

NEW ISSUE – BOOK-ENTRY ONLY

Independent School District No. 128
of Grady County, Oklahoma

(Amber-Pocasset Board of Education)

PRELIMINARY OFFICIAL STATEMENT

DATED: November 18, 2020

\$1,585,000 Combined Purpose Bonds of 2021
(Federally Taxable)

SEALED BIDS WILL BE RECEIVED UNTIL:
12:45 o'clock p.m., on the 2nd day of December, 2020

The bids will be opened and read and shall be awarded at the first Board of Education meeting held after the bids are due. This is expected to occur at 1:00 o'clock p.m. on the 2nd day of December, 2020

FINANCIAL ADVISOR
STEPHEN H. MCDONALD & ASSOCIATES, INC.

OFFICIAL BID FORM – Exhibit B

2nd day of December, 2020

Board of Education
Independent School District No. 128
Grady County, Oklahoma

Gentlemen:

For your issue of General Obligation Combined Purpose Bonds of 2021 (Federally Taxable), dated January 1, 2021, of the par value of \$1,585,000 with principal and semi-annual interest payable through The Depository Trust Company (“DTC”) by UMB Bank, n.a., Oklahoma City, Oklahoma, as Paying Agent and Registrar, we hereby agree to pay you therefor a price of par and accrued interest plus a total premium of \$ _____ for bonds maturing and bearing interest as follows:

\$15,000 due 1-1-2023 @ _____%

\$1,570,000 due 1-1-2024 @ _____%

Net Interest Cost: \$ _____

Average Interest Rate: _____%

Delivery of the Bonds shall be made at our (the purchaser’s) expense through DTC against payment of the agreed upon purchase price under the following stipulations: (1) that said Bonds are to be in the hands of the Attorney General of the State of Oklahoma for examination within 30 days from this date without litigation pending; (2) that within 10 days after approval of said Bonds by the Attorney General, we are to be furnished with certified transcript of proceedings covering this issue; (3) that the Bonds shall be tendered to us for payment within 35 days after their approval by the Attorney General which shall not exceed 70 days from this date; and (4) after the expiration of the 30 day contest period we are to be furnished with such additional showings as may be necessary to establish legality, legal delivery and freedom from litigation all to the satisfaction of _____, Bond Counsel, whose fee we will pay, otherwise delivery shall be made to us but only at our option.

We agree to provide the Paying Agent and Registrar a complete and accurate list of bondholders, with such other information as it may require, at least five (5) business days prior to the date of closing. We further agree to indemnify and hold the School District and its Paying Agent and Registrar harmless for any loss or liability resulting from errors or omissions in the list so provided to said Paying Agent and Registrar.

We attach hereto certified or cashier's check in the sum of \$31,700.00 to be held by you uncashed and to be forfeited to you as full liquidated damages in the event we fail or refuse to comply with the terms of this agreement; said check to be returned to us (1) immediately if this proposal is rejected or (2) 70 days from this date if demanded by us, in the event you are unable to comply with the provisions hereof.

This bid is a firm offer for the purchase of the Bonds identified in the Notice of Sale of Bonds and is not subject to any conditions, except as permitted under the terms of the Notice of Sale of Bonds. This bid shall not be revocable. The undersigned has an established industry reputation for underwriting new issuances of municipal bonds.

This proposal is made for immediate acceptance or rejection.

Respectfully submitted,

By: _____

At a legal meeting held on the date first above written, the above proposal was considered and upon motion regularly made, seconded and carried was accepted and the bonds sold, awarded and ordered delivered in compliance with the terms and conditions hereof.

WITNESS our official hands and seal the date first above written.

President, Board of Education

ATTEST:

Clerk, Board of Education

(SEAL)

NOTICE OF SALE OF BONDS

Conditions of Sale

Independent School District No. 128 Grady County, Oklahoma

\$1,585,000 Combined Purpose Bonds of 2021 (Federally Taxable)

Place and Time of Sale

The Board of Education of Independent School District No. 128 of Grady County, Oklahoma (the "School District"), will receive sealed bids at the Superintendent's Office, Amber-Pocasset High School, Amber-Pocasset Public Schools, 401 East Main Street, Amber, Oklahoma, **until 12:45 o'clock p.m., Wednesday, the 2nd day of December, 2020**, for the sale of its \$1,585,000 Combined Purpose Bonds of 2021 (the "Bonds"), more completely described in the "Preliminary Official Statement". The bids will be opened and read and shall be awarded at the first Board of Education meeting held after the bids are due. This is expected to occur at 1:00 o'clock p.m. on the 2nd day of December, 2020.

Address of Bids

Sealed bids, plainly marked "Bid for Bonds", may be mailed either to "Mr. Jerime Parker, Superintendent of Schools, Amber-Pocasset Public Schools, P. O. Box 38, Amber, Oklahoma 73004" or to the School District's Financial Advisor, Stephen H. McDonald & Associates, Inc., ATTN: Ron Fisher, 2200 McKown Drive, Norman, Oklahoma 73072. Sealed bids must be submitted in duplicate on the Official Bid Form furnished herein.

Types of Bids and Interest Rates

The Bonds will be sold in one block, all or none, and no bid of less than par and accrued interest will be considered. Bidders must specify the rate or rates of interest the Bonds will bear. No interest rate in excess of ten percent (10%) will be considered. Bidders shall specify the rate or rates of interest in multiples of one-eighth (1/8) or one-twentieth (1/20) of one percent per annum. Bidders are not restricted as to the number of rates that may be named, provided that the same rate shall be specified for all bonds of the same maturity.

Basis for Award

For the purpose of awarding the Bonds, the interest cost of each bid will be computed by determining, at the rate or rates specified therein, the total of all interest on the Bonds from the date thereof to their respective maturities, and deducting therefrom the premium bid, if any. The Bonds, if sold, will be awarded to the bidder whose bid, on the basis of the above computation produces the lowest interest cost to the School District. **THE BOARD OF EDUCATION RESERVES THE RIGHT TO REJECT ALL BIDS AND TO WAIVE ANY MINOR IRREGULARITIES.**

Good Faith Deposit

Each bid must be accompanied by a good faith deposit in the form of a Certified or Cashier's Check made payable to the Treasurer of the School District in the amount of two percent (2%) of the par value of the Bonds, or \$31,700.00. The good faith deposit of the successful bidder will be retained by the School District to assure performance of the contract on the part of said bidder. In the event said bidder should fail or refuse to take up and pay for the Bonds in accordance with his bid, then said check will be cashed as full liquidated damages. Otherwise, said check will be returned to the purchaser upon payment for the Bonds. No interest will be allowed on said check. Checks of unsuccessful bidders will be promptly returned.

Book-Entry Only Bonds

The Bonds are being issued book-entry only and a complete transcript of the legal proceedings had in connection with the issuance of the Bonds will be furnished to the purchaser at no expense.

Legal Opinion

Bids may be submitted subject to the opinion of the Attorney General, which will be provided by the School District without cost. Bids may also be submitted subject to the approving opinion of a recognized Bond Counsel, which opinion shall be obtained at the purchaser's expense.

Ratings

Neither the School District nor its Financial Advisor has obtained, nor do they plan to obtain, a rating of the Bonds by any rating agency other than The Municipal Rating Committee of Oklahoma, Inc.

Tax Status of the Bonds

It is expected that interest on the Bonds will be included in gross income for federal income tax purposes, and that interest on the Bonds will be exempt from State of Oklahoma income taxation.

Non-Litigation Certificate

At the time of delivery of the Bonds, the School District will execute and furnish the purchaser with a certificate to the effect that no litigation of any nature has been filed or is then pending to restrain or enjoin the issuance of delivery of the Bonds, or affecting the provision made for their payment or security, or in any manner questioning the validity of the Bonds.

Compliance with SEC Rule 15c2-12

Official Statement. The School District has prepared the accompanying Preliminary Official Statement, and for the limited purpose of complying with Rule 15c2-12, promulgated by the Securities and Exchange Commission, deems such Preliminary Official Statement to be final as of its date within the meaning of such Rule for the purpose of review prior to bidding. The School District will furnish to the Purchaser or Purchasers acting through a designated senior representative, in accordance with instructions received from the Purchaser(s), within seven (7) business days from the sale date a maximum of 20 copies of a Final Official Statement reflecting interest rates and other terms relating to the initial reoffering of the Bonds. The cost of any Final Official Statements in excess of the number specified shall be prepared and distributed at the cost of the Purchaser(s). The Purchaser(s) shall be responsible for providing the initial reoffering prices and other terms, if any, to the Financial Consultant by the close of the next business day after the sale. Except as noted above, the School District assumes no responsibility or obligation for the distribution or delivery of any copies of the Final Official Statement in connection with the offering or reoffering of the Bonds.

Continuing Disclosure. The School District will undertake, pursuant to Rule 15c2-12, in a written agreement for the benefit of holders of the Bonds, to submit financial and operating information for the School District not later than ten months following the end of the fiscal year in which the bonds are issued (as of the date of this document, June 30 is the end of the fiscal year), and to provide notice of certain events to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access (EMMA) system. A description of such undertaking is set forth in the Preliminary Official Statement and will also be set forth in the Final Official Statement.

CUSIP Numbers

CUSIP identification numbers will be printed on the Bonds if assigned by the CUSIP Service Bureau, but neither the failure to print the numbers nor any error with respect thereto shall constitute cause for refusal by the purchaser to accept delivery of the Bonds. All expenses in relation to the printing of the CUSIP Service Bureau numbers shall be paid by the School District except that the CUSIP Service Bureau charge for the assignment of numbers shall be the responsibility of and paid by the purchaser of the Bonds.

Delivery

Delivery of the Bonds shall be made at the expense of the Purchaser through The Depository Trust Company ("DTC") against payment of the agreed upon purchase price. Delivery of the Bonds to the purchaser is anticipated on or about the 14th day of January, 2021.

Additional Information

Additional information may be obtained from the School District's Financial Advisor, Stephen H. McDonald & Associates, Inc., 2200 McKown Drive, Norman, Oklahoma 73072. Contact Ron Fisher at (405) 329-0123, ext. 25; or ronfisher@shmcDonald.net.

