the purpose of providing funds for making certain improvements in the Ohio County School District, as more fully described in the Order (collectively, the “Project”); and

WHEREAS, the Board of Education has heretofore, on the 3rd day of December, 2018, made and entered of record a Resolution and Order Directing Issuance of Bonds (the “Resolution”) authorizing the issuance of the Bonds; and

WHEREAS, the Resolution provided for certain details of the Bonds and other matters in connection therewith to be set forth in a resolution or resolutions supplemental thereto; and

WHEREAS, pursuant to the Resolution and applicable law, the Board of Education has duly and properly advertised the Bonds for sale upon sealed proposals to be received by the Board of Education until 11:30 a.m. Wheeling, West Virginia time on the date hereof; and

WHEREAS, all proposals received have been reviewed by representatives of the Board of Education and Piper Jaffray & Co., the Board of Education’s financial advisor (the “Financial Advisor”), and the highest responsive bidder (lowest true interest cost) has been determined; and

WHEREAS, the Board of Education wishes to adopt this supplemental resolution (this “Supplemental Resolution”) in order to award the sale of the Bonds to the highest responsive bidder, to set forth the interest rates on the Bonds, to provide for redemption of the Bonds prior to maturity thereof, to appoint and designate the Registrar and the Dissemination Agent, to approve a certificate relating to the Official Statement for the Bonds, and to approve other matters relating thereto;

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by this Board of Education of the County of Ohio, West Virginia, that:

SECTION 1. The Bonds shall be designated as “The Board of Education of the County of Ohio (West Virginia) Public School Bonds, Series 2019.”

SECTION 2. The Bonds shall be sold to Robert W. Baird & Co., Inc. (the “Purchaser”), being the highest responsive bidder (lowest true interest cost) thereon at a true interest cost of 2.470104%.

SECTION 3. The Bonds shall be dated the date of delivery thereof, and shall bear interest at the rates and shall mature on the dates and in the amounts as follows:

<u>Maturity (June 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2020	\$1,845,000	2.000%
2021	2,250,000	2.000
2022	2,325,000	3.000
2023	2,410,000	3.000
2024	2,490,000	3.000
2025	2,580,000	3.000
2026	2,680,000	3.000
2027	2,790,000	3.000
2028	2,900,000	3.000
2029	3,015,000	4.000
2030	3,140,000	3.000
2031	3,255,000	3.000
2032	3,380,000	3.000
2033	3,505,000	3.000
2034	3,635,000	3.000

SECTION 4. The Bonds maturing on or after June 1, 2030, are subject to redemption on or after June 1, 2029, at the option of the Board of Education, in whole or in part, in order of maturity selected by the Board, at the redemption price equal to the principal of Bonds to be redeemed, together with interest, if any, accrued to the date fixed for redemption.

In the event of such optional redemption, the Board may direct the maturity or maturities of the Bonds and the amounts thereof to be redeemed, provided that the Bonds will be redeemed in whole multiples of \$5,000 in principal amount and in the minimum principal amount of \$50,000.

SECTION 5. Notice of any redemption of Bonds shall be given by the Registrar, on behalf of the Board of Education, to registered owners of the Bonds to be redeemed at least thirty (30) and not more than sixty (60) days prior to the date fixed for redemption, by registered or certified mail, at the address appearing in the Bond Register or at such other address as is furnished in writing by the registered owner to the Registrar. Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceedings for the redemption of the Bonds and failure to mail such notice shall not affect the validity of any such proceedings for any Bond with respect to which no such failure has occurred. Notice of redemption having been given in the manner described herein, and moneys necessary for their redemption of the Bonds having been deposited, the Bonds specified in such notice shall, on the date fixed for redemption, become due and payable and from and after such date (unless the Board of Education shall default in the payment of the redemption price), such Bonds shall cease to bear interest. Electronic notification acceptable in the industry at the time shall also be an acceptable means of notification.

