

Morehead, Kentucky  
January 11, 1966

A meeting of the Board of Regents of Morehead State College was held by conference telephone in the Conference Room of the Administration Building on Tuesday, January 11, 1966, at 11 a.m. (EST). The meeting was called to order by the Chairman, Dr. Harry M. Sparks. All members answered the roll call:

Dr. Harry M. Sparks, Chairman  
Dr. W. H. Cartmell  
Mr. Lloyd Cassity  
Mr. Alex Chamberlain  
Mr. D. H. Dorton  
Mr. Charles Gilley  
Mr. B. F. Reed

Motion by Mr. Dorton that the minutes of the meeting held November 13, 1965, be approved as they were distributed to each member of the Board. The motion was seconded by Mr. Chamberlain and unanimously carried.

The Chairman requested that the President present to the Board the Resolution regarding the issuance of Consolidated Educational Buildings Revenue Bonds, Series D.

Motion by Mr. Chamberlain, seconded by Mr. Cassity that the Resolution adopted November 13, 1965, authorizing the issuance of Consolidated Educational Buildings Revenues Bonds, Series D, in the amount of \$4,500,000 be rescinded and a new Resolution be adopted to supersede the same, and that the Board adopt a resolution authorizing the issuance of Consolidated Educational Buildings Revenue Bonds, Series D, in the amount of \$5,300,000. The following vote was cast:

Dr. Sparks	Aye
Dr. Cartmell	Aye
Mr. Cassity	Aye
Mr. Chamberlain	Aye
Mr. Dorton	Aye
Mr. Gilley	Aye
Mr. Reed	Aye

Motion by Mr. Dorton, seconded by Dr. Cartmell, that the Board adopt the resolution to approve the proposal of Blyth & Co., Inc., and F. L. Dupree & Co., Inc., to extend their previously guaranteed bid for the purchase of certain bonds intended to be offered by the Board for public sale, from December 31, 1965, to and including January 26, 1966, upon consideration that the

BBG797

Minutes of January 11, 1966 continued -

guaranteed bid be increased to include (upon the same terms and conditions) the purchase of up to \$1,200,000 of the proposed Consolidated Educational Buildings Revenue Bonds, Series D, of the Board, upon compensation to be paid to said Fiscal Agents from the proceeds of the Bonds at the rate of \$2 per \$1,000 of such financing, to be computed upon the aforesaid increased amount. The vote on this motion was:

Dr. Sparks  
Dr. Cartmell  
Mr. Cassity  
Mr. Chamberlain  
Mr. Dorton  
Mr. Gilley  
Mr. Reed

President Adron Doran explained to the Board that he had requested the Chairman to call this meeting because subsequent to the Board's Adoption on November 13, 1965, of a resolution authorizing the issuance of \$4,500,000 "Consolidated Educational Buildings Revenue Bonds, Series D," of the Board of Regents, it had been caused to appear that upon the opening and consideration of certain construction contracts on behalf of the College by the Office of the Commissioner of Finance of the Commonwealth, and upon comparison of the results thereof with other construction bids which have currently been received for other projects, the estimated costs of the educational buildings and appurtenant facilities contemplated to be financed in part from the proceeds of said "Consolidated Educational Buildings Revenue Bonds, Series D," will probably exceed the previous cost estimated by a substantial amount, so that the Board's authorization of such Bonds in the amount of \$4,500,000 is persuasively indicated to be inadequate for the intended purposes. The President further explained that in Section 2.02 of ARTICLE II of the aforesaid Resolution which was adopted by the Board on November 13, 1965, there was an inadvertent omission, in listing the intended purposes, of the intended enlargement and completion of the Breckinridge Training School; so that in any event it was necessary and proper at this time for the Board to rescind its aforesaid Resolution which was adopted on November 13, 1965, and to adopt a new resolution (a) supplying the aforesaid inadvertent omission, (b) increasing the amount of the authorized Series D Series of the Board's "Consolidated Educational Buildings Revenue Bonds" from \$4,500,000 to \$5,300,000, and (c) to provide a covenant and commitment on the part of the Board that in the event the construction bids to be received in the future for educational buildings and appurtenant facilities to be financed in whole or in part from the proceeds

Minutes of January 11, 1966 continued -

of such Series D Bonds should prove to be inadequate for such purposes, then that the Board will appropriate from its allocable share of the proceeds of the \$176,000,000 General Obligations of the Commonwealth, approved and authorized by the voters of the Commonwealth at the General Election held on November 2, 1965, whatever amount may be required to supplement the bond proceeds and assure the payment of all costs, after taking credit for the anticipated grant from the Federal Government in the anticipated sum of \$754,803.

The President explained that it was the recommendation of Grafton, Ferguson, Fleischer & Harper, the Louisville Law Firm employed as Bond Counsel in this connection, that the aforesaid resolution which was adopted on November 13, 1965, be rescinded in its entirety, and that a new resolution be adopted to supersede the same, for the accomplishment of the three principal purposes encompassed in the President's explanation. The President explained that at his request Bond Counsel had prepared and submitted, in mimeographed form, a suggested draft of a resolution suitable for all of the foregoing purposes, and that copies had been made available and were before the members of the Board for consideration at this time.