NEW ISSUE – BOOK-ENTRY ONLY

Rating: Oklahoma #1

In the opinion of Bond Counsel, under existing law, interest on the Bonds is included in the gross income of the owners thereof for Federal income tax purposes, and interest on the Bonds is exempt from Oklahoma income taxation. See “Tax Matters” herein.

\$1,585,000
Independent School District No. 128
Grady County, Oklahoma
(Amber-Pocasset Public Schools)
Combined Purpose Bonds of 2021
(Federally Taxable)

Dated: January 1, 2021

Due: January 1, as shown below

The Bonds are being issued by Independent School District No. 128 of Grady County, Oklahoma (the “School District”). The Bonds are dated as of January 1, 2021. Interest on the Bonds is payable semiannually on January 1 and July 1 of each year (each an “Interest Payment Date”), commencing July 1, 2022. The Bonds will be initially issued, in fully registered form, in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York. Purchases of the Bonds will be made in book-entry form only, through brokers and dealers who are, or who act through DTC participants. Purchases of the Bonds may be made in the denomination of \$5,000 or any integral multiple thereof. **Beneficial owners of the Bonds will not receive physical delivery of Bond certificates so long as DTC or a successor securities depository acts as the securities depository with respect to the Bonds.** So long as DTC or its nominee is the registered owner of the Bonds, payment of the principal and interest on the Bonds will be payable by UMB Bank, n.a., Oklahoma City, Oklahoma, as initial Paying Agent and Registrar (the “Paying Agent and Registrar”), to DTC or its nominee and disbursement of such payments to DTC Participants will be the responsibility of DTC and disbursement of such payments to beneficial owners of the Bonds will be the responsibility of DTC Participants and Indirect Participants. No physical delivery of the Bonds will be made to the owners thereof. (see “The Bonds – Book-Entry System” herein).

The Bonds are not callable prior to their stated maturities.

The proceeds from the Bonds will be used to construct, furnish, equip, and/or acquire a new Gymnasium/Activity Center to include, but not be limited to: electrical panels and sub panels, electrical fixtures, sealants and waterproofing, doors, door frames and door hardware, and paint; construct, furnish, equip, and/or acquire an elementary classroom addition to include, but not be limited to: doors, door frames and door hardware; construct, furnish, equip, and/or acquire a new High School/Junior High School building to include, but not be limited to: demolition, utilities, site work and fire suppression equipment; and any other property improved, acquired or installed, as well as to pay all legal, financial and other costs relating to the issuance of the Bonds, as described herein.

The Bonds are direct and general obligations of the School District and are payable as to principal and interest from ad valorem taxes which are required to be levied on all taxable property within the School District, without limitation as to rate or amount.

Maturity Schedule

| Due January 1 | Principal Amount | Interest Rate | Yield | Due January 1 | Principal Amount | Interest Rate | Yield |
|------------------|---------------------|------------------|-------|------------------|---------------------|------------------|-------|
| 2023 | \$15,000 | | | 2024 | \$1,570,000 | | |

This cover page contains only a brief description of the Bonds and the security therefor. It is not a summary of this issue. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued by the School District, and subject to the approving opinion of Bond Counsel. It is expected that the Bonds will be available for delivery on or about the 14th day of January, 2021.

FINANCIAL ADVISOR
STEPHEN H. MCDONALD & ASSOCIATES, INC.
Norman, Oklahoma

**Board of Education
Independent School District No. 128
Grady County, Oklahoma**

DeAnn Mittelstaedt, *President*
John Nicholas, *Vice President*
Matt Caves, *Clerk and Member*
Kami Ratcliff, *Member*
Michael Bradford, *Member*

SCHOOL ADMINISTRATION

Jerime Parker, *Superintendent of Schools*
Darrel Johnston, *School District Treasurer*

FINANCIAL ADVISOR

Stephen H. McDonald & Associates, Inc.
Norman, Oklahoma

This Official Statement, which includes the cover page and the Exhibits hereto, does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds, by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

No dealer, broker, salesperson or other person has been authorized by the School District or the Financial Advisor to give information or to make any representation other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing.

The information set forth herein has been obtained from the School District and other sources believed to be reliable, but such information is not guaranteed as to accuracy or completeness and is not to be construed as the promise or guarantee of the Financial Advisor. This Official Statement contains, in part, estimates and matters of opinion which are not intended as statements of fact, and no representation is made as to the correctness of such estimates and opinions, or that they will be realized.

The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the School District, or in the information or opinions set forth herein, since the date of this Official Statement.

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Appendix A - Continuing Disclosure Certificate
Exhibit A - Selected material taken from audited Financial Statements for the Fiscal Year Ended
June 30, 2019

INTRODUCTORY STATEMENT

This Official Statement, including the Exhibits attached hereto (if any), has been prepared on behalf of Independent School District No. 128 of Grady County, Oklahoma (the "School District"), in connection with the original issuance and sale by the School District of its Combined Purpose Bonds of 2021 (the "Bonds").

All financial and other information presented in this Official Statement has been provided by the School District from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources is intended to show recent historic information, and is not intended to indicate future or continuing trends in the financial position or other affairs of the School District. No representation is made that past experience, as is shown by such financial and other information, will necessarily continue or be repeated in the future.

Reference to provisions of Oklahoma law, whether codified in the Oklahoma Constitution or the Oklahoma Statutes are references to current provisions. These provisions are subject to amendment, repeal or supplement.

THE BONDS

Authorization and Purpose

The Bonds are being issued and offered pursuant to the authority set forth in Article 10, Section 26 of the Oklahoma Constitution, as amended, Oklahoma Statutes 2011, Title 62§353 and 354, Title 70§15-101ff and/or 106, and a Bond Resolution of the Board of Education of the School District to be adopted on the 2nd day of December, 2020. The Bonds were authorized to be issued at special elections held in the School District on the 3rd day of April, 2012, the 5th day of April, 2016, and the 12th day of February, 2019.

Proceeds from the Bonds will be used to construct, furnish, equip, and/or acquire a new Gymnasium/Activity Center to include, but not be limited to: electrical panels and sub panels, electrical fixtures, sealants and waterproofing, doors, door frames and door hardware, and paint; construct, furnish, equip, and/or acquire an elementary classroom addition to include, but not be limited to: doors, door frames and door hardware; construct, furnish, equip, and/or acquire a new High School/Junior High School building to include, but not be limited to: demolition, utilities, site work and fire suppression equipment; and any other property improved, acquired or installed, as well as to pay all legal, financial and other costs relating to the issuance of the Bonds.

General Description

The Bonds are dated January 1, 2021, are fully registered bonds, and are in denominations of \$5,000 or any integral multiple thereof. The Bonds bear interest from January 1, 2021, and interest will be paid semiannually on January 1 and July 1 of each year (each an "Interest Payment Date"), commencing July 1, 2022. It is anticipated that the Bonds will be available for delivery on or about the 14th day of January, 2021.

The principal of the Bonds is payable, when due, at the designated corporate trust office of UMB Bank, n.a. (the "Registrar" and "Paying Agent"), in Oklahoma City, Oklahoma. Interest on the Bonds will be paid on each Interest Payment Date by check mailed to the registered owner thereof at the address shown on the registration books maintained by the Registrar and Paying Agent at the close of business on the 15th day of the calendar month preceding the Interest Payment Date, or if such day is a Saturday, Sunday or holiday, on the next preceding business day (the "Record Date").

Redemption Prior to Maturity

The Bonds are not callable prior to their stated maturity.

Tax Status of the Bonds

It is expected that interest on the Bonds will be included in gross income for federal income tax purposes, and that interest on the Bonds will be exempt from State of Oklahoma income taxation. See the section titled “Tax Matters” herein.

Registration and Transfer

Bonds presented to the Registrar for transfer after the close of business on a Record Date and before the close of business on the next subsequent Interest Payment Date will be registered in the name of the transferee but the interest payment will be made to the registered owners shown on the books of the Registrar as of the close of business on the Record Date.

The Bonds will be initially registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), New York, New York, which will act as securities depository for the Bonds. Principal and interest on the Bonds will be paid by the Paying Agent and Registrar to DTC. Disbursements of such payments to the DTC Participants is the responsibility of DTC and disbursement of such payments to the Beneficial Owners is the responsibility of the DTC Participants and the Indirect Participants, as more fully described in the section titled “Book-Entry System.”

Book-Entry System

THE INFORMATION IN THIS SECTION, “BOOK-ENTRY SYSTEM”, HAS BEEN FURNISHED BY THE DEPOSITORY TRUST COMPANY. NO REPRESENTATION IS MADE BY THE SCHOOL DISTRICT AS TO THE COMPLETENESS OR ACCURACY OF SUCH INFORMATION. THE SCHOOL DISTRICT SHALL HAVE NO RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR THE PERSONS FOR WHICH THEY ACT AS NOMINEES WITH RESPECT TO THE BONDS, OR FOR ANY PRINCIPAL, PREMIUM, IF ANY, OR INTEREST PAYMENT THEREOF.

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds. The Bonds 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 Bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of each such maturity, and will be deposited with DTC at the office of the Paying Agent and Registrar on behalf of DTC utilizing the DTC FAST system of registration.

DTC, the world’s largest 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 2.2 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instrument 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, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, AND EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. 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 rating of “AA+” from S&P Global Ratings, a Standard and Poor’s Financial Services LLC business. 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 and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“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 Bonds 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 the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC (or the Paying Agent and Registrar on behalf of DTC utilizing the DTC FAST system of registration) 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 Bonds with DTC (or the Paying Agent and Registrar on behalf of DTC utilizing the DTC FAST system of registration) and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds 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.

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.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC’s Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the School District 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 the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

All payments on the Bonds 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 the School District 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 the School District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of any payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the School District or Agent. Disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

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

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

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

Security and Source of Payment

The Bonds, in the opinion of Bond Counsel, are direct and general obligations of the School District and are payable as to both principal and interest from ad valorem taxes to be levied against all taxable property within the School District, without limitation as to rate or amount.