SECTION 6. The Board of Education hereby designates WesBanco Bank, Inc., with its principal office in Wheeling, West Virginia, as Registrar for the Bonds. In addition, the Issuer hereby designates WesBanco Bank, Inc., to serve as Dissemination Agent under the

Continuing Disclosure Agreement to be delivered on the date of closing of the Bonds (the "Continuing Disclosure Agreement").

SECTION 7. The Board of Education hereby authorizes the President or Treasurer/CFO of the Board of Education to execute a certificate relating to the accuracy and completeness of the Official Statement and other matters related to compliance with Rule 15c2-12 of the U.S. Securities and Exchange Commission prepared in connection with the Bonds and deliver said certificate to the Purchaser and the Financial Advisor.

SECTION 8. The Board of Education hereby approves of the deposit of the good faith deposit received from the Purchaser into a separate account held by the Board of Education for the purposes of applying those funds to the Project. Such deposit shall be deducted from the purchase price of the Bonds and the proceeds of the Bonds received by the Board of Education on the date of closing of the Bonds will consist of the purchase price of the Bonds minus said deposit (the "Net Bond Proceeds"). The Treasurer/CFO is hereby authorized to deposit the Net Bond Proceeds into the Board of Education's account with the West Virginia Board of Treasury Investments Consolidated Fund, Charleston, West Virginia, and the Treasurer/CFO is further authorized to take such actions as are appropriate therefor.

SECTION 9. It is hereby found and determined that all formal actions of this Board of Education concerning and relating to the adoption of this Supplemental Resolution were adopted in an open meeting of this Board of Education, and that all deliberations of this Board of Education 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 Chapter 6, Article 9A of the West Virginia Code.

SECTION 10. This Supplemental Resolution shall be effective immediately upon its adoption and entry of record.

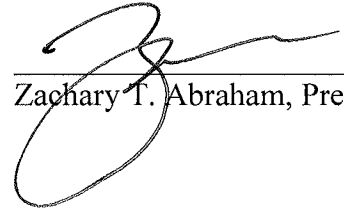
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[Signature page to Supplemental Resolution (2019 Bonds) – Ohio County Board of Education]

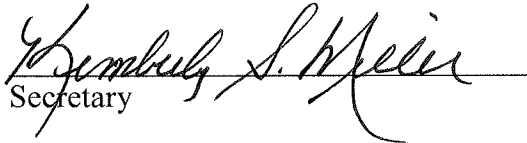
ADOPTED this 25th day of April, 2019.

THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO

By:


Zachary T. Abraham, President

ATTEST:


Secretary

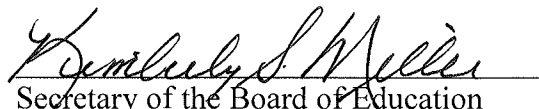
Given under my hand this 25th day of April, 2019.


Secretary of the Board of Education
of the County of Ohio

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of said Supplemental Resolution, made and entered of record by the Board of Education of the County of Ohio at a special meeting thereof duly called and held upon lawful notice to all members thereof and to the public and news media, on April 25, 2019, at Wheeling, Ohio County, West Virginia, a quorum of said members being present at said meeting and acting throughout the same. Such Supplemental Resolution is in full force and effect.

Given under my hand this 25th day of April, 2019.


Secretary of the Board of Education
of the County of Ohio

CROSS RECEIPT

Re: \$42,200,000 The Board of Education of the County of Ohio (West Virginia)
Public School Bonds, Series 2019

The undersigned authorized representative of Robert W. Baird & Co., Inc. (the "Original Purchaser"), for and on behalf of the Original Purchaser, and the undersigned President of The Board of Education of the County of Ohio (the "Issuer"), for and on behalf of the Issuer, hereby certify on this 9th day of May, 2019, as follows:

1. On the date hereof, through The Depository Trust Company, New York, New York ("DTC"), the Original Purchaser received the entire original issue of \$42,200,000 in aggregate principal amount of the above-captioned bonds (the "Bonds"). The Bonds, as so received on original issuance, are dated May 9, 2019, are numbered, mature on June 1 of the years, bear interest at the rates and are in the respective denominations set forth in *Exhibit A* attached hereto and made a part hereof, and are fully registered in the name of CEDE & Co., as the nominee of DTC.