Thereupon, Board Member Mr. Chamberlain introduced, caused to be read in full, and moved immediate adoption of a proposed resolution, seconded by Board Member Mr. Cassity, as follows:

A RESOLUTION RESCINDING IN ITS ENTIRETY A CERTAIN RESOLUTION ADOPTED BY THE BOARD ON NOVEMBER 13, 1965, (AUTHORIZING THE ISSUANCE OF \$4,500,000 CONSOLIDATED EDUCATIONAL BUILDINGS REVENUE BONDS, SERIES D, OF THE BOARD OF REGENTS OF MOREHEAD STATE COLLEGE); AND AUTHORIZING, IN LIEU THEREOF, THE ISSUANCE OF \$5,300,000 CONSOLIDATED EDUCATIONAL BUILDINGS REVENUE BONDS, SERIES D, OF THE BOARD OF REGENTS OF MOREHEAD STATE COLLEGE

WHEREAS, the Board of Regents of Morehead State College, by Resolution entitled:

"A RESOLUTION creating and establishing a Consolidated Educational Buildings Project of the Morehead State College; creating and establishing an issue of Consolidated Educational Buildings Revenue Bonds of the Board of Regents of the Morehead State College; providing for the issuance from time to time of said bonds; providing for the payment of the principal of and interest on said bonds and repealing all resolutions or parts of resolutions in conflict with this resolution."

BBG797

Minutes of January 11, 1966 continued -

BBG797

omission in ARTICLE II, Section 2.02 thereof by inserting as one of the educational building projects intended to be financed through application of the proceeds of said Series D Bonds a new building which will constitute an addition to the Breckinridge Training School, which is a part of the Board's Consolidated Educational Buildings Project; and (d) adding a covenant and commitment of the Board to supply any possible deficiency of Bond proceeds, if necessary, by appropriating whatever amount may be necessary from the College's allocated share of the \$176,000,000 General Obligation Bonds of the Commonwealth, as approved and authorized by the voters at the General Election held on November 2, 1965; and it has been ascertained that the average of the annual Revenue from the Consolidated Educational Buildings Project (the "Project"), for the two Fiscal Years immediately preceding the proposed issuance of the Series D Bonds to such revised amount, (being the income derived by the Board and the College during the two Fiscal Years immediately preceding such issuance, from the source established in the Resolution for the Revenues of the Project, as specifically permitted by the provisions of Section 7.10 of the Resolution), was equal to more than 1.25 times the maximum Aggregate Principal, Interest and Bond Fund Charges (a defined term), in any succeeding twelve-month period ending on May 1, and on the Series A Bonds, the Series B Bonds, the Series C Bonds and the Series D Bonds, hereinafter authorized, and a statement to that effect will be filed with the Trustee by the Treasurer of Said Board prior to the time of issuance of the Series D Bonds, thereby complying with the conditions and restrictions set forth in Section 7.10 of the Resolution permitting the issuance of Bonds ranking on a basis of parity and equality with the Series A Bonds, the Series B Bonds, and the Series C Bonds as to security and source of payment, and in all other respects; and

WHEREAS, it was recited in Section 4.02 of the Resolution that previous pledges had been made of a portion of the Student Registration Fees of occupants of dormitories financed by the Board's "Housing Bonds of 1959, Series A and Series B," dated June 1, 1959, and by the Board's "Dormitory Revenue Bonds of 1960," dated November 1, 1960; but that all Bonds of both issues were held by Housing and Home Finance Agency of the United States Government, and that said Agency had agreed to release such pledge in consideration of the Board's proposed pledge of a like amount from the unencumbered and available revenues of other dormitories; and

WHEREAS, ~~such~~ release and substitution was made effective prior to the time of issuance of the Series B Bonds, and it is considered desirable again to take

Minutes of January 11, 1966 continued -

note thereof at this time;

NOW, THEREFORE, the Board of Regents of Morehead State College hereby resolves that the Board hereby rescinds and repeals in its entirety that certain resolution which was adopted at a meeting held on November 13, 1965, and which is identified by its title or caption as follows:

"A RESOLUTION AUTHORIZING THE ISSUANCE OF  
\$4, 500, 000 CONSOLIDATED EDUCATIONAL BUILDINGS  
REVENUE BONDS, SERIES D, OF THE BOARD OF REGENTS  
OF MOREHEAD STATE COLLEGE"

and that the Board hereby adopts this new resolution to supersede and take the place thereof, as follows:

ARTICLE I - Definitions and Authority.

Section 1.01. This resolution (hereinafter referred to as the "Series D Resolution") is adopted in accordance with ARTICLE II, Section 2.03 of the Resolution.

(A)

Section 1.02. All terms which are defined in ARTICLE I of the Resolution shall have the same meanings, respectively, in this Series D Resolution as such terms are given in said Article of the Resolution. Cognizance is again hereby taken of the fact that prior to the time of issuance of the Series B Bonds, an effective release was made of those portions of certain Student Registration Fees which were theretofore pledged as a part of the security and source of payment of the Board's "Housing Bonds of 1959" and its "Dormitory Revenue Bonds of 1960," and that upon such release, such pledged portions of said Student Registration Fees were acknowledged to constitute Revenues, as defined in Section 1.01 of the Resolution, and as being under pledge for the security and source of payment of the Bonds.

