

July 14, 2014
South Paris, Maine

A regular meeting of the M.S.A.D. #17 Board of Directors was held on Monday evening, July 14, 2014, at Central Office, 232 Main Street, South Paris, Maine, with the following members in attendance: Jared Cash, Buddy Coffren, Curtis Cole, Stephen Cummings, Nick DiConzo, Mike Dignan, David Dunn, Sharon Gendreau, Donald Gouin, Judy Green, Ronald Kugell, Tom Moore, Barry Patrie, Elizabeth Swift, Joe Vaillancourt, Don Ware, and Lewis Williams. Board members absent were Al Lisowski (exc.), Ann Macro (exc.), Henry Raymond, Olive Sanborn and Toby Whitman. Also present were, Cathy Coffey, Troy Eastman, Kathy Elkins, Melanie Ellsworth, Patrick Hartnett, Heather Manchester, Ted Moccia, Jane Morse, Leslie Dixon from the Sun Journal and Superintendent of Schools Richard Colpitts.

1. **CALL TO ORDER:** Chairman Kugell called the meeting to order at 7:00 p.m.
2. **FLAG SALUTE:** Chairman Kugell led the flag salute.
3. **WELCOME TO VISITORS:** Chairman Kugell welcomed visitors, staff members, members of the press and new Board members David Dunn and Sharon Gendreau.
4. **QUESTIONS/COMMENTS FROM THE PUBLIC:** None
5. **REPORTS:**

Negotiations Committee: Mr. Patrie reported on the committee.

Strategic Planning Committee: Mr. Cash updated the Board on the Committee.

Personnel Committee: Mr. Patrie reported that the Committee met prior to tonight's Board meeting and would have recommendations on items F., G., H., and I.

Operations/Finance Committee: Mr. DiConzo reported on Operations and Mr. Vaillancourt reported on Finance.

6. **SUPERINTENDENT'S REPORT:**

Mr. Moccia, Mr. Eastman, Ms. Manchester and Ms. Elkins gave administrative updates.

Mr. Colpitts reported that the Central Office move is complete, he noted Nelson Baillargeon and his maintenance crew for all their hard work in making the move a success.

NOTE: Correction to Superintendent's Report, Katie Scott, not Katie Thomas resigned.

7. ADJUSTMENTS TO THE AGENDA:

Mr. Moore made the motion, seconded by Dr. Ware, and voted unanimously to add Supplemental Agenda items 8. B and 8. C to the Agenda.

8. CONSENT AGENDA:

Mr. Moore made the motion, seconded by Mr. Vaillancourt, and voted unanimously to approve the following:

A. Positions for FY 2015:

Corey Landsman	Grade 1 Teacher, Paris Elementary School
Megan Hanson	Grade 5 Humanities Teacher, Paris Elementary School
Margaret Norton	Grade 1 Teacher, Guy E. Rowe Elementary School
Michelle O'Kane	Guidance Counselor, Guy E. Rowe Elementary School
Shannon Penfold	Kindergarten Teacher, Guy E. Rowe Elementary School
Caitlain Jasper	Grade 3 Teacher, Guy E. Rowe Elementary School
Lorraine Jabine	Grade 4 Teacher, Guy E. Rowe Elementary School
Donald Thorne	Assistant Principal, Guy E. Rowe Elementary School
Earl Rogers	Ed Tech II, Oxford Hills Middle School
John Kenealy	Special Education Teacher OHCHS

B. Coaching Candidate:

Walter Perry	Assistant Girls Soccer
---------------------	-------------------------------

C. Stipend nomination:

David Knightly	Restorative Practice
-----------------------	-----------------------------

9. ACTION ON MINUTES:

A. Mr. Moore made the motion, seconded by Mr. DiConzo and voted unanimously to approve the June 16, 2014 regular Board meeting minutes.

10. UNFINISHED BUSINESS: None

11. NEW BUSINESS:

A. Mr. Moore made a motion, seconded by Mr. Coffren to nominate Mr. Kugell as Board Chair, Superintendent Colpitts declared nominations closed and called for a vote. The motion passed by a unanimous vote in favor.