2. At the time of such receipt of the Bonds upon original issuance, they had been signed by the President of the Issuer, by his manual signature, and countersigned by the Secretary of the Issuer, by her manual signature, and the seal of the Issuer had been affixed upon the Bonds and the Bonds had been manually authenticated by the Registrar for the Bonds.

3. The Issuer has received and hereby acknowledges receipt from the Original Purchaser of the proceeds of the Bonds, as follows:

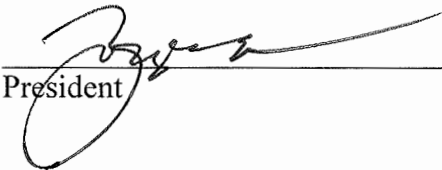
Par Amount of the Bonds	\$42,200,000.00
Plus: Original Issue Premium	2,239,955.90
Less: Good Faith Deposit	<u>(844,000.00)</u>
TOTAL	\$43,595,955.90

4. Payment for the Bonds was made in the amount of \$44,439,955.90, including the good faith deposit of the Original Purchaser received on April 25, 2019.

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IN WITNESS WHEREOF, we have hereunto set our hands as of the day and year first written above.

**THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO (WEST VIRGINIA)**

By: _____
President

ROBERT W. BAIRD & CO., INC.

By: _____
Title: _____

IN WITNESS WHEREOF, we have hereunto set our hands as of the day and year first written above.

**THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO (WEST VIRGINIA)**

By: _____

President

ROBERT W. BAIRD & CO., INC.

By: _____

Title: _____

Chl m

M.D.

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UNITED STATES OF AMERICA

STATE OF WEST VIRGINIA
BOARD OF EDUCATION OF THE COUNTY OF OHIO
PUBLIC SCHOOL BONDS, SERIES 2019

<u>RATE</u>	<u>MATURITY DATE</u>	<u>ISSUANCE DATE</u>	<u>CUSIP</u>
2.000%	June 1, 2020	May 9, 2019	677313 EE4

Registered Owner: **CEDE & CO.**Principal Amount: **\$1,845,000**
ONE MILLION EIGHT HUNDRED FORTY-FIVE THOUSAND DOLLARS

THE BOARD OF EDUCATION OF THE COUNTY OF OHIO, West Virginia, a public corporation created and existing under the laws of the State of West Virginia (the "Issuer"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner specified above, or registered assigns (the "Registered Owner"), on the Maturity Date specified above, upon presentation and surrender hereof, the Principal Amount specified above and to pay interest on said Principal Amount from the Interest Payment Date (as hereinafter defined) preceding the date of authentication hereof or, if authenticated after the Record Date (as hereinafter defined) but prior to the applicable Interest Payment Date or on said Interest Payment Date, from said Interest Payment Date or, if no interest has been paid, from the Issuance Date specified above, at the Interest Rate per annum specified above, semiannually, on June 1 and December 1 in each year, beginning December 1, 2019 (each an "Interest Payment Date"), until maturity. WesBanco Bank, Inc., Wheeling, West Virginia, shall act as registrar for the Bonds (the "Registrar") and the West Virginia Municipal Bond Commission, Charleston, West Virginia, shall act in the capacity of paying agent for the Bonds (the "Paying Agent").