Ad valorem taxes for the Bonds shall be levied annually beginning in Fiscal Year 2021-22, shall become delinquent one-half on January 1 and one-half on April 1 of each year, and are required to be collected by the County Treasurer, apportioned and paid over to the School District Treasurer, and then deposited directly and only into the Sinking Fund of the School District. IN NO EVENT MAY SUCH AD VALOREM TAXES BE DEPOSITED INTO THE GENERAL FUND OR ANY FUND OF THE SCHOOL DISTRICT OTHER THAN THE SINKING FUND.

As stated above, the Bonds are payable from ad valorem taxes on all taxable property within the School District including real, personal and public service property, and any other moneys available for such purpose. Real and personal property in the School District is currently assessed at a rate of approximately 11% of estimated full market value. Public service property assessments are determined by the Oklahoma State Tax Commission, and currently the assessment ratio is approximately 11.84% of estimated full market value of airline and railroad property and 22.85% of estimated full market value of all other public service property. Pursuant to Oklahoma statutes, County Assessors are required to reassess property within the County at least once each five years. The School District is required to pay its proportionate share of the cost of such reassessment.

Ad valorem tax rates for Sinking Fund purposes are determined by ascertaining the actual dollars of revenues required for payment of principal and interest on indebtedness, fees to fiscal and paying agents and judicial judgments. Such total amount may be reduced by any surplus from the prior fiscal year and any contributions made into the Sinking Fund. To the resulting net requirements a reserve for delinquent taxes, in an amount of not less than 5% nor more than 20% of the net required tax collection, shall be added to the required collections. Such final total

requirements shall then be divided by the total net assessed valuation of all real, personal and public service property in order to determine the appropriate tax rate for each property owner.

One hundred percent (100%) of the School District's Sinking (Debt Service) Fund revenues come from locally collected ad valorem taxes. None of these ad valorem taxes are collected or disbursed by the State of Oklahoma. Furthermore, as stated above, Sinking Fund taxes are collected by the County Treasurers of the counties in which the School District is situated, are apportioned and paid over to the School District Treasurer and cannot, by Oklahoma Law, be placed in any fund of the School District other than the Sinking Fund. They may be used only for the payment of principal of and interest on indebtedness (including judicial judgments) of the School District.

INDEPENDENT SCHOOL DISTRICT NO. 128, GRADY COUNTY, OKLAHOMA

General Information

The School District is located in south central Oklahoma, in Grady County, approximately 37 miles southwest of the City of Oklahoma City, Oklahoma. The School District, encompassing approximately 146 square miles, serves the Towns of Amber and Pocasset (populations: 419 and 156) and the surrounding rural area in Grady County. School District administrators estimate the population of the School District to be approximately 1,840 people. The School District employs 38 certified teachers, has an enrollment of 448, and operates 5 regular bus routes transporting approximately 95% of the student body to and from school daily. The School District is fully accredited by the Oklahoma State Department of Education.

Residents of the School District are employed at businesses in the Town of Amber and surrounding communities, with those not so employed primarily engaged in farming and ranching. No separate employment figures are available for the School District; however, preliminary figures provided by the United States Department of Labor's Bureau of Labor Statistics indicate the current (September 2020) unemployment rate for Grady County is 5.2% compared to 5.1% in the State of Oklahoma as a whole, and 7.7% for the United States.

FINANCIAL MATTERS

Ad Valorem Taxes

Taxable property in the State of Oklahoma (the "State") is placed in one of three classifications: real property, personal property, and public service property. Assessment ratios for real and personal property are determined locally by each County Assessor within guidelines established by the State Board of Equalization and the Oklahoma Tax Commission. Real property assessment ratios may range from 11% to 13.5% of full market value, and personal property assessment ratios may range from 10% to 15%. The assessment ratio for public service property is determined on a statewide basis by the Oklahoma Tax Commission. Currently, real and personal property in the County is assessed at a ratio of 11% of full market value. Public service property is assessed at a ratio of 11.84% of estimated full market value of airline and railroad property and 22.85% of estimated full market value of all other public service property. County Assessors are required to reassess property within the County at least once each five years. The School District is required to pay its proportionate share of the cost of such reassessment.

School districts in Oklahoma are limited to a total of thirty-five (35) mills ad valorem tax for operating (General Fund) purposes, and five (5) mills for Building Fund purposes. In addition, Oklahoma statutes require that the School District each year make an ad valorem tax levy for a Sinking Fund which shall, with cash and investments in the fund, be sufficient to pay all the bonded

indebtedness, interest and one-third of all outstanding judgments coming due in the following year. Such funds are placed in the School District's Sinking Fund and are expended only for these purposes. The ad valorem tax rates for Sinking Fund purposes are determined by ascertaining the actual dollars of revenues required for payment of principal and interest on indebtedness and judicial judgments. Such total amount may be reduced by any surplus from the prior fiscal year and any contributions made into the Sinking Fund in lieu of ad valorem taxes. To the resulting net requirements a reserve for delinquent taxes, in an amount of not less than 5% nor more than 20% of the net required tax collection, shall be added to the required collections. Such final total requirements shall then be divided by the total net assessed valuation of all taxable property in order to determine the appropriate tax rate for each property owner.

After review and approval by the Board of Education, copies of the Sinking Fund Estimate are submitted to the County Excise Board to determine the ad valorem tax levy and appropriations. This submission is required to be made by August 27th of each year. The estimates are for the purposes of determining ad valorem taxes required to fund the General, Building, and Sinking Funds. The amounts contained in the Estimate of Needs are verified by the County Excise Board and, upon verification, the levy contained therein is ordered to be certified to the County Assessor in order that the County Assessor may extend said levy upon the tax rolls for the year for which the Estimate of Needs is submitted. While the County Excise Board may make recommendations with respect to the levy request, it only has the authority to change the reserve for delinquent taxes.

The County Assessor is required to file a tax roll report on or before October 1 of each year with the County Treasurer indicating the net assessed valuation for each municipality within the County. This report includes the assessed valuation for all real, personal and public service property. The County Treasurer has fifteen days after receipt of the tax roll report to start collecting taxes. The first half of taxes is due and payable on November 1 of each year. The second half is due and payable on or before April 1 of each year. However, if the first half is not paid by January 1, both first and second half are declared delinquent as of January 1. If the first half taxes are paid in a timely manner and the second half taxes are not paid on or before April 1, the taxes are considered delinquent. Interest accrues on delinquent taxes at the rate of 1.5% monthly (18% annually), to a maximum of 100% of the taxes due and owing, until such time as the delinquent taxes are paid. In the event taxes and accrued interest are not paid, the property is sold at tax sale on October 1 and the purchaser is issued a certificate of tax lien; however, the original owner of the property has two years in which to redeem the property by paying the taxes, interest and penalties owed. If, at the end of two years he has not done so, the purchaser may then apply for a deed to the property. If there is no purchaser, then the county acquires the same lien and the property is auctioned after approximately two and one-half years.

Compliance with Constitutional Debt Limitation

The current, summary debt statement of the School District revised from that filed with the State of Oklahoma as of June 30, 2020, is shown below:

| | |
|--|---------------|
| 2020-21 Estimated Full Market Value | \$543,712,064 |
| 2020-21 Assessed Valuation, including Homestead Exemptions | \$64,896,004 |
| 2020-21 Assessed Valuation, excluding Homestead Exemption | \$64,338,123 |

The County or Counties indicated below, if any, have held an election under Oklahoma Constitution Article X, §6(B) approving an exemption of certain household and personal property from ad valorem taxation. Accordingly, said County or Counties have calculated the “millage adjustment factor” to be applied to debt percentage limits under Article 10, Section 26(b), resulting in an adjusted debt limit. The adjusted debt limit is as follows:

| County | Net Assessed Valuation | District Unadjusted Legal Debt Limit (1) | Millage Adjustment Factor (If App.) | District Adjusted Legal Debt Limit (2) |
|--|------------------------|--|-------------------------------------|--|
| Grady County | \$64,338,123 | \$6,433,812.30 | 1.03435360000 | <u>\$6,654,836.91</u> |
| TOTAL ADJUSTED LEGAL DEBT LIMIT (BONDING CAPACITY) | | | | \$6,654,836.91 |

(1) Net Assessed Valuation times 10%.

(2) District Unadjusted Legal Debt Limit times Millage Adjustment Factor.

| | | |
|--|----------------|-------------|
| Total Bonded Indebtedness (including the Bonds) | \$3,200,000 | |
| Less: Current Sinking Fund Balance | <u>277,522</u> | |
| Net General Obligation Bonded Indebtedness | | \$2,922,478 |
| Remaining Bonding Capacity | | \$3,732,359 |
| Ratio of Net General Obligation Bonded Indebtedness to Net Assessed Valuation | | 4.54% |
| Ratio of Net General Obligation Bonded Indebtedness to Estimated Full Market Value | | 0.54% |

Authorized but Unissued Bonds

The School District has an additional \$24,975,000 in bonds authorized to be issued. It is anticipated that the remaining bonds will be issued as follows: \$1,665,000 in July 2022; \$1,665,000 in July 2023; \$1,665,000 in July 2024; \$1,665,000 in July 2025; \$1,665,000 in July 2026; \$1,665,000 in July 2027; \$1,665,000 in July 2028; \$1,665,000 in July 2029; \$1,665,000 in July 2030; \$1,665,000 in July 2031; \$1,665,000 in July 2032; \$1,665,000 in July 2033; \$1,665,000 in July 2034; \$1,665,000 in July 2035; and \$1,665,000 in July 2036.

Composition and Growth of the Net Assessed Valuation

The composition of the Net Assessed Valuation of the School District for the Fiscal Year 2020-21 is as follows:

| Property | Grady County | Percentage |
|----------------|-----------------|------------|
| Real | \$12,122,272 | 18.84% |
| Personal | \$42,405,436 | 65.91% |
| Public Service | \$9,810,415 | 15.25% |
| TOTAL | \$64,338,123 | 100.00% |

The growth of the Net Assessed Valuation of the School District for the past ten years has been as follows:

| Fiscal Year | Amount | Fiscal Year | Amount |
|----------------|--------------|----------------|--------------|
| 2020-2021 | \$64,338,123 | 2015-2016 | \$31,266,862 |
| 2019-2020 | \$61,294,416 | 2014-2015 | \$32,661,481 |
| 2018-2019 | \$38,605,019 | 2013-2014 | \$24,880,823 |
| 2017-2018 | \$29,164,647 | 2012-2013 | \$24,622,201 |
| 2016-2017 | \$29,513,141 | 2011-2012 | \$24,190,771 |

During this period, the Net Assessed Valuation of the School District increased \$40,147,352 or 165.96%.