- B. Mr. Patrie made a motion, seconded by Ms. Green to nominate Dr. Ware as Board Vice Chair, Mr. Kugell declared nominations closed and called for a vote. The motion passed by a unanimous vote in favor.**
- C. Mr. DiConzo made a motion, seconded by Dr. Ware to nominate the current Finance Committee members (Curtis Cole, Don Gouin, Barry Patrie, Joe Vaillancourt and Board Chair Ron Kugell) to the Finance Committee. The motion passed by a unanimous vote in favor.**
- D. Mr. Patrie made the motion, seconded by Ms. Green to nominate Debra Hertell as Voter Registration Clerk for District meetings. The motion passed by a unanimous vote in favor.**
- E. Mr. Moore made the motion, seconded by Mr. Patrie and voted unanimously in favor to approve the 2014-2015 leased space application renewal for the Oxford Hills Middle School South Campus facility.**
- F. Mr. Moore made the motion, seconded by Mr. Vaillancourt and voted unanimously in favor to create an Ed Tech I position at Paris Elementary School for Kindergarten through Grade 3 to be paid for by the IDEA Grant.**
- G. Mr. Moore made the motion, seconded by Mr. DiConzo, and voted unanimously in favor to create a .5 FTE Literacy Coach Administrative position.**
- H. Mr. Moore made the motion, seconded by Mr. Vaillancourt and voted unanimously in favor to appoint Melanie Ellsworth to the .5 FTE Literacy Coach Administrative position.**
- I. Mr. Moore made the motion, seconded by Mr. Vaillancourt and voted unanimously in favor to appoint Beth Clarke as interim .5 Principal of Agnes Gray Elementary School for FY 2015.**
- J. Mr. Moore made the motion, seconded by Dr. Ware and voted unanimously in favor to approve the recommendations for the No Child Left Behind FY 2015 Title I and Title II Application.**
- K. Mr. Moore made the motion, seconded by Mr. Vaillancourt and voted unanimously to dispense with reading the article and to approve as recommended, the motion entitled “Resolution to Authorize Energy Conservation project Contract with Siemens Industry, Inc.,” and that an attested copy of said Resolution be included with the minutes of this meeting.**

RESOLUTION TO AUTHORIZE ENERGY CONSERVATION PROJECT CONTRACT WITH SIEMENS INDUSTRY, INC.

The School Board of Maine School Administrative District No. 17 (the “District”)

hereby RESOLVES as follows:

1. That, pursuant to 20-A M.R.S. § 15915, the Superintendent of Schools be authorized to enter into a contract with Siemens Industry, Inc. for an energy conservation project that includes the furnishing and installation of wood pellet boilers at the Paris Elementary School and Oxford Hills Middle School and exterior lighting upgrades at said schools and the Hebron Station School, in an amount not to exceed \$1,500,000.00, provided that said contract is in form acceptable to the Superintendent of Schools and the District's legal counsel.
- L. Mr. Moore made the motion, seconded by Mr. Cummings and voted unanimously to dispense with reading the article and to approve as recommended, the motion entitled "Resolution to Authorize Financing of an Energy Conservation and Air Quality Equipment and Improvement Project at District Schools Through the Issuance of a Taxable Municipal Lease Purchase Agreement in the Principal Amount of Not More Than \$1,500,000 to be Issued as a Qualified Energy Conservation Bond," and that an attested copy of said Resolution be included with the minutes of this meeting.

RESOLUTION TO AUTHORIZE FINANCING OF AN ENERGY CONSERVATION AND AIR QUALITY EQUIPMENT AND IMPROVEMENT PROJECT AT DISTRICT SCHOOLS THROUGH THE ISSUANCE OF A TAXABLE MUNICIPAL LEASE PURCHASE AGREEMENT IN THE PRINCIPAL AMOUNT OF NOT MORE THAN \$1,500,000 TO BE ISSUED AS A QUALIFIED ENERGY CONSERVATION BOND

WHEREAS, the Maine Municipal Bond Bank has conditionally approved the allocation to Maine School Administrative District No. 17 (the "District") of \$1,500,000 in qualified energy conservation bonds;

The School Board of Maine School Administrative District No. 17 hereby RESOLVES as follows:

1. That the Superintendent of Schools of the District (the "Superintendent") is authorized to execute and deliver a binding acceptance of a proposal by Androscoggin Bank (the "Lessor") to provide taxable lease purchase financing in an amount not to exceed One Million Five Hundred Thousand Dollars (\$1,500,000.00) for pellet boiler installation and exterior lighting upgrades and related energy improvements at District schools (the "Project"), which acceptance shall be on the terms and in such form as the Superintendent may approve, said approval to be conclusively evidenced by the execution and delivery thereof (hereinafter, the "Purchase Agreement");