Interest accruing on this Bond on and prior to the Maturity Date hereof shall be payable by check or draft mailed by the Paying Agent to the Registered Owner hereof as of the applicable Record Date (each May 15 and November 15) or, in the event of a default in the payment of Bonds, that special record date to be fixed by the Paying Agent by notice given to the Registered Owners not less than ten (10) days prior to said special record date at the address of such Registered Owner as it appears on the registration books of the Issuer maintained by the Registrar, or, at the option of any Registered Owner of at least \$500,000 in aggregate principal amount of Bonds, by wire transfer in immediately available funds to a domestic bank account specified in writing by the Registered Owner to the Paying Agent at least five (5) days prior to such Record Date. Principal and premium, if any, shall be paid when due upon presentation and surrender of this Bond for payment at the office of the Paying Agent. The Issuer and the Paying Agent shall not be required to issue or transfer any Bonds during a period beginning with the close of business on the Record Date next preceding any Interest Payment Date and ending at the close of business on such Interest Payment Date.

This Bond is one of a series of bonds of the Issuer designated as "Public School Bonds, Series 2019" (the "Bonds"), issued in the aggregate principal amount of Forty Two Million Two Hundred Thousand and 00/100 Dollars (\$42,200,000). The Bonds were authorized to be issued by a majority of voters at the primary election held on May 8, 2018. The Bonds are in fully registered form, without coupons, and are issued under the authority of and in full compliance with the Constitution and statutes of the State of West Virginia, including particularly, Chapter 13, Article 1 of the West Virginia Code, as amended (the "Act") and a resolution and order duly adopted by the Board of Education on December 3, 2018, and supplemented on April 25, 2019 (together, the "Authorizing Legislation"), for the purpose of providing funds for making certain improvements to school facilities in the Ohio County School District. The terms and provisions of the Authorizing Legislation are hereby incorporated by reference as if set forth fully herein.

This Bond may be transferred or exchanged by the Registered Owner hereof upon surrender of this Bond to the Registrar at its principal corporate trust office, accompanied by a written instrument or instruments of transfer in form, with instructions, and with guaranty of signature satisfactory to the Registrar, duly executed by the Registered Owner of this Bond or his attorney-in-fact or legal representative. The Registrar shall enter any transfer of ownership of this Bond in the registration books and shall authenticate and deliver in the name of the transferee or transferees a new fully registered bond or bonds of authorized denominations of the same maturity and form for the aggregate denominations of the same maturity and form for the aggregate amount which the transferee is entitled to receive at the earliest practicable time. The Issuer, the Registrar and the Paying Agent may deem and treat the registered owner hereof as the absolute owner thereof (whether or not this Bond shall be overdue) for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and the Issuer, the Registrar and the Paying Agent shall not be affected by any notice to the contrary. All payments made to the Registered Owner of a Bond, as herein provided, shall be valid and effectual to satisfy in full and discharge the liability of the Issuer upon the Bond as paid.

No recourse shall be had for the payment of the principal of or interest on this Bond, or for any claim based hereon or on the Authorizing Legislation, against any member, officer or employee, past, present, or future, of the Issuer or of any successor body, as such, either directly or through the Issuer or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, officers or employees is released as a condition of and as consideration for the issuance of this Bond.

The Bonds maturing on June 1, 2030 and thereafter are subject to redemption at the option of the Issuer prior to their respective dates of maturity on or after June 1, 2029, in whole or in part, in any order of maturity selected by the Issuer, and by lot within a maturity, at a redemption price equal to the principal amount of the Bonds to be redeemed, together with interest accrued to the date fixed for redemption.

In the event of such optional redemption, the Board may direct the maturity or maturities of the Bonds and the amounts thereof to be redeemed, provided that the Bonds will be redeemed in whole multiples of \$5,000 in principal amount and in the minimum principal amount of \$50,000.

Notice of any redemption of Bonds shall be given by the Registrar, on behalf of the Issuer, to the registered owners of the Bonds to be redeemed at least thirty (30) and not more than sixty (60) days prior to the date fixed for redemption, by registered or certified mail, at the address appearing in the registration records for the Bonds or at such other address as is furnished in writing by the registered owner to the Registrar. Failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceedings for the redemption of the Bonds and failure to mail such notice shall not affect the validity of any such proceedings for any Bond with respect to which no such failure has occurred. Notice of redemption having been given in the manner described herein, and moneys necessary for the redemption of the Bonds having been deposited, the Bonds specified in such notice shall, on the date fixed for redemption, become due and payable and from and after such date (unless the Issuer shall default in the payment of the redemption price), such Bonds shall cease to bear interest.