General Obligation Bonded Debt Outstanding

| Date of Issuance | Original Principal Amount | Remaining Maturities | Maturity Dates | Total Outstanding |
|---------------------|---------------------------------|-------------------------|-------------------|----------------------|
| 6-1-18 | \$1,140,000 | \$570,000 | 6-1-21 | \$570,000 |
| 6-1-19 | \$570,000 | \$570,000 | 6-1-21 | \$570,000 |
| 9-1-19 | \$2,060,000 | \$505,000 | 9-1-21 | |
| | | \$1,555,000 | 9-1-22 | \$2,060,000 |
| TOTAL | | | | \$3,200,000 |

Annual Debt Service Requirements of General Obligation Bonded Debt Outstanding

| Fiscal Year | Existing Bonds | | Combined Purpose Bonds* | | Total New Debt Service Requirement |
|--------------|-----------------------|---------------------|-------------------------|--------------------|------------------------------------|
| | Principal | Interest | Principal | Interest | |
| 2020-2021 | \$1,140,000.00 | \$84,937.50 | | | \$1,224,937.50 |
| 2021-2022 | \$505,000.00 | \$39,765.00 | | | \$544,765.00 |
| 2022-2023 | \$1,555,000.00 | \$17,105.00 | \$15,000.00 | \$31,700.00 | \$1,618,805.00 |
| 2023-2024 | | | \$1,570,000.00 | \$15,700.00 | \$1,585,700.00 |
| TOTAL | \$3,200,000.00 | \$141,807.50 | \$1,585,000.00 | \$47,400.00 | \$4,974,207.50 |

* The average annual interest rate on the Bonds is assumed to be 1.00%.

Net Direct, Overlapping and Underlying General Obligation Bonded Indebtedness (as of June 30, 2020)

| Municipality | Net Indebtedness | Amount Applying to the School Dist. | Ratio to Assessed Value of the School Dist. | Per Capita Debt |
|---------------------------|--------------------|-------------------------------------|---|-------------------|
| Amber-Pocasset Sch. Dist. | \$2,922,478 | \$2,922,478 | 4.54% | \$1,588.30 |
| Town of Amber | \$0 | \$0 | 0.00% | \$0.00 |
| Canadian Valley Tech. Ctr | \$4,733,492 | \$128,639 | 0.20% | \$69.91 |
| Grady County | \$0 | \$0 | 0.00% | \$0.00 |
| TOTAL | \$7,655,970 | \$3,051,117 | 4.74% | \$1,658.21 |

Sinking Fund Tax Collections

| Fiscal Year | Total Tax Levy | Current Tax Collections | Percentage of Levy Collected | Total Tax Collections | Percentage of Total Collected to Total Levy |
|-------------|----------------|-------------------------|------------------------------|-----------------------|---|
| 2019-2020 | \$953,972 | \$894,057 | 93.72% | \$898,597 | 94.20% |
| 2018-2019 | \$676,016 | \$631,257 | 93.38% | \$637,491 | 94.30% |
| 2017-2018 | \$590,139 | \$546,092 | 92.54% | \$549,934 | 93.19% |
| 2016-2017 | \$623,337 | \$567,346 | 91.02% | \$607,041 | 97.39% |
| 2015-2016 | \$576,579 | \$540,337 | 93.71% | \$546,440 | 94.77% |
| 2014-2015 | \$600,672 | \$607,973 | 101.22% | \$612,927 | 102.04% |

Trend of Tax Rates of Major Taxing Units*

| Fiscal Year | Amber-Pocasset Sch. Dist. | Town of Amber | Grady County | EMS District | Technology Center | Total Levy |
|-------------|---------------------------|---------------|--------------|--------------|-------------------|------------|
| 2011-2012 | 51.24 | 0.00 | 16.01 | 3.10 | 15.46 | 101.27 |
| 2012-2013 | 60.29 | 0.00 | 16.01 | 3.10 | 15.46 | 94.86 |
| 2013-2014 | 59.52 | 0.00 | 16.01 | 3.10 | 15.46 | 94.09 |
| 2014-2015 | 59.76 | 0.00 | 16.01 | 3.10 | 16.30 | 95.17 |
| 2015-2016 | 59.81 | 0.00 | 16.01 | 3.10 | 16.47 | 95.39 |
| 2016-2017 | 62.49 | 0.00 | 16.01 | 3.10 | 16.33 | 97.93 |
| 2017-2018 | 61.60 | 0.00 | 16.01 | 3.10 | 16.24 | 96.95 |
| 2018-2019 | 58.88 | 0.00 | 16.01 | 3.10 | 16.17 | 94.16 |
| 2019-2020 | 56.93 | 0.00 | 16.01 | 3.10 | 16.06 | 92.10 |
| 2020-2021 | 65.55 | 0.00 | 16.01 | 3.10 | 16.03 | 100.69 |

* Expressed in dollars per \$1,000 of net assessed valuation.

Largest Taxpayers

| Name of Taxpayer | Type of Business | Net Assessed Valuation |
|---|--------------------|------------------------|
| Iron Horse Midstream, LLC | Oil & Gas Industry | \$14,779,716 |
| Enable Gas Gathering | Oil & Gas Industry | \$5,973,554 |
| ONEOK Arbuckle II Pipeline | Pipeline | \$5,972,932 |
| Midship Pipeline Company, LLC | Pipeline | \$4,707,966 |
| Halliburton Energy Services | Oil & Gas Industry | \$2,379,766 |
| Sooner Pipe, LLC | Pipeline | \$2,344,776 |
| Blue Mountain Midstream LLC | Oil & Gas Industry | \$1,959,001 |
| DCP Operating Co. | Oil & Gas Industry | \$1,912,670 |
| Tenaris Global Services Corp. | Oil & Gas Industry | \$1,645,605 |
| Enable Gas Transmission, LLC | Oil & Gas Industry | \$1,470,062 |
| Total Net Assessed Valuation of Top Ten Taxpayers: | | \$43,146,048 |
| Percentage of School District's Net Assessed Valuation: | | 67.06% |

Source: Grady County Assessor's Office.

LITIGATION

To the knowledge of the School District, there is no litigation pending seeking to restrain or enjoin the issuance or delivery of the Bonds or questioning or affecting the legality of the Bonds or proceedings and authority under which the Bonds are to be issued. There is no litigation pending which in any manner questions the right of the School District to construct or finance the proposed improvements.

LEGAL MATTERS

All matters incident to the authorization and issuance of the Bonds are subject to the approval of the Attorney General of the State of Oklahoma and to the approval of Bond Counsel selected by the Underwriters. Bond Counsel has not participated in the preparation of the Official Statement. Accordingly, Bond Counsel has no responsibility for the accuracy, sufficiency or completeness of any information furnished in connection with any offer or sale of the Bonds.

CONTINUING DISCLOSURE

The School District has covenanted for the benefit of Bondholders to provide certain financial and operating information for the School District not later than ten months following the end of the fiscal year in which the bonds are issued (as of the date of this document, June 30 is the end of the fiscal year), or later as such information becomes publicly available, and each fiscal year thereafter, and to provide notice of the occurrence of certain events. The specific nature of the financial information and operating data to be provided and the events for which notice must be provided is described in the Continuing Disclosure Certificate (the “Disclosure Certificate”), the form of which is attached hereto as Appendix A. These covenants have been made in order to assist the Underwriters in complying with Rule 15c2-12 promulgated by the Securities and Exchange Commission (“Rule 15c2-12”).

The financial information and event notices will be filed by the School District or its dissemination agent with the Municipal Securities Rulemaking Board (the “MSRB”) through the MSRB’s Electronic Municipal Market Access system (“EMMA”). EMMA is an internet-based, online portal for free investor access to municipal bond information, including offering documents, material event notices, real-time municipal securities trade prices and MSRB education resources, available at www.emma.msrb.org. Nothing contained on EMMA relating to the School District or the Bonds is incorporated by reference in this Official Statement.

A failure by the School District to comply with the Continuing Disclosure Certificate will not constitute an event of default with respect to the Bonds, although any holder will have any available remedy at law or in equity, including seeking specific performance by court order, to cause the School District to comply with its obligations under the Continuing Disclosure Certificate. Any such failure must be reported in accordance with Rule 15c2-12 and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price.

Rule 15c2-12 requires that an issuer or other obligated party disclose in its official statement any instances in the previous five years in which such issuer or obligated party failed to comply, in all material respects, with any previous undertakings in a written contract or agreement specified in paragraph (b)(5) or (d)(2) of the Rule. In connection with one or more of the District’s previous bond issues or bond issues of an authority issued on behalf of the District, the District entered into individual continuing disclosure undertakings (“Undertakings”) in written agreements specified in paragraph (b)(5)(i) or (d)(2) of the Rule. The District does not believe it has failed to comply with any of the Undertakings associated with the General Obligation Bonds issued directly by the District. The District voluntarily entered into an undertaking in a written agreement specified in paragraph (b)(5)(i) of the Rule in connection with the Grady County School Finance Authority’s Educational Facilities Lease Revenue Bonds (Amber-Pocasset Public Schools Project), Series 2012 (the “Series 2012 Bonds”). In the past five years the District did not file, or timely file, certain annual operating data for its fiscal year ending June 30, 2015, and did not file, or timely file, notice of such failure.

POTENTIAL IMPACT OF COVID-19

The World Health Organization has declared a pandemic following the outbreak of COVID-19, a respiratory disease caused by a new strain of coronavirus. On March 13, 2020, President Donald Trump declared a national emergency to unlock federal funds to help states and local governments fight the pandemic. On March 17, 2020, Oklahoma Governor J. Kevin Stitt declared a state of emergency, directing all State departments and agencies available to meet this emergency to use all resources necessary to prepare for and respond to COVID-19 and to protect the health and safety of the public. The current spread of COVID-19 is altering the behavior of businesses and people in a manner that may have negative effects on economic activity, and therefore adversely affect the financial condition of the School District, either directly or indirectly.