- 2. That under and pursuant to sections 54A and 54D of the Internal Revenue Code of 1986, as amended (the "Code"), the general laws of the State of Maine including section 15915 of Title 20-A of the Maine Revised Statutes, as amended, and all other applicable law, the Superintendent in the name and on behalf of the District, (hereinafter, the "Lessee") is authorized to execute and deliver to Lessor a qualified energy conservation bond lease purchase agreement in the principal amount not to exceed \$1,500,000.00, payable for a term not to exceed the lesser of a term specified in the Purchase Agreement or the applicable maximum term established by the United States Treasury Department for tax credit bonds, and otherwise on such terms and in such form not inconsistent herewith as the Superintendent may approve, said approval to be conclusively evidenced by the execution and delivery thereof (the Lease");**
- 3. That the Project be recognized as a "green community program" within the meaning of Section 54D(f)(1)(A)(ii) of the Code, and the Lease be hereby designated as a qualified energy conservation bond for purposes of Sections 54A and 54D of the Code, and that pursuant to section 6431 of the Code, as amended by the Hiring Incentives to Restore Employment Act (Pub. L. No. 111-147), Lessee hereby makes an irrevocable election to have Section 6431(f) of the Code apply to the Lease, and to receive subsidy payments from the Department of the Treasury in lieu of allowing a taxpayer that owns the Lease to qualify for credits against that taxpayer's federal income tax liability to the extent otherwise allowable under the Code;**
- 4. That to the extent not inconsistent with this Resolution and the Purchase Agreement, the Superintendent is authorized to select such date(s), maturity(ies), denomination(s), interest rate(s), place(s) of payment, form(s) and other details of the Lease, as the Superintendent may approve, said approval to be conclusively evidenced by the execution and delivery thereof;**
- 5. That the Superintendent is authorized to covenant on behalf of the Lessee that no part of the proceeds of the Lease shall be used directly or indirectly to acquire any securities or obligations, the acquisition of which would cause the Lease to be a "private activity bond" or an "arbitrage bond" within the meaning of Sections 141 and 148 of the Code and to covenant on behalf of the Lessee to file any information report and pay any rebate due to the United States in connection with the issuance of the Lease;**
- 6. That the Superintendent is authorized to execute and deliver such tax certificates, arbitrage and use of proceeds certificates and other documents and certificates as may, in the Superintendent's opinion, be necessary or convenient to effect the transactions herein authorized, to be in such form**

not inconsistent with this Resolution as the Superintendent may approve, said approval to be conclusively evidenced by the execution and delivery thereof;

- 7. That the Superintendent is authorized to execute and deliver an escrow agreement with Lessor or its nominee (the "Escrow Agreement"), if applicable, to hold funds in an escrow account pending disbursement for the Project, said Escrow Agreement to be on such terms not inconsistent with the Purchase Agreement and this Resolution as the Superintendent may approve, including without limitation a provision granting Lessor a security interest in the escrow account, said approval to be conclusively evidenced by the execution and delivery thereof;**
- 8. That the Superintendent is authorized to covenant, certify and agree, on behalf of the Lessee, for the benefit of the holder of the Lease, that the Lessee will file any required reports, make any annual financial or material event disclosure, and take any other action that may be necessary to insure the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, to the extent applicable, are met;**
- 9. That the Superintendent and other appropriate officials of the Lessee, acting singly, are authorized to execute and deliver on behalf of the Lessee such security agreements, UCC-1 financing statements, fixture filings, and other documents and certificates as may be required in connection with the Lease and the Escrow Agreement, and to take all lawful actions necessary for the Lease to comply with the requirements for qualified energy conservation bonds within the meaning and for all purposes of Sections 54A and 54D of the Code;**
- 10. That the Superintendent and other proper officials of the Lessee, acting singly, are authorized and empowered in its name and on its behalf to do or cause to do all such other acts and things as may be necessary or desirable in order to effect the sale and delivery of the Lease and the Escrow Agreement in accordance herewith and any such prior action by them is hereby ratified and confirmed;**
- 11. That if the Superintendent or any other Lessee officer or official is for any reason unavailable to, as applicable, approve, execute or attest the Lease and the Escrow Agreement, or any related financing documents, the person or persons acting in any such capacity, whether as an assistant, a deputy or otherwise, is authorized to act for such official with the same force and effect as if such official had herself/himself performed such act.**

- M. Mr. Moore made the motion, seconded by Dr. Ware and voted unanimously in favor to enter executive session at 7:39 p.m., in accordance with 1 M.R.S.A. §405 (6)(D) to discuss negotiations with the Oxford Hills School District Supervisors. The Board re-entered open session at 7:44 p.m.
- N. Mr. Moore made the motion, seconded by Mr. Patrie and voted 15 in favor, 0 opposed and 1 abstention to approve the Agreement Between the M.S.A.D. #17 Board of Directors and the Oxford Hills School District Supervisors.

12. QUESTIONS/COMMENTS FROM THE BOARD: None

13. ADJOURNMENT:

Mr. Patrie made the motion, seconded by Mr. Moore, and voted unanimously to adjourn at 7:49 p.m.

Respectfully submitted,

Richard Colpitts
Superintendent of School