The Issuer has covenanted in the Authorizing Legislation that it shall include in its budget the amount of the debt service for each fiscal year of the Issuer in which principal and/or interest on the Bonds is payable, that it shall appropriate from its revenues any such sums for the payment of such debt service and that it shall duly and punctually cause to be paid when due, the principal of and interest on the Bonds.

Subject to the registration requirements set forth herein, this Bond, under the provisions of the Act is, and has all the qualities and incidents of, a negotiable instrument under the Uniform Commercial Code of the State of West Virginia.

The Issuer has caused CUSIP numbers to be printed on the Bonds, and has directed the Paying Agent to use such numbers in notices, if any, as a convenience to bondholders. No representation is made as to the accuracy of such numbers either as printed on the Bonds or as contained in any notice.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the laws of the State of West Virginia to exist, to have happened or to have been performed, precedent to or in connection with the issuance of this Bond or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; that this Bond is authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of West Virginia, and that legal provision has been made by the Board of Education for the levy and collection of a direct annual tax sufficient in amount to meet the payment of the interest and principal hereof, which shall have precedence over all other taxes for any purpose whatever, except bond issues heretofore or hereafter authorized and issued under the five percent limitation provided by the Better Schools Amendment of the Constitution of West Virginia, and said tax is levied outside the limits fixed by Section 1, Article X of the Constitution of West Virginia in the manner provided by Sections 8 and 10, Article X of the Constitution of West Virginia; that said levies do not exceed any constitutional or statutory limitations; and that the amount of this Bond, together with all other indebtedness of the Board of Education, does not exceed any statutory or constitutional limitation thereon.

For payment of both principal and interest hereof, the full faith, credit and resources of the Board of Education are hereby irrevocably pledged within the limitations prescribed by the Constitution and statutes of the State of West Virginia.

This Bond shall not be entitled to any benefit under the Authorizing Legislation nor shall it be valid, obligatory or enforceable for any purpose until the Certificate of Authentication and Registration shall have been signed by the Registrar.

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IN WITNESS WHEREOF, THE BOARD OF EDUCATION OF THE COUNTY OF OHIO, WEST VIRGINIA, has caused this Bond to be duly signed in its name and on its behalf by its President and countersigned by its Secretary and has caused its corporate seal to be hereto affixed in the manner provided in the Authorizing Legislation, and has caused this Bond to be dated as of the date specified above.

THE BOARD OF EDUCATION OF THE
COUNTY OF OHIO

[SEAL]

By:



President

By:



Secretary

Unless this certificate is presented by an authorized representative of The Depository Trust Company, New York, New York ("DTC"), to the Issuer, the Registrar or the Paying Agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of CEDE & Co. or such other name as requested by an authorized representative of DTC, and any payment is made to CEDE & Co., THE TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, CEDE & Co., has an interest herein.

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ATTORNEY GENERAL'S APPROVAL

I, PATRICK MORRISEY, Attorney General of the State of West Virginia, do hereby certify that this Bond has been approved by me by virtue of the authority vested in me by Article 1, Chapter 13, of the West Virginia Code; that notice of my approval hereof was published as required by Section 25 of said Article 1; that 10 days have elapsed since the date of the last publication of such notice; that there has been no appeal from my approval to the Supreme Court of Appeals; and that this Bond has become incontestable, under and by virtue of the provisions of said Article 1, Chapter 13, and is a binding obligation upon the Board of Education of the County of Ohio, the authority issuing the same, and upon the taxable property within the Ohio County School District, and that by reason of the provisions of said Article 1, Chapter 13, no one has the right hereafter to contest in any court or in any action or proceeding the validity of this Bond for any cause whatsoever.