As mentioned previously in the section titled “Security and Source of Payment,” the Bonds, in the opinion of Bond Counsel, are direct and general obligations of the School District and **are payable as to both principal and interest from ad valorem taxes to be levied against all taxable property within the School District, without limitation as to rate or amount.** Ad valorem tax rates for Sinking Fund purposes are determined by ascertaining the actual dollars of revenues required for payment of principal and interest on indebtedness, fees to fiscal and paying agents and judicial judgments. Such total amount may be reduced by any surplus from the prior fiscal year and any contributions made into the Sinking Fund. To the resulting net requirements, a reserve for delinquent taxes, in an amount of not less than 5% nor more than 20% of the net required tax collection, shall be added to the required collections. Such final total requirements shall then be divided by the total net assessed valuation of all real, personal and public service property in order to determine the appropriate tax rate for each property owner. One hundred percent (100%) of the School District's Sinking (Debt Service) Fund revenues come from locally collected ad valorem taxes, not sales or use taxes or State of Oklahoma revenues. The School District also has the ability to increase the “overlevy for delinquencies” up to 20%.

TAX MATTERS

Tax Opinions

In the opinion of bond counsel, interest on the Bonds is included in gross income for federal income tax purposes.

In the opinion of bond counsel, interest on the Bonds is exempt from State of Oklahoma income taxation under present law.

Bond Counsel has expressed no opinion regarding other tax consequences arising with respect to the Bonds under the laws of the State or any other state or jurisdiction.

General Matters

The following is a summary of certain anticipated federal income tax consequences of the purchase, ownership and disposition of the Bonds under the Code and the Regulations, and the judicial and administrative rulings and court decisions now in effect, all of which are subject to change or possible differing interpretations. The summary does not purport to address all aspects of federal income taxation that may affect particular investors in light of their individual circumstances, nor certain types of investors subject to special treatment under the federal income tax laws. Potential purchasers of the Bonds should consult their own tax advisors in determining the federal, state or local tax consequences to them of the purchase, holding and disposition of the Bonds.

In general, interest paid on the Bonds, original issue discount, if any, and market discount, if any, will be treated as ordinary income to the owners of the Bonds, and principal payments (excluding the portion of such payments, if any, characterized as original issue discount or accrued market discount) will be treated as a return of capital.

Bond Premium

An investor which acquires a Bond for a cost greater than its remaining stated redemption price at maturity and holds such Bond as a capital asset will be considered to have purchased such Bond at a premium and, subject to prior election permitted by Section 171(c) of the Code, may generally amortize such premium under the constant yield method. Except as may be provided by regulation, amortized premium will be allocated among, and treated as an offset to, interest payments. The basis reduction requirements of Section 1016(a)(5) of the Code apply to amortizable Bond premium that reduces interest payments under Section 171 of the Code. Bond premium is generally amortized over the Bond's term using constant yield principles, based on the purchaser's yield to maturity. Investors of any Bond purchased with a Bond premium should consult their own tax advisors as to the effect of such Bond premium with respect to their own tax situation and as to the treatment of Bond premium for state tax purposes.

Market Discount

An investor that acquires a Bond for a price less than the adjusted issue price of such Bond (or an investor who purchases a Bond in the initial offering at a price less than the issue price) may be subject to the market discount rules of Sections 1276 through 1278 of the Code. Under these sections and the principles applied by the Regulations, "market discount" means (a) in the case of a Bond originally issued at a discount, the amount by which the issue price of such Bond, increased by all accrued original issue discount (as if held since the issue date), exceeds the initial tax basis of the owner therein, less any prior payments that did not constitute payments of qualified stated interest, and (b) in the case of a Bond not originally issued at a discount, the amount by which the stated redemption price of such Bond at maturity exceeds the initial tax basis of the owner therein. Under Section 1276 of the Code, the owner of such a Bond will generally be required (i) to allocate each principal payment to accrued market discount not previously included in income and, upon sale or other disposition of the Bond, to recognize the gain on such sale or disposition as ordinary income to the extent of such cumulative amount of accrued market discount as of the date of sale or other disposition of such a Bond or (ii) to elect to include such market discount in income currently as it accrues on all market discount instruments acquired by such owner on or after the first day of the taxable year to which such election applies.

The Code authorizes the Treasury Department to issue regulations providing for the method for accruing market discount on debt instruments the principal of which is payable in more than one installment. Until such time as regulations are issued by the Treasury Department, certain rules described in the legislative history will apply. Under those rules, market discount will be included in income either (a) on a constant interest basis or (b) in proportion to the accrual of stated interest or, in the case of a Bond with original issue discount, in proportion to the accrual of original issue discount.

An owner of a Bond that acquired such Bond at a market discount also may be required to defer, until the maturity date of such Bond or its earlier disposition in a taxable transaction, the deduction of a portion of the amount of interest that the owner paid or accrued during the taxable year on indebtedness incurred or maintained to purchase or carry such Bond in excess of the aggregate amount of interest (including original issue discount) includable in such owner's gross income for the taxable year with respect to such Bond. The amount of such net interest expense deferred in a taxable year may not exceed the amount of market discount accrued on the Bond for the days during the taxable year on which the owner held such Bond and, in general, would be

deductible when such market discount is includable in income. The amount of any remaining deferred deduction is to be taken into account in the taxable year in which the Bond matures or is disposed of in a taxable transaction. In the case of a disposition in which gain or loss is not recognized in whole or in part, any remaining deferred deduction will be allowed to the extent gain is recognized on the disposition. This deferral rule does not apply if the owner elects to include such market discount in income currently as it accrues on all market discount obligations acquired by such owner in that taxable year or thereafter.

Attention is called to the fact that Treasury regulations implementing the market discount rules have not yet been issued. Therefore, investors should consult their own tax advisors regarding the application of these rules as well as the advisability of making any of the elections with respect thereto.

Sales or Other Dispositions

If an owner of a Bond sells the Bond, such person will recognize gain or loss equal to the difference between the amount realized on such sale and such owner's basis in such Bond. Ordinarily, such gain or loss will be treated as a capital gain or loss. At the present time, the maximum capital gains rate for certain assets held for more than 12 months is 15%. However, if a Bond was, at its initial issuance, sold at a discount, a portion of such gain will be recharacterized as interest and therefore ordinary income. Neither the School District nor Bond Counsel can predict whether the President or Congress will propose legislation effecting the long-term capital gains rate.

If the terms of a Bond were materially modified, in certain circumstances, a new debt obligation would be deemed created and exchanged for the prior obligation in a taxable transaction. Among the modifications that may be treated as material are those that relate to redemption provisions and, in the case of a nonrecourse obligation, those which involve the substitution of collateral. Each potential owner of a Bond should consult its own tax advisor concerning the circumstances in which such Bond would be deemed reissued and the likely effects, if any, of such reissuance.

Defeasance

The legal defeasance of the Bonds may result in a deemed sale or exchange of such Bond under certain circumstances. Owners of such Bonds should consult their tax advisors as to the federal income tax consequences of such a defeasance.

Backup Withholding

An owner of a Bond may be subject to backup withholding at the applicable rate determined by statute with respect to interest paid with respect to the Bonds, if such owner, upon issuance of the Bonds, fails to provide to any person required to collect such information pursuant to Section 6049 of the Code with such owner's taxpayer identification number, furnishes an incorrect taxpayer identification number, fails to report interest, dividends or other "reportable payments" (as defined in the Code) properly, or, under certain circumstances, fails to provide such persons with a certified statement, under penalty of perjury, that such owner is not subject to backup withholding.

Foreign Investors

An owner of a Bond that is not a "United States person" (as defined below) and is not subject to federal income tax as a result of any direct or indirect connection to the United States of America in addition to its ownership of a Bond will generally not be subject to United States

income or withholding tax in respect of a payment on a Bond, provided that the owner complies to the extent necessary with certain identification requirements (including delivery of a statement, signed by the owner under penalties of perjury, certifying that such owner is not a United States person and providing the name and address of such owner). For this purpose the term “United States person” means a citizen or resident of the United States of America, a corporation, partnership or other entity created or organized in or under the laws of the United States of America or any political subdivision thereof, or an estate or trust whose income from sources within the United States of America is includable in gross income for United States of America income tax purposes regardless of its connection with the conduct of a trade or business within the United States of America.

Except as explained in the preceding paragraph and subject to the provisions of any applicable tax treaty, a 30% United States withholding tax will apply to interest paid and original issue discount accruing on Bonds owned by foreign investors. In those instances in which payments of interest on the Bonds continue to be subject to withholding, special rules apply with respect to the withholding of tax on payments of interest on, or the sale or exchange of Bonds having original issue discount and held by foreign investors. Potential investors that are foreign persons should consult their own tax advisors regarding the specific tax consequences to them of owning a Bond.

Tax-Exempt Investors

In general, an entity that is exempt from federal income tax under the provisions of Section 501 of the Code is subject to tax on its unrelated business taxable income. An unrelated trade or business is any trade or business that is not substantially related to the purpose that forms the basis for such entity’s exemption. However, under the provisions of Section 512 of the Code, interest may be excluded from the calculation of unrelated business taxable income unless the obligation that gave rise to such interest is subject to acquisition indebtedness. Therefore, except to the extent any owner of a Bond incurs acquisition indebtedness with respect to such Bond, interest paid or accrued with respect to such owner may be excluded by such tax-exempt owner from the calculation of unrelated business taxable income. Each potential tax-exempt holder of a Bond is urged to consult its own tax advisor regarding the application of these provisions.

