

March 18, 2019
South Paris, Maine

A regular meeting of the M.S.A.D. #17 Board of Directors was held on Monday evening, March 18, 2019 at 232 Main Street, South Paris, Maine, with the following members in attendance: Natalie Andrews, Jared Cash, Stacia Cordwell, Stephen Cummings, David Dunn, Judy Green, Bob Jewell, Kathy Laplante, Al Lisowski, Diana Olsen, Sarah Otterson, Barry Patrie, Henry Raymond, Troy Ripley, William Rolfe, Kristin Roy, Gary Smith, Elizabeth Swift, Donald Ware and Lewis Williams. Board members absent were Curtis Cole (exc.) and Ron Kugell (exc.). Also present were Paul Bickford, Cathy Coffey, Matthew Corbett, Melanie Ellsworth, Margaret Emery, Daniel Hart, Patrick Hartnett, Debra Hertell, Tiffany Karnes, Shawn Lambert, Heather Manchester, Ted Moccia, Robert Ripley, Jessika Sheldrick, DJ Thorne, Student Representative Catrina Wilson, Dylan Mills from NPCTV and Superintendent of Schools Richard Colpitts.

1. **CALL TO ORDER:** Chair Diana Olsen called the meeting to order at 7:00 p.m.

2. **FLAG SALUTE:** Chair Diana Olsen led the flag salute.

3. **WELCOME TO VISITORS:** Chair Diana Olsen welcomed staff and visitors.

4. **QUESTIONS/COMMENTS FROM THE PUBLIC:** None

5. **REPORTS:**

Student Representative: Ms. Catrina Wilson reported that the Girls Basket Ball Team won the State Championship and the boys team won the Sportsmanship Award.

Curriculum Committee: Dr. Ware reported that the Committee has met twice since the last Board meeting. They have discussed a single bus run and grading.

Personnel Committee: Mr. Patrie reported that the Committee met before tonight's Board meeting and will have a recommendation on item 10.B.

Operations Committee: Mr. Williams reported that the Committee met before tonight's Board meeting and discussed item 11.B.

Finance Committee: Mr. Patrie reported that the Committee met before tonight's Board meeting with Operations Committee and discussed item 11.B.

Strategic Planning Committee: Mr. Cash reported that the Committee met on February 25, 2019 for their first community wide meeting. The committee broke into groups and discussed changes since the initial plan took effect.

Budget Committee: Mr. Jewell reported that the Committee last met here weeks ago and will meet again this Wednesday at 5:30.

6. SUPERINTENDENT'S REPORT:

1. Administrative Updates:

Ms. Manchester, Mr. Moccia and Mr. Lambert all gave administrative updates.

Congratulations to March Students of the Month:

Mikaelah Bailey – Grade 9

Chloe Kiley – Grade 11

Taylor Haggerty – Grade 10

Cameron Slicer – Grade 12

7. ADJUSTMENTS TO THE AGENDA:

Dr. Ware made the motion, seconded by Mr. Patrie and voted unanimously in favor to move item 10. Unfinished Business to after 11. New Business.

8. CONSENT AGENDA:

Mr. Smith made the motion, seconded by Mr. Rolfe and voted unanimously in favor to approve the following:

A. To approve the Superintendent's nomination of Ashly Rolfe as Educational Technician III at Western Maine Regional Program for Children with Exceptionalities.

B. To approve the Superintendent's nomination of Jason Richards as Tech Support Specialist at Oxford Hills Comprehensive High School.

C. To approve the Superintendent