WITNESS my hand as of the dated date of this Bond.

By: _____

 **SPECIMEN**

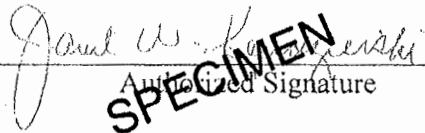
Attorney General
State of West Virginia

CERTIFICATE OF AUTHENTICATION AND REGISTRATION

This Bond is one of the Bonds of the Series designated therein, described in the within-mentioned Authorizing Legislation, and has been duly registered in the name of the Registered Owner set forth above, as of the date set forth below. The signed original opinion of Dinsmore & Shohl LLP, bond counsel, is on file with the undersigned, which opinion is dated the date of the original delivery of and payment for the Bonds.

WESBANCO BANK, INC., Registrar

By:


Authorized Signature

SPECIMEN

Date of Registration and Authentication: May 9, 2019.

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto

(name and address of assignee)

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer said Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

Signature

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without any alteration or change whatever.

WEST VIRGINIA MUNICIPAL BOND COMMISSION**NEW ISSUE REPORT FORM**

900 Pennsylvania Avenue, Suite 1117, Charleston, WV 25302

Phone: (304) 558-3971

FAX: (304) 558-1280

mbc.wv.gov

Date of Report: May 9, 2019

ISSUE: The Board of Education of the County of Ohio (West Virginia) Public School Bonds, Series 2019

ADDRESS: 2203 National Road, Wheeling, West Virginia 26003

COUNTY: Ohio

PURPOSE OF ISSUE: ☒ New Money
☐ Refunding

Refunding issue(s) dated: _____

ISSUE DATE: May 9, 2019

RATE: See Schedule A ADMIN FEE: _____

ISSUE AMOUNT: \$42,200,000

1st DEBT SERVICE DUE: December 1, 2019

1st PRINCIPAL DUE: June 1, 2020

1st DEBT SERVICE AMOUNT: \$704,306.67

PAYING AGENT: WV Municipal Bond Commission

BOND COUNSEL: Dinsmore & Shohl LLP

UNDERWRITERS COUNSEL: _____

Contact Name: Franki L. Parsons, Esq.

Contact Name: _____

Phone: (304) 357-9963

Phone: _____

Email: franki.parsons@dinsmore.com

Email: _____

CLOSING BANK: WesBanco Bank, Inc.

ESCROW TRUSTEE: _____

Contact Name: Janet Shelburne

Contact Name: _____

Phone: (304) 234-9436

Phone: _____

Email: shelburnej@wesbanco.com

Email: _____

KNOWLEDGEABLE ISSUER CONTACT:

OTHER: Piper Jaffray & Co. (Financial Advisor)

Contact Name: Steven Bieniek

Contact Name: Joseph Nassif

Title: Treasurer

Title: Managing Director

Phone: (304) 243-0340

Phone: (304) 343-7101

Email: sbieniek@k12.wv.us

Email: Joseph.E.Nassif@pjc.com

DEPOSITS TO MBC AT CLOSE: _____

Accrued Interest: _____

By: Wire _____

Capitalized Interest: _____

Check _____

Reserve Account: _____

In-house Transfer _____

Other: _____

REFUNDS & TRANSFERS BY MBC AT CLOSE:

To Escrow Trustee: _____

By: Wire _____

To Issuer: _____

Check _____

To Cons. Invest Fund: _____

IGT _____

To Other: _____

ISSUER NUMBERS:

BANK ID NUMBER: _____

CUSIP: _____

ACCOUNT NUMBER: _____

PROGRAM NUMBER: _____

NOTES: See Schedule B for Debt Service Schedule

FOR MUNICIPAL BOND COMMISSION USE ONLY:

Documents Required: _____ Transfers Required: _____