ERISA Considerations

The Employee Retirement Income Security Act of 1974, as amended (“ERISA”), imposes certain requirements on “employee benefit plans” (as defined in Section 3(3) of ERISA) subject to ERISA, including entities such as collective investment funds and separate accounts whose underlying assets include the assets of such plans (collectively, “ERISA Plans”) and on those persons who are fiduciaries with respect to ERISA Plans. Investments by ERISA Plans are subject to ERISA’s general fiduciary requirements, including the requirement of investment prudence and diversification and the requirement that an ERISA Plan’s investments be made in accordance with the documents governing the ERISA Plan. The prudence of any investment by an ERISA Plan in the Bonds must be determined by the responsible fiduciary of the ERISA Plan by taking into account the ERISA Plan’s particular circumstances and all of the facts and circumstances of the investment. Government and non-electing church plans are generally not subject to ERISA. However, such plans may be subject to similar or other restrictions under state or local law.

In addition, ERISA and the Code generally prohibit certain transactions between an ERISA Plan or a qualified employee benefit plan under the Code and persons who, with respect to that plan, are fiduciaries or other “parties in interest” within the meaning of ERISA or “disqualified persons” within the meaning of the Code. In the absence of an applicable statutory, class or administrative exemption, transactions between an ERISA Plan and a party in interest with respect to an ERISA Plan, including the acquisition by one from the other of the Bonds could be viewed

as violating those prohibitions. In addition, Section 4975 of the Code prohibits transactions between certain tax-favored vehicles such as Individual Retirement Accounts and disqualified persons. Section 503 of the Code includes similar restrictions with respect to governmental and church plans. In this regard, the Authority or any dealer of the Bonds might be considered or might become a “party in interest” within the meaning of ERISA or a “disqualified person” within the meaning of the Code, with respect to an ERISA Plan or a plan or arrangement subject to Sections 4975 or 503 of the Code. Prohibited transactions within the meaning of ERISA and the Code may arise if the Bonds are acquired by such plans or arrangements with respect to which the Authority or any dealer is a party in interest or disqualified person.

In all events, fiduciaries of ERISA Plans and plans or arrangements subject to the above sections of the Code, in consultation with their advisors, should carefully consider the impact of ERISA and the Code on an investment in the Bonds. The sale of the Bonds to a plan is in no respect a representation by the School District that such an investment meets the relevant legal requirements with respect to benefit plans generally or any particular plan. Any plan proposing to invest in the Bonds should consult with its counsel to confirm that such investment is permitted under the plan documents and will not result in a non-exempt prohibited transaction and will satisfy the other requirements of ERISA, the Code and other applicable law.

Health Care and Education Reconciliation Act of 2010

Pursuant to Section 1411 of the Code, as enacted by the Health Care and Education Reconciliation Act of 2010, an additional tax is imposed on individuals beginning January 1, 2013. The additional tax is 3.8% of the lesser of (i) net investment income (defined as gross income from interest, dividends, net gain from disposition of property not used in a trade or business, and certain other listed items of gross income), or (ii) the excess of “modified adjusted gross income” of the individual over \$200,000 for unmarried individuals (\$250,000 for married couples filing a joint return and a surviving spouse). Holders of the Bonds should consult with their tax advisor concerning this additional tax as it may apply to interest earned on the Bonds as well as gain on the sale of a Bond.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals in the Congress and in the states that, if enacted, could alter or amend the federal and state tax matters referred to above or adversely affect the market value of the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether if enacted it would apply to indebtedness issued prior to enactment. In addition, regulatory actions are from time to time announced or proposed and litigation is threatened or commenced which, if implemented or concluded in a particular manner, could adversely affect the market value of the Bonds. It cannot be predicted whether any such regulatory action will be implemented, how any particular litigation or judicial action will be resolved, or whether the Bonds or the market value thereof would be impacted thereby. Purchasers of the Bonds should consult their tax advisors regarding any pending or proposed legislation, regulatory initiatives or litigation. The opinions expressed by Bond Counsel are based on existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of issuance and delivery of the Bonds, and Bond Counsel expresses no opinion as of any date subsequent thereto or with respect to any pending legislation, regulatory initiatives or litigation.

RATINGS

The School District is currently rated “Oklahoma #1” by The Municipal Rating Committee of Oklahoma, Inc. Neither the School District nor the Financial Advisor has obtained, nor do they plan to obtain, a rating of the Bonds from any other rating agency.

FINANCIAL STATEMENTS

Excerpts from the financial statements of the School District for the fiscal year ended June 30, 2019, which were examined by Britton, Kuykendall, & Miller, Certified Public Accountants, Weatherford, Oklahoma, appear in this Official Statement as Exhibit A. A copy of the complete audit report is available upon request from the School District's financial advisor.

UNDERWRITING

The Bonds have been sold at public sale by the School District to the Underwriters, and the Underwriters have jointly and severally agreed, subject to certain conditions, to purchase all of the Bonds at a price equal to \$ _____. The successful proposal for the Bonds was submitted by _____, as representative of the Underwriters.

While the Underwriters expect, insofar as possible, to maintain a secondary market for the Bonds, no assurance can be given concerning the future maintenance of such a market by the Underwriters or others, and prospective purchasers of the Bonds should therefore be prepared to hold their Bonds to their maturity.

The Underwriters are not acting as a financial advisor to the School District in connection with the offer and sale of the Bonds.

CONCLUDING STATEMENT

To the extent that any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated to be such, they are made as such and not as representations of fact or certainty and no representation is made that any of these statements have been or will be realized. Information in this Official Statement has been derived by the School District from official and other sources and is believed by the School District to be accurate and reliable. Information other than that obtained from official records of the School District has not been independently confirmed or verified by the School District and its accuracy is not guaranteed.

Neither this Official Statement nor any statement that may have been made orally or in writing in connection herewith is to be construed as or as a part of a contract with the original purchasers or subsequent owners of the Bonds.

Independent School District No. 128,
Grady County, Oklahoma

/s/ DeAnn Mittelstaedt
President, Board of Education

ATTEST:

/s/ Matt Caves
Clerk, Board of Education

Appendix A – Continuing Disclosure Certificate

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by Independent School District No. 128 of Grady County, Oklahoma (the “Issuer”) in connection with the issuance of \$1,585,000 General Obligation Combined Purpose Bonds of 2021 (the “Bonds”). The Bonds are being issued pursuant to a Resolution dated the 2nd day of December, 2020. The Issuer covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Bondholders, including beneficial owners, and in order to assist the Participating Underwriters in complying with paragraph (d)(2) of SEC Rule 15c2-12.

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“**Annual Report**” shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“**Audited Financial Statements**” shall mean the Issuer’s annual financial statements, prepared on a prescribed basis of accounting that demonstrates compliance with the cash basis and budget laws of the State of Oklahoma, which financial statements shall have been audited by such auditor as shall be then required or permitted by the laws of the State. Revenues are recorded as received in cash, except for revenues susceptible to accrual and material revenues that are not received at the normal time of receipt. Expenditures are recorded in the accounting period in which the fund liability is incurred and encumbered.

“**Dissemination Agent**” shall mean the Issuer, or any successor Dissemination Agent designated in writing by the Issuer and which has filed with the Issuer a written acceptance of such designation.

“**EMMA**” shall mean the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access system.

“**Financial Obligation**” shall mean a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“**Listed Events**” shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

“**Material**” with respect to information, means information as to which a substantial likelihood exists that a reasonably prudent investor would attach importance thereto in deciding to buy or sell a Bond or, if not disclosed, would significantly alter the total information otherwise available to an investor from the offering document related to the Bonds, information disclosed hereunder, or information generally available to the public. Notwithstanding the foregoing, “Material” information includes information that would be deemed “material” for purposes of the purchase or sale of a Bond within the meaning of applicable federal securities laws, as interpreted at the time of discovery of the information.

“**MSRB**” means the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Commission to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the Commission, filings with the MSRB are to be made through the EMMA website of the MSRB, currently located at <http://emma.msrb.org>.

“**Participating Underwriter**” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with the offering of the Bonds.

“**Prescribed Form**” means, with regard to the filing of Annual Financial Information, Audited Financial Statements and notices of Listed Events with the MSRB at www.emma.msrb.org (or such other address or addresses as the MSRB may from time to time specify), such electronic format, accompanied by such identifying information, as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information.

“**Rule**” shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“**State**” shall mean the State of Oklahoma.

SECTION 3. Provision of Annual Reports.

(a) The Issuer shall, or shall cause the Dissemination Agent to, not later than ten months following the end of the fiscal year in which the bonds are issued (as of the date of this Disclosure Certificate, June 30 is the end of the fiscal year), or later as such information becomes publicly available, and each fiscal year thereafter, provide annually to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. If the Issuer has retained a separate Dissemination Agent, then not later than fifteen (15) Business Days prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent (if other than the Issuer). The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate.

(b) If the Issuer is unable to provide to the MSRB an Annual Report by the date required in the first sentence of subsection (a), the Issuer shall send, in a timely manner, a notice to the MSRB in substantially the form attached as Exhibit A.

(c) If other than the Issuer, the Dissemination Agent shall file a report with the Issuer certifying that the Annual Report has been provided pursuant to this Disclosure Certificate.

SECTION 4. Content of Annual Reports. The Issuer’s Annual Report shall consist of certain financial information and operating data relating to the Issuer, but only to the extent such information is customarily prepared by the Issuer annually and is made publicly available. Such information shall consist solely of the Issuers Audited Financial Statements. If the Audited Financial Statements are not available by the time the Annual Report must be provided, unaudited financial statements will be provided and Audited Financial Statements will be provided, when and if available, to the MSRB.

The Issuer is required to deliver such information in Prescribed Form and by such time so that such entities receive the information by the dates specified.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Issuer or related public entities, which have been submitted to each of the MSRB or the Securities and Exchange Commission. If

the document incorporated by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The Issuer shall clearly identify each such other document so incorporated by reference.

If any part of the Annual Report can no longer be generated because the operations to which it is related have been materially changed or discontinued, the Issuer will disseminate a statement to such effect as part of its Annual Report for the year in which such event first occurs.

If any amendment is made to this Disclosure Certificate, the Annual Report for the year in which such amendment is made (or in any notice or supplement provided to the MSRB) shall contain a narrative description of the reasons for such amendment and its impact on the type of information being provided.

SECTION 5. Reporting of Listed Events.

