



Prop. S ICOC  
Exhibit 2.1  
September 17, 2009

**DATE:** September 14, 2009

**TO:** Gil Johnson, Chair Pro-tem, ICOC  
Stuart Markey, Executive Director, Capital Improvements

**FROM:** Mark Bresee, General Counsel

**SUBJECT:** ICOC Bylaws

Per your request, I have completed another review of the draft ICOC Bylaws, scheduled to go to the Committee for second reading and adoption at the September 17, 2009 meeting.

It is my opinion that the Bylaws are lawful as written, and therefore may be adopted by the ICOC and sent on to the Board of Education for consideration and ratification.