(B) In this Series D Resolution, Series D Bonds shall mean the Bonds authorized by ARTICLE II of this Series D Resolution.

Section 1.03. This Series D Resolution is adopted pursuant to the provisions of Section 162.340, et seq.; of the Kentucky Revised Statutes and the Resolution.

ARTICLE II - Authorization of Series D Bonds.

Section 2.01 Pursuant to the provisions of the Resolution there is hereby authorized to be issued by the Board of Regents of Morehead State College, in its corporate capacity, a series of Bonds in the aggregate principal amount of Five Million Three Hundred Thousand Dollars (\$5,300,000). Such Bonds shall be designated as "Morehead State College Consolidated Educational Buildings Revenue Bonds, Series D." Said Series D Bonds are hereby declared to have been authorized under the Resolution and in

Minutes of January 11, 1966 continued -

conformity with the provisions of Section 7.10 of the Resolution. The Board hereby represents that the conditions prescribed in Section 7.10 of the Resolution will have been complied with before the time of the issuance of the Series D Bonds, and that the Series D Bonds are issued on a basis of parity with the Series A Bonds, the Series B Bonds, and the Series C Bonds.

Section 2.02. Said Series D Bonds are being issued for the purpose of paying the costs (to the extent not otherwise provided) of erecting and completing educational buildings with necessary appurtenances upon the property of the College in Rowan County, Kentucky, consisting of (a) additional educational building facilities, and appurtenances, to complete the existing Lappin Science Hall Building; (b) a new Health and Physical Education Classroom Building; (c) completion of the existing new Administration Building, by adding another floor thereto, as originally planned; (d) reconstruction and air-conditioning of the existing Button Auditorium; (e) construction of a new building which will constitute an addition to the Breckinridge Training School; (f) construction of a new Maintenance Service Building; together with (g) new boiler, steam tunnel and other related utility appurtenances as made necessary by reason of all of the foregoing; which, when erected and completed, will become and constitute a part of the Consolidated Educational Buildings Project of said College.

Section 2.03. The Series D Bonds shall be dated January 1, 1966, and bear interest payable on May 1, 1966, and thereafter semiannually on each November 1 and May 1, at a coupon rate or coupon rates not exceeding the statutory maximum of six per cent (6%) per annum, the exact rate or rates of interest for said said Series D Bonds to be fixed as a result of advertised sale and competitive bidding for said Series D Bonds, as hereinafter provided. Said Series D Bonds shall be numbered and scheduled to become due and payable in numerical order on May 1 of the respective years, as follows:

<u>BONDS NUMBERED</u> (Inclusive)	<u>PRINCIPAL AMOUNT</u>	<u>DATE OF MATURITY</u>
1-14	\$70,000	May 1, 1967
15-30	80,000	May 1, 1968
31-46	80,000	May 1, 1969
47-64	90,000	May 1, 1970
65-82	90,000	May 1, 1971
83 -101	95,000	May 1, 1972
102-121	100,000	May 1, 1973
122-141	100,000	May 1, 1974
142-163	110,000	May 1, 1975
164-186	115,000	May 1, 1976

BBG797

## Minutes of January 11, 1966 continued -

187-210	120,000	May 1, 1977
211-234	120,000	May 1, 1978
234-260	130,000	May 1, 1979
261-287	135,000	May 1, 1980
288-314	135,000	May 1, 1981
315-342	140,000	May 1, 1982
343-372	150,000	May 1, 1983
373-403	155,000	May 1, 1984
404-435	160,000	May 1, 1985
436-472	185,000	May 1, 1986
473-511	195,000	May 1, 1987
512-552	205,000	May 1, 1988
553-594	210,000	May 1, 1989
595-637	215,000	May 1, 1990
638-682	225,000	May 1, 1991
683-734	260,000	May 1, 1992
735-788	270,000	May 1, 1993
789-844	280,000	May 1, 1994
845-950	530,000	May 1, 1995
951-1060	550,000	May 1, 1996

Section 2.04. Said Series D Bonds shall be issued in coupon form, in the denomination of \$5,000.00, and shall be registrable as to principal only.

Section 2.05. The principal of and interest on said Series D Bonds shall be payable in any coin or currency of the United States of America, which at the time of payment thereof is legal tender for the payment of public and private debts, at the principal office of Citizens Fidelity Bank and Trust Company, in the City of Louisville, Kentucky, Trustee, (or successor Trustee appointed pursuant to the provisions of the Resolution), or at the option of the holders of the respective Series D Bonds and coupons at the principal office of Chemical Bank New York Trust Company, in the City of New York, New York, which were in the Series A Resolution appointed Paying Agents for the Bonds, subsequently confirmed in the Series B Resolution and the Series C Resolution, and are hereby confirmed as the Paying Agents for the Series D Bonds.

Section 2.06. The Series D Bonds maturing May 1, 1976, and thereafter (being the Bonds numbered 164 and upwards) shall be subject to redemption by the Board in whole or from time to time in part in the inverse order of their maturities (less than all of a single maturity to be selected by lot) on any interest payment date on or after May 1, 1965, at the redemption

Minutes of January 11, 1966 continued -

prices, expressed in percentages of principal amount, with respect to each Bond as set forth below, plus in each case accrued interest to the date of redemption:

<u>If Redeemed</u>	<u>Redemption Price</u>
On and after May 1, 1975 and prior to May 1, 1980	103%
On and after May 1, 1980 and prior to May 1, 1985	102%
On and after May 1, 1985 and prior to May 1, 1990	101%
On and after May 1, 1990, but prior to final maturity	100-1/2%

Section 2.07. Said Series D Bonds shall be executed on behalf of said Board with the reproduced facsimile signature of the Chairman of the Board and attested by the manual signature of the Secretary of the Board, and the facsimile of the corporate seal of said Board shall be imprinted thereon. Interest on said Series D Bonds falling due on and prior to maturity shall be represented by appropriate interest coupons to be attached to each of said Series D Bonds, which coupons shall be executed with the facsimile of the official signatures of said Chairman and said Secretary.

Section 2.08. For the purpose of securing the payment of both the principal of and interest on all the Bonds (Series A Bonds, Series B Bonds, Series C Bonds, Series D Bonds, and any additional parity Bonds which may hereafter be issued and outstanding pursuant to the conditions and restrictions set forth in Section 7.10 of the Resolution), and to secure for the benefit of all the holders of said Bonds the faithful performance of the covenants and provisions contained in the Resolution in the manner and to the extent as permitted and provided in the Resolution and in Sections 162.340, et seq., of the Kentucky Revised Statutes, Citizens Fidelity Bank and Trust Company, in the City of Louisville, Kentucky, was designated in the Series A Resolution and confirmed in the Series B Resolution and the Series C Resolution as Trustee under the Resolution for the holders of all of said Bonds, and such designation is now reaffirmed, with the powers and duties set forth in the Resolution and with no liability in connection with any action or omission to act under the Resolution except for its own negligence or willful breach of trust. Execution of the authentication certificate of the Trustee on each of the respective Series D Bonds shall conclusively establish the acceptance as to such Series D Bonds by the Trustee of the trusts and provisions with respect thereto as set forth in the Resolution.

Section 2.09. The Series D Bonds and coupons and provisions for registration appertaining thereto and the certificate of the Trustee to be endorsed on said Series D Bonds shall be in substantially the following respective form, to-wit:

BBG797



Minutes of January 11, 1966 continued -

(FORM OF BOND)

UNITED STATES OF AMERICA  
COMMONWEALTH OF KENTUCKY  
MOREHEAD STATE COLLEGE  
CONSOLIDATED EDUCATIONAL BUILDINGS REVENUE BOND  
SERIES D

No. \_\_\_\_\_

\$5,000.00

The Board of Regents of Morehead State College, a body corporate, as an educational institution and agency of the Commonwealth of Kentucky, for value received, hereby promises to pay, solely from the special fund provided therefor, as hereinafter set forth, to the bearer, or, if this Bond be registered, to the registered owner hereof, as hereinafter provided, the sum of Five Thousand Dollars (\$5,000.00) on the first day of May, 19\_\_\_\_, and to pay, solely from said special fund, interest thereon from the date hereof until payment of principal at the rate of \_\_\_\_\_ per cent (\_\_\_\_\_% ) per annum, such interest being payable on May 1, 1966, and thereafter semiannually on the first days of each November and May, except as the provisions hereinafter set forth with respect to prior redemption may be and become applicable hereto, such interest as may accrue on and prior to the maturity date of this Bond to be paid only upon presentation and surrender of the annexed coupons as they severally mature, both principal and interest being payable in any coin or currency of the United States of America which at the time of payment thereof is legal tender for the payment of public and private debts, at the principal office of the Trustee, Citizens Fidelity Bank and Trust Company, in the City of Louisville, Kentucky, or at the option of the holder hereof or of the interest coupons hereto appertaining, at the principal office of Chemical Bank New York Trust Company, in the City of New York, New York.

This Bond is one of a duly authorized issue of Bonds designated as "Consolidated Educational Buildings Revenue Bonds" (hereinafter referred to as the "Bonds") issued and to be issued under and in full compliance with the Constitution and Statutes of the Commonwealth of Kentucky, including among others, Sections 162.350 to 162.380, inclusive, of the Kentucky Revised Statutes now in full force and effect, and under and pursuant to the Resolution adopted by the Board of Regents on November 14, 1960, (hereinafter referred to as the "Resolution") and the Series D Resolution adopted by the Board of Regents on January 11, 1966.

As provided in the Resolution, the Bonds may be issued from time to time pursuant to separate resolutions in one or more series, in various principal amounts, may bear interest at different rates and may otherwise

Minutes of January 11, 1966 continued -

vary as in the Resolution provided. The aggregate principal amount of Bonds which may be issued under the Resolution is not limited except as provided in the Resolution, and all Bonds issued and to be issued under the Resolution are and will be equally secured by the pledges and covenants made therein, except as otherwise expressly provided or permitted in the Resolution.

This Bond is one of a series of Bonds of various maturities designated as "Consolidated Educational Buildings Revenue Bonds, Series D", (herein called the "Series D Bonds"), issued in the aggregate amount of \$5,300,000 under the Resolution for the purpose of financing the costs (to the extent not otherwise provided) of erecting and completing educational buildings and necessary appurtenances as a part of the Consolidated Educational Buildings Project of said College (hereinafter referred to as the "Project"). Copies of the Resolution, the Series A Resolution, the Series B Resolution, the Series C Resolution, and the Series D Resolution are on file at the office of the Trustee. Reference is hereby made to the Resolution pursuant to which Citizens Fidelity Bank and Trust Company, in the City of Louisville, Kentucky, has been designated as Trustee for the holders of the issue of Bonds of which this Bond is one and for the provisions, among others, with respect to the custody and application of the proceeds of the Bonds, the rights, duties and obligations of said Board of Regents and of the Trustee, and the rights of the holders of the Bonds; and by the acceptance of this Bond, the holder hereof assents to all of the provisions of the Resolution. Under authority of the statutes pursuant to which this Bond is issued, this Bond shall have all the qualities and incidents of a negotiable instrument, and subject to the provisions for registration endorsed hereon and contained in the Resolution, nothing contained in this Bond or in the Resolution shall affect or impair the negotiability of this Bond.

The holder of this Bond shall have no right to enforce the provisions of the Resolution or to institute action to enforce the covenants therein, or to take any action with respect to any default under the Resolution, or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Resolution. The Resolution provides for fixing, charging and collecting fees for the services of said Project, which fees will be sufficient to pay the principal of and the interest on said Bonds as the same become due and to provide reserves for such purposes and also to pay the costs of operation and maintenance of the Project to the extent the same are not otherwise provided. The Resolution provides for the creation of a special account designated "Consolidated

BBG797

Minutes of January 11, 1966 continued -

Educational Buildings Project Bond and Interest Sinking Fund" (herein called the "Bond Fund") and for the deposit to the credit of said Bond Fund of a fixed amount of the gross Revenues of said Project to pay interest on the Bonds as the same becomes due and to pay or retire the principal of the Bonds at or prior to the maturity thereof, and to provide a reserve for such purpose, which Bond Fund is pledged to and charged with the payment of said principal and interest.

The issue of Series D Bonds of which this Bond is one and all other Bonds heretofore issued and as may be hereafter issued and outstanding from time to time under the Resolution, are payable only from a fixed amount of the gross Revenues derived from the operation of said Project which will be set aside in said Bond Fund, and this Bond does not constitute any indebtedness of Morehead State College or of its Board of Regents or of the Commonwealth of Kentucky within the meaning of any provisions or limitations of the Constitution of the Commonwealth of Kentucky.

The Series D Bonds maturing May 1, 1976, and thereafter, (being the Bonds numbered 164 and upwards), shall be subject to redemption at the option of the Board of Regents in whole or from time to time in part in the inverse order of their maturities (less than all of a single maturity to be selected by lot) on any interest payment date on or after May 1, 1975, at the redemption prices expressed in percentages of principal amount, with respect to each Bond as set forth below, plus in each case accrued interest to the date of redemption:

<u>If Redeemed</u>	<u>Redemption Price</u>
On and after May 1, 1975 and prior to May 1, 1980	103%
On and after May 1, 1980 and prior to May 1, 1985	102%
On and after May 1, 1985 and prior to May 1, 1990	101%
On and after May 1, 1990, but prior to final maturity	100-1/2%

In the event the Board of Regents shall exercise its option to redeem any of the Series D Bonds of which this Bond is a part, notice of such redemption identifying the Bonds to be redeemed will be given to the Trustee at least forty-five (45) days prior to the specified redemption date and such notice shall be published at least once not less than thirty (30) days prior to the specified redemption date in a newspaper or financial journal of general circulation published in each of the Cities of Louisville, Kentucky, and New York, New York. Any Bonds called for redemption and for the payment of which funds are deposited with said Trustee on the specified redemption date shall cease to bear interest on said redemption date.

Minutes of January 11, 1966 continued -

BBG797

This Bond shall pass by delivery unless registered as to principal on the books of said Board of Regents at the office of the Trustee under the Resolution, and such registration noted hereon, after which no valid transfer hereof shall be effective unless made on said books and similarly endorsed hereon at the written request of the registered holder or his duly authorized representative, but this Bond may be discharged from registration by being in like manner registered to bearer whereupon full negotiability and transferability by delivery shall be restored but may again from time to time be registered as aforesaid. Such registration, however, shall not affect the negotiability of the interest coupons which shall always remain payable to bearer and transferable by delivery merely. The Board of Regents, the Trustee, and the Paying Agents may treat the bearer of this Bond, if not registered as to principal, and the bearer of any coupon hereto appertaining, whether or not this Bond be so registered, or if this Bond be registered as herein authorized, the person in whose name the same is registered, as the absolute owner for the purpose of making payment and for all other purposes.

A statutory mortgage lien, which is hereby recognized as valid and binding on said Project, is created and granted to and in favor of the holder or holders of this Bond and the issue of Bonds of which it is one, and in favor of the holder or holders of the coupons attached thereto, and said Project shall remain subject to such statutory mortgage lien until the payment in full of the principal of and interest on this Bond and the issue of Bonds of which it is one.

This Bond shall not be valid or become obligatory for any purpose, or be entitled to any security or benefit, under the Resolution, until it shall have been authenticated by the execution by the Trustee of the certificate hereon endorsed.

It is hereby certified, recited and declared that all acts, conditions and things required to exist, to happen, and to be performed precedent to and in the issuance of this Bond, do exist, have happened, and have been performed in due time, form and manner as required by law, and the amount of this Bond, together with all other obligations of said Board of Regents and of said Morehead State College, does not violate any provision or exceed any limit prescribed by the Constitution or Statutes of Kentucky; that said Project will be continuously operated, and that a sufficient portion of the gross Revenues therefrom has been pledged to and will be set aside into said Bond Fund for the payment of the principal of and interest on this Bond and the issue of which it is one, and all other Bonds which by their terms and the terms of the Resolution are payable from said Bond Fund, as and when the same will respectively become due.

Minutes of January 11, 1966 continued -

IN TESTIMONY WHEREOF, the Board of Regents of Morehead State College has caused this Bond to be executed on its behalf by the reproduced facsimile signature of its Chairman, and the facsimile of its corporate seal to be imprinted hereon, attested by the manual signature of its Secretary, and the coupons hereto attached to be executed with the facsimile signatures of said Chairman and Secretary, all being done as of the first day of January, 1966.

/s/ Harry M. Sparks

(Facsimile of Signature)

Chairman

Board of Regents

Morehead State College

(Facsimile of  
SEAL)

ATTEST:

/s/ Anna B. Carter

(Manual Signature)

Secretary

Board of Regents

(FORM OF COUPON)

No. \_\_\_\_\_

\$ \_\_\_\_\_

On the first day of \_\_\_\_\_, 19\_\_\_\_, \*(unless the Bond to which coupon is attached shall have been duly called for prior redemption and payment of the redemption price duly made or provided for) the Board of Regents of Morehead State College, at Morehead, Kentucky, will pay to bearer \_\_\_\_\_ Dollars (\$ \_\_\_\_\_) in any coin or currency which at the time of payment thereof is legal tender for the payment of public and private debts out of its "Consolidated Educational Buildings Project Bond and Interest Sinking Fund," at the principal office of Citizens Fidelity Bank and Trust Company, in the City of Louisville, Kentucky, or, at the option of the holder hereof, at the principal office of Chemical Bank New York Trust Company, in the City of New York, New York, as provided in and for interest then due on its Consolidated Educational Buildings Revenue Bond, Series D, dated January 1, 1966, Number \_\_\_\_\_.

/s/ Harry M. Sparks

(Facsimile of Signature)

Chairman, Board of Regents  
Morehead State College

/s/ Anna B. Carter

(Facsimile of Signature)

Secretary, Board of Regents

Minutes of January 11, 1966 continued -

(\*The phrase in parenthesis should appear only on  
Coupons maturing on and after November 1, 1975,  
attached to Bonds numbered 164 to 1060, inclusive).

(FORM OF AUTHENTICATION CERTIFICATE)

This Bond is one of the Bonds described or provided for in the within-  
mentioned Resolution.

CITIZENS FIDELITY BANK AND TRUST  
COMPANY, TRUSTEE

By \_\_\_\_\_ (Manual Signature)  
Authorized Officer

(FORM OF REGISTRATION TO BE PRINTED ON THE  
BACK OF EACH SERIES D BOND)

Date of Registration:	Name of Registered Holder:	Signature of Authorized Officer of Trustee
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Section 2.10. The Secretary of the Board is hereby authorized and directed to cause an appropriate form or forms of a notice of sale of the Series D Bonds to be published in The Louisville Courier-Journal, a legal newspaper published in the City of Louisville, Kentucky, which will afford state-wide notice of the sale, and in The Daily Bond Buyer, a financial journal published in the City of New York, New York, which is a publication having general circulation among bond buyers and said newspaper and financial journal are hereby declared to be qualified to publish such notice for the Board of Regents within the meaning and provisions of KRS Chapter 424. Such notice shall be published in said newspaper and financial journal at least once and shall

BBG797

Minutes of January 11, 1966 continued

appear not less than seven days nor more than twenty-one days prior to the scheduled date of sale of said Series D Bonds. Such notices shall be in the customary form and shall specify that sealed competitive proposals for the purchase of such Series D Bonds shall be received at a designated place and until some day and hour when the Board will be in session. A minimum bid of 98-1/2% of par plus accrued interest shall be required. The right to reject any or all bids shall be expressly reserved. On the occasion set forth in such notice the Board shall consider all proposals made pursuant to such notice, award the Series D Bonds in the manner and for the purposes herein provided, establish the interest coupon rate or rates which the Series D Bonds shall bear, and take all other necessary and proper steps in the sale and issuance of the said Series D Bonds.

The Secretary may cause to be prepared multiple copies of a statement giving a more complete and particular description of the Series D Bonds, provisions for the security and payment thereof, disposition of bond proceeds and other information that is not possible to give within the limits of the published notices, and furnish copies of such statement to all interested bidders upon request. Such statement may contain a particular description of the terms and conditions upon which the Series D Bonds are offered for sale, in order to bring about uniformity in the proposals which may be submitted for the purchase of said Series D Bonds.

Section 2.11. There is hereby established in the State Treasury of the Commonwealth of Kentucky a Construction Account to be designated "Morehead State College Consolidated Educational Buildings Project - Bond Proceeds Series D Construction Account." Immediately upon the issuance, sale and delivery of the Series D Bonds all sums received as accrued interest shall be deposited by the Treasurer in the Bond Fund, the Board hereby determining that the Revenues of the Project are currently sufficient for payment of interest which will accrue on the Series D Bonds until completion of the educational buildings and facilities intended to be financed, in part, through application of the proceeds of the Series D Bonds, and that it is not necessary to set aside any sum from Bond proceeds for such purpose. The balance of the Bond proceeds shall be transmitted by the Treasurer to the Treasurer of the Commonwealth with advice that the same is tendered for deposit in said Construction Account and shall be disbursed by the Treasurer of the Commonwealth according to such inspection, audit and disbursement procedures as may from time to time be provided by law for the purpose of paying the costs (to the extent not otherwise provided) of erecting and completing the educational buildings and necessary appurtenances as identified in Section 2.02 of this Series D Resolution in accordance with the approval plans and specifications therefor, and only upon certification of the Architect or Engineer having supervision of construction, as to each disbursement, that the amount thereof has been duly earned by and is payable to the designated party or parties for materials, services and/or labor furnished

Minutes of January 11, 1966 continued -

pursuant to proper contract duly awarded therefor; except that such Architect or Engineer shall not be required to certify any fee payable to the Fiscal Agents, but in such case the propriety of payment shall be certified by the Commissioner of Finance, or his duly authorized representative. Any balance remaining in said Construction Account after the erection of said educational buildings and appurtenances, and the payment of all costs in connection therewith shall be deposited in the Bond Fund; provided, however, that if proceedings are then pending or imminently contemplated for the construction or completion of one or more additional educational buildings or necessary appurtenances which are or will be financed by issuance of additional Series Bonds pursuant to the Resolution, and which building or buildings constitute or will constitute a part of the Consolidated Educational Buildings Project, any such unexpended balance may be taken into account in determining the amount of Bonds to be authorized therefor, or may otherwise be applied to the proper costs thereof, in which event such unexpended balance may, upon authority of the Board, be transferred to the Series Construction Account thereof.

If for any reason the moneys so provided to be deposited in the aforesaid "Morehead State College Consolidated Educational Buildings Project - Bond Proceeds Series D Construction Account" should prove to be insufficient to complete all of the educational buildings and appurtenant facilities which are enumerated in ARTICLE II, Section 2.02 hereof, the Board of Regents hereby covenants and agrees that it will appropriate an amount equal to the deficiency from that portion of the \$176,000,000 General Obligation Bonds of the Commonwealth, submitted to the voters pursuant to Chapter 188 of the Acts of the Regular Session of the General Assembly of Kentucky, 1964, as provided by the voters at the General Election held throughout the Commonwealth on November 2, 1965, as is provided to be allocated to Morehead State College.

Section 2.12. A certified copy of this Series D Resolution shall be filed with the Trustee, and this Series D Resolution shall take effect immediately upon its adoption and filing of a certified copy hereof with the Trustee.

ADOPTED January 11, 1966.

ATTEST:

/s/ Anna B. Carter  
Secretary

/s/ Harry M. Sparks, Chairman  
Board of Regents Morehead  
State College

BBG797



Minutes of January 11, 1966 continued -

After full discussion the Presiding Officer put the question and the following voted:

Dr. Harry M. Sparks	Aye
Dr. W. H. Cartmell	Aye
Mr. Lloyd Cassity	Aye
Mr. Alex Chamberlain	Aye
Mr. W. H. Dorton	Aye
Mr. Charles Gilley	Aye
Mr. Reed	Aye

Nays:	None
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Whereupon the Presiding Officer announced that said motion and Resolution had been duly carried, and that the Resolution was in full force and effect.

The President of the College then reminded the Board that in May 1965, the Board initiated the proceedings which are now to be culminated by the authorization and offering at public sale of the Board's \$5,300,000 "Consolidated Educational Buildings Revenue Bonds, Series D," which have been authorized at this meeting; and that in order to make it possible for the Commissioner of Finance, acting on behalf of the Commonwealth, to consider authorization of solicitation of construction bids for the new building for educational purposes which will constitute an addition to the Breckinridge Training School (one of the undertakings proposed to be financed through the issuance of such Series D Bonds) - - this Board, by a certain resolution adopted on May 31, 1965, authorized the making of a contract with the Fiscal Agents (Blyth & Co., Inc. and F. L. Dupree & Co., Inc.) wherein and whereby the Fiscal Agents agreed that until January 1, 1966, and for a consideration equal to \$2.00 per \$1,000 principal amount of the Series D Bonds which would be necessary for the financing of said Breckinridge Training School project (then determined not to exceed \$1,000,000, and in any event to be not less than \$750,000) said Fiscal Agents would appear at the Board's public offering of such Bonds for such purpose, and submit a legal bid for the purchase thereof upon agreed terms and conditions which are fully set forth in the Board's said resolution of May 31, 1965, which terms and conditions were thereafter approved by the Commissioner of Finance and the State Property and Buildings Commission. On the basis of such contract, it was possible for the Commissioner of Finance to create upon the books and records of the Commonwealth a "receivable account" which would justify the Commissioner's authorization of solicitation for such construction bids. Meanwhile such construction bids have been solicited by public advertising, and it has developed that the costs of constructing the building which will constitute an addition to the Breckinridge

Minutes of January 11, 1966 continued -

Training School will exceed the amount so guaranteed by the Fiscal Agents; and that including Engineers' fees, bond discount, capitalized interest and other items, it has been caused to appear that the amount of Bonds which the Board would have to authorize and offer for sale for the financing of said building which will constitute an addition to the Breckinridge Training School, would be approximately \$1,200,000. In view thereof, and in order to preserve the "receivable account" on the books and records of the Commonwealth, said Fiscal Agents, by a letter addressed jointly to the Board of Regents, the Commissioner of Finance, and the State Property and Buildings Commission prior to January 1, 1966, offered to extend their aforesaid guaranteed bid until January 26, 1966, and to increase the amount so guaranteed to \$1,200,000, upon the same consideration of \$2.00 per \$1,000; all of which has been approved by the Commissioner of Finance and by the State Property and Buildings Commission; and it has been recommended that the Board of Regents at this time agree thereto and ratify and confirm all such actions.

The President recommended that the Board adopt a resolution to that effect.

Thereupon Board Member, Mr. Dorton introduced, caused to be read in full and moved immediate adoption of a resolution, seconded by Board Member Dr. Cartmell, as follows:

#### RESOLUTION

THE BOARD OF REGENTS OF MOREHEAD STATE COLLEGE, MOREHEAD, KENTUCKY, DOES HEREBY RESOLVE that this Board hereby approves, accepts, ratifies and confirms the proposal of Blyth & Co., Inc., and F. L. Dupree & Co., Inc., to extend their previously guaranteed bid for the purchase of certain bonds intended to be offered by the Board for public sale, from December 31, 1965, to and including January 26, 1966, upon consideration that the guaranteed bid be increased to include (upon the same terms and conditions) the purchase of up to \$1,200,000 of the proposed "Consolidated Educational Buildings Revenue Bonds, Series D" of the Board, upon compensation to be paid to said Fiscal Agents from the proceeds of the Bonds at the rate of \$2.00 per \$1,000 of such financing, to be computed upon the aforesaid increased amount; and this resolution shall be in full force and effect from and after its adoption. (End of Resolution)

After full discussion, the Presiding Officer put the question, and upon call of the roll, the following vote was cast:

BBG797

Minutes of January 11, 1966 continued -

Dr. Sparks	Aye
Dr. Cartmell	Aye
Mr. Cassity	Aye
Mr. Chamberlain	Aye
Mr. Dorton	Aye
Mr. Gilley	Aye
Mr. Reed	Aye

Nays: None

The Presiding Officer then declared that said Resolution had been adopted and was in full force and effect.

On motion by Board Member Reed, seconded by Board Member Cassity, and unanimously adopted, the 26th day of January, 1966, at 11:00 a. m., (EST) was designated as the time for opening competitive bids for the purchase of the "Consolidated Educational Buildings Revenue Bonds, Series D," authorized at this meeting; the office of the President of the College was designated as the place for opening such purchase bids; and the Fiscal Agents were authorized to advertise the sale accordingly. The Chairman reminded the members of the Board that according to a notice previously mailed to each Member he had already called a special meeting of the Board to convene on January 26, 1966, at 10:00 a. m., EST; and that this would give the Board an hour for the transaction of other business before the 11:00 a. m. opening of purchase bids for the "Consolidated Educational Buildings Revenue Bonds, Series D."

On motion and vote, the meeting was adjourned.

(SEAL)

*Harry M. Sparks*  
/s/ Harry M. Sparks  
Chairman

ATTEST: *Anna B. Carter*  
/s/ Anna B. Carter  
Secretary

#### CERTIFICATION

I, Anna B. Carter, Secretary of the Board of Regents of Morehead State College, Morehead, Kentucky, hereby certify that the foregoing is a true and correct copy of those portions of the minutes of a meeting of said Board of Regents, held January 11, 1966, as pertain to the Board's consideration and authorization of the College's "Consolidated Educational Buildings Revenue Bonds, Series D," designation of the time and place of opening purchase bids which may be received therefor, and related matters.

Witness my hand and the seal of said Board, this 11th day of January, 1966.

(SEAL)

/s/ Anna B. Carter, Secretary  
Board of Regents Morehead State College