(a) Upon the occurrence of any of the following Listed Events, the Issuer (or the Dissemination Agent on behalf of the Issuer) shall give notice of the occurrence of such event to the MSRB in accordance with this Section 5:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if Material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices of determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;
7. Modification to rights of Bondholders, if Material;
8. Bond calls, if Material, and tender offers;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds, if Material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Issuer;
13. The consummation of a merger, consolidation, or acquisition involving the Issuer, or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if Material;

14. Appointment of a successor or additional Trustee/Paying Agent or the change of name of a Trustee/Paying Agent, if Material;
15. Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

(b) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event, the Issuer shall file a notice of the occurrence of a Listed Event in Prescribed Form with the MSRB within 10 business days of the occurrence of the applicable event. Notwithstanding the foregoing: notice of the occurrence of any Listed Event described in (a)(8) above need not be given under this Section 5 any earlier than when notice (if any) of the underlying event is given to the registered owners of the affected Bonds pursuant to the resolution authorizing the issuance of the Bonds; and notice of any scheduled sinking fund redemption in accordance with the schedule set forth in such resolution or the Official Statement need not be given under this Disclosure Certificate.

SECTION 6. Termination of Reporting Obligation. The Issuer's obligation under this Disclosure Certificate shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

SECTION 7. Dissemination Agent. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be the Issuer.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of the Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate any bondholder, including beneficial owners, may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Resolution, and

the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

SECTION 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorney's fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the Issuer under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 12. Duty To Update EMMA/MSRB. The Issuer shall determine, in the manner it deems appropriate, whether there has occurred a change in the MSRB's e-mail address or filing procedures and requirements under EMMA each time it is required to file information with the MSRB.

SECTION 13. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriter and Bondholders, including beneficial owners, from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 14. Assignment. The Issuer shall not transfer its obligations under this Disclosure Certificate unless the transferee agrees to assume all obligations of the Issuer hereunder or to execute a continuing disclosure undertaking under the Rule.

SECTION 15. Recordkeeping. The Issuer shall maintain records of all Annual Report filings and Listed Events filings, including the content of such disclosure, the names of the entities with whom such disclosure was filed and the date of filing such disclosure.

SECTION 16. Issuer Contact. The Issuer designates as the person from whom its Annual Report and Listed Events disclosure can be obtained: Superintendent of Schools, Amber-Pocasset Public Schools, P. O. Box 38, Amber, Oklahoma 73004 (405) 224-5768.

Dated this 14th day of January, 2021.

**Independent School District No. 128 of Grady
County, Oklahoma**

By: _____
President, Board of Education

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Independent School District No. 128 of Grady County, Oklahoma

Name of Bond Issue: \$1,585,000 General Obligation Combined Purpose Bonds of 2021

Date of Issuance: _____

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of the Continuing Disclosure Certificate dated the 2nd day of December, 2020. The Issuer anticipates that the Annual Report will be filed by

_____.

Dated: _____

**Independent School District No. 128 of Grady
County, Oklahoma**

By: _____
President, Board of Education

Exhibit "A"

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINED BALANCE SHEET
 ALL FUND TYPES AND ACCOUNT GROUPS - REGULATORY BASIS
 JUNE 30, 2019

| | Governmental Fund Types | | | |
|--|-------------------------|----------------------|---------------------|------------------------|
| | General | Special Revenue | Debt Service | Capital Projects |
| ASSETS | | | | |
| Cash and Investments | \$ 1,648,657.23 | \$ 395,308.24 | \$ 17,563.57 | \$ 1,158,655.58 |
| Amount available in debt service fund | 0.00 | 0.00 | 0.00 | 0.00 |
| Amount to be provided for retirement of general long-term debt | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Assets | \$ 1,648,657.23 | \$ 395,308.24 | \$ 17,563.57 | \$ 1,158,655.58 |
| LIABILITIES AND FUND BALANCE | | | | |
| Liabilities: | | | | |
| Warrants payable | \$ 384,814.87 | \$ 30,947.69 | \$ 0.00 | \$ 10,950.00 |
| Encumbrances | 0.00 | 0.00 | 0.00 | 0.00 |
| Due to others | 0.00 | 0.00 | 0.00 | 0.00 |
| General obligation bonds payable | 0.00 | 0.00 | 0.00 | 0.00 |
| Capital lease payable | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Liabilities | 384,814.87 | 30,947.69 | 0.00 | 10,950.00 |
| Fund Equity: | | | | |
| Restricted For: | | | | |
| Building Programs | 0.00 | 294,344.94 | 0.00 | 0.00 |
| Child Nutrition Programs | 0.00 | 70,015.61 | 0.00 | 0.00 |
| Debt Service | 0.00 | 0.00 | 17,563.57 | 0.00 |
| Capital Projects | 0.00 | 0.00 | 0.00 | 1,147,705.58 |
| Unassigned | 1,263,842.36 | 0.00 | 0.00 | 0.00 |
| Total fund balances | 1,263,842.36 | 364,360.55 | 17,563.57 | 1,147,705.58 |
| Total Liabilities and Fund Balances | \$ 1,648,657.23 | \$ 395,308.24 | \$ 17,563.57 | \$ 1,158,655.58 |

| <u>Fiduciary Fund Types</u> | <u>Account Group</u> | <u>Total (Memorandum Only - Note 1) 2019</u> |
|---------------------------------|------------------------------------|--|
| <u>Trust and Agency</u> | <u>General Long- Term Debt</u> | |
| \$ 220,569.60 | \$ 0.00 | \$ 3,440,754.22 |
| 0.00 | 17,563.57 | 17,563.57 |
| <u>0.00</u> | <u>7,878,706.43</u> | <u>7,878,706.43</u> |
| <u>\$ 220,569.60</u> | <u>\$ 7,896,270.00</u> | <u>\$ 11,337,024.22</u> |
| | | |
| \$ 0.00 | \$ 0.00 | \$ 426,712.56 |
| 0.00 | 0.00 | 0.00 |
| 220,569.60 | 0.00 | 220,569.60 |
| 0.00 | 1,710,000.00 | 1,710,000.00 |
| <u>0.00</u> | <u>6,186,270.00</u> | <u>6,186,270.00</u> |
| <u>220,569.60</u> | <u>7,896,270.00</u> | <u>8,543,552.16</u> |
| | | |
| 0.00 | 0.00 | 294,344.94 |
| 0.00 | 0.00 | 70,015.61 |
| 0.00 | 0.00 | 17,563.57 |
| 0.00 | 0.00 | 1,147,705.58 |
| <u>0.00</u> | <u>0.00</u> | <u>1,263,842.36</u> |
| <u>0.00</u> | <u>0.00</u> | <u>2,793,472.06</u> |
| <u>\$ 220,569.60</u> | <u>\$ 7,896,270.00</u> | <u>\$ 11,337,024.22</u> |

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINED STATEMENT OF REVENUES, EXPENDITURES
 AND CHANGES IN FUND BALANCES - REGULATORY BASIS -
 ALL GOVERNMENTAL FUND TYPES
 FOR THE YEAR ENDED JUNE 30, 2019

| | Governmental Fund Types | | | | Total (Memorandum Only - Note 1) 2019 |
|--|-------------------------|----------------------|---------------------|------------------------|--|
| | General | Special Revenue | Debt Service | Capital Projects | |
| Revenues: | | | | | |
| Local sources | \$ 1,394,145.09 | \$ 312,682.64 | \$ 643,423.57 | \$ 0.00 | \$ 2,350,251.30 |
| Intermediate sources | 154,054.79 | 0.00 | 0.00 | 0.00 | 154,054.79 |
| State sources | 2,194,604.79 | 2,002.97 | 0.00 | 0.00 | 2,196,607.76 |
| Federal Sources | 276,266.02 | 126,556.04 | 0.00 | 0.00 | 402,822.06 |
| Total Revenues Collected | 4,019,070.69 | 441,241.65 | 643,423.57 | 0.00 | 5,103,735.91 |
| Expenditures: | | | | | |
| Instruction | 2,448,536.38 | 19,028.82 | 0.00 | 2,256.42 | 2,469,821.62 |
| Support services | 1,443,633.02 | 118,908.46 | 0.00 | 15,123.00 | 1,577,664.48 |
| Non - instructional services | 0.00 | 229,091.74 | 0.00 | 0.00 | 229,091.74 |
| Capital outlay | 171.00 | 44,893.80 | 0.00 | 563,795.00 | 608,859.80 |
| Other outlays | 982.42 | 0.00 | 0.00 | 0.00 | 982.42 |
| Debt service: | | | | | |
| Principal retirement | 0.00 | 0.00 | 570,000.00 | 0.00 | 570,000.00 |
| Interest | 0.00 | 0.00 | 55,860.00 | 0.00 | 55,860.00 |
| Judgments paid | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Expenditures | 3,893,322.82 | 411,922.82 | 625,860.00 | 581,174.42 | 5,512,280.06 |
| Excess of revenue over (under) expenditures | 125,747.87 | 29,318.83 | 17,563.57 | (581,174.42) | (408,544.15) |
| Adjustments to prior year encumbrances | 50.79 | 0.00 | 0.00 | 0.00 | 50.79 |
| Other financing sources (uses): | | | | | |
| Bond sale proceeds | 0.00 | 0.00 | 0.00 | 570,000.00 | 570,000.00 |
| Excess of revenues and other sources over (under) expenditures and other uses | 125,798.66 | 29,318.83 | 17,563.57 | (11,174.42) | 161,506.64 |
| Beginning fund balance | 1,138,043.70 | 335,041.72 | 0.00 | 1,158,880.00 | 2,631,965.42 |
| Ending fund balance | <u>\$ 1,263,842.36</u> | <u>\$ 364,360.55</u> | <u>\$ 17,563.57</u> | <u>\$ 1,147,705.58</u> | <u>\$ 2,793,472.06</u> |

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINED STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
 BALANCES - BUDGET AND ACTUAL - REGULATORY BASIS
 BUDGETED GOVERNMENTAL FUND TYPES
 FOR THE YEAR ENDED JUNE 30, 2019

| | General Fund | | |
|---|---------------------|---------------------|------------------------|
| | Original Budget | Final Budget | Actual |
| Beginning fund balances, budgetary basis | \$ 1,138,043.70 | \$ 1,138,043.70 | \$ 1,138,043.70 |
| Revenues: | | | |
| Local sources | 1,270,456.08 | 1,270,456.08 | 1,394,145.09 |
| Intermediate sources | 122,000.00 | 122,000.00 | 154,054.79 |
| State sources | 1,855,073.97 | 1,855,073.97 | 2,194,604.79 |
| Federal sources | 83,519.67 | 83,519.67 | 276,266.02 |
| Total Revenue, budgetary basis | <u>3,331,049.72</u> | <u>3,331,049.72</u> | <u>4,019,070.69</u> |
| Expenditures: | | | |
| Instruction | 2,874,462.37 | 2,874,462.37 | 2,448,536.38 |
| Support services | 1,590,086.03 | 1,590,086.03 | 1,443,633.02 |
| Non - Instructional services | 0.00 | 0.00 | 0.00 |
| Capital Outlay | 4,028.08 | 4,028.08 | 171.00 |
| Other Outlays | 516.94 | 516.94 | 982.42 |
| Debt Service: | | | |
| Principal retirement | 0.00 | 0.00 | 0.00 |
| Interest and fiscal agent charges | 0.00 | 0.00 | 0.00 |
| Judgments paid | 0.00 | 0.00 | 0.00 |
| Total Expenditures, budgetary basis | <u>4,469,093.42</u> | <u>4,469,093.42</u> | <u>3,893,322.82</u> |
| Excess of revenue and beginning fund balances over (under) expenditures - budgetary basis | 0.00 | 0.00 | 1,263,791.57 |
| Other financing sources (uses): | | | |
| Bond sale proceeds | 0.00 | 0.00 | 0.00 |
| Excess of revenues and other sources over (under) expenditures and other uses | 0.00 | 0.00 | 1,263,791.57 |
| Adjustments to prior year encumbrances | 0.00 | 0.00 | 50.79 |
| Ending fund balances | <u>\$ 0.00</u> | <u>\$ 0.00</u> | <u>\$ 1,263,842.36</u> |

| Special Revenue Funds | | | Debt Service Fund | | |
|-----------------------|-------------------|----------------------|-------------------|-------------------|---------------------|
| Original Budget | Final Budget | Actual | Original Budget | Final Budget | Actual |
| \$ 335,041.72 | \$ 335,041.72 | \$ 335,041.72 | \$ 0.00 | \$ 0.00 | \$ 0.00 |
| 259,943.59 | 259,943.59 | 312,682.64 | 628,852.50 | 628,852.50 | 643,423.57 |
| 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 2,000.00 | 2,000.00 | 2,002.97 | 0.00 | 0.00 | 0.00 |
| 121,500.00 | 121,500.00 | 126,556.04 | 0.00 | 0.00 | 0.00 |
| <u>383,443.59</u> | <u>383,443.59</u> | <u>441,241.65</u> | <u>628,852.50</u> | <u>628,852.50</u> | <u>643,423.57</u> |
| 0.00 | 0.00 | 19,028.82 | 0.00 | 0.00 | 0.00 |
| 384,279.91 | 384,279.91 | 118,908.46 | 0.00 | 0.00 | 0.00 |
| 253,248.59 | 253,248.59 | 229,091.74 | 0.00 | 0.00 | 0.00 |
| 80,956.81 | 80,956.81 | 44,893.80 | 0.00 | 0.00 | 0.00 |
| 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 0.00 | 0.00 | 0.00 | 570,000.00 | 570,000.00 | 570,000.00 |
| 0.00 | 0.00 | 0.00 | 58,852.50 | 58,852.50 | 55,860.00 |
| 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| <u>718,485.31</u> | <u>718,485.31</u> | <u>411,922.82</u> | <u>628,852.50</u> | <u>628,852.50</u> | <u>625,860.00</u> |
| (0.00) | 0.00 | 364,360.55 | 0.00 | 0.00 | 17,563.57 |
| <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> |
| (0.00) | 0.00 | 364,360.55 | 0.00 | 0.00 | 17,563.57 |
| <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> |
| <u>\$ (0.00)</u> | <u>\$ 0.00</u> | <u>\$ 364,360.55</u> | <u>\$ 0.00</u> | <u>\$ 0.00</u> | <u>\$ 17,563.57</u> |

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINING STATEMENT OF ASSETS, LIABILITIES AND FUND BALANCES
 - REGULATORY BASIS - ALL SPECIAL REVENUE FUNDS
 JUNE 30, 2019

| | <u>Building Fund</u> | <u>Child Nutrition Fund</u> | <u>Totals 2019</u> |
|--|--------------------------|---------------------------------|------------------------|
| <u>ASSETS</u> | | | |
| Cash and Investments | \$ 325,259.63 | \$ 70,048.61 | \$ 395,308.24 |
| Total Assets | <u>\$ 325,259.63</u> | <u>\$ 70,048.61</u> | <u>\$ 395,308.24</u> |
| <u>LIABILITIES AND FUND BALANCES</u> | | | |
| Liabilities: | | | |
| Warrants payable | \$ 30,914.69 | \$ 33.00 | \$ 30,947.69 |
| Encumbrances | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> |
| Total Liabilities | <u>30,914.69</u> | <u>33.00</u> | <u>30,947.69</u> |
| Total fund balances - Restricted | <u>294,344.94</u> | <u>70,015.61</u> | <u>364,360.55</u> |
| Total Liabilities and Fund Balances | <u>\$ 325,259.63</u> | <u>\$ 70,048.61</u> | <u>\$ 395,308.24</u> |

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINING STATEMENT OF REVENUES, EXPENDITURES
 AND CHANGES IN FUND BALANCES - REGULATORY BASIS -
 ALL SPECIAL REVENUE FUNDS
 FOR THE YEAR ENDED JUNE 30, 2019

| | Building Fund | Child Nutrition Fund | Totals 2019 |
|---|----------------------|-------------------------|----------------------|
| Revenues: | | | |
| Local sources | \$ 193,382.89 | \$ 119,299.75 | \$ 312,682.64 |
| Intermediate sources | 0.00 | 0.00 | 0.00 |
| State sources | 0.00 | 2,002.97 | 2,002.97 |
| Federal Sources | 0.00 | 126,556.04 | 126,556.04 |
| Total Revenues Collected | 193,382.89 | 247,858.76 | 441,241.65 |
| Expenditures: | | | |
| Instruction | 19,028.82 | 0.00 | 19,028.82 |
| Support services | 118,908.46 | 0.00 | 118,908.46 |
| Non - Instructional services | 0.00 | 229,091.74 | 229,091.74 |
| Capital Outlay | 44,893.80 | 0.00 | 44,893.80 |
| Other Outlays | 0.00 | 0.00 | 0.00 |
| Total Expenditures | 182,831.08 | 229,091.74 | 411,922.82 |
| Excess of revenue over (under) expenditures | 10,551.81 | 18,767.02 | 29,318.83 |
| Adjustments to prior year encumbrances | 0.00 | 0.00 | 0.00 |
| Excess of revenues and other sources over (under) expenditures and other uses | 10,551.81 | 18,767.02 | 29,318.83 |
| Beginning fund balance | 283,793.13 | 51,248.59 | 335,041.72 |
| Ending fund balance | <u>\$ 294,344.94</u> | <u>\$ 70,015.61</u> | <u>\$ 364,360.55</u> |

AMBER-POCASSET INDEPENDENT SCHOOLS DISTRICT NO. 128
 GRADY COUNTY, OKLAHOMA
 COMBINED STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
 BALANCES - BUDGET AND ACTUAL - REGULATORY BASIS
 ALL SPECIAL REVENUE FUNDS
 FOR THE YEAR ENDED JUNE 30, 2019

| | Building Fund | | | Child Nutrition Fund | | |
|---|--------------------|-------------------|----------------------|----------------------|-------------------|---------------------|
| | Original Budget | Final Budget | Actual | Original Budget | Final Budget | Actual |
| Beginning fund balances, budgetary basis | \$ 283,793.13 | \$ 283,793.13 | \$ 283,793.13 | \$ 51,248.59 | \$ 51,248.59 | \$ 51,248.59 |
| Revenues: | | | | | | |
| Local sources | 181,443.59 | 181,443.59 | 193,382.89 | 78,500.00 | 78,500.00 | 119,299.75 |
| Intermediate sources | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| State sources | 0.00 | 0.00 | 0.00 | 2,000.00 | 2,000.00 | 2,002.97 |
| Federal sources | 0.00 | 0.00 | 0.00 | 121,500.00 | 121,500.00 | 126,556.04 |
| Total Revenue, budgetary basis | <u>181,443.59</u> | <u>181,443.59</u> | <u>193,382.89</u> | <u>202,000.00</u> | <u>202,000.00</u> | <u>247,858.76</u> |
| Expenditures: | | | | | | |
| Instruction | 0.00 | 0.00 | 19,028.82 | 0.00 | 0.00 | 0.00 |
| Support services | 384,279.91 | 384,279.91 | 118,908.46 | 0.00 | 0.00 | 0.00 |
| Non - Instructional services | 0.00 | 0.00 | 0.00 | 253,248.59 | 253,248.59 | 229,091.74 |
| Capital Outlay | 80,956.81 | 80,956.81 | 44,893.80 | 0.00 | 0.00 | 0.00 |
| Other Outlays | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Expenditures, budgetary basis | <u>465,236.72</u> | <u>465,236.72</u> | <u>182,831.08</u> | <u>253,248.59</u> | <u>253,248.59</u> | <u>229,091.74</u> |
| Excess of revenue and beginning fund balances over (under) expenditures - budgetary basis | 0.00 | 0.00 | 294,344.94 | 0.00 | 0.00 | 70,015.61 |
| Other financing sources (uses): | | | | | | |
| Bond sale proceeds | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Excess of revenues and other sources over (under) expenditures and other uses | 0.00 | 0.00 | 294,344.94 | 0.00 | 0.00 | 70,015.61 |
| Adjustments to prior year encumbrances | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Ending fund balances | <u>\$ 0.00</u> | <u>\$ 0.00</u> | <u>\$ 294,344.94</u> | <u>\$ 0.00</u> | <u>\$ 0.00</u> | <u>\$ 70,015.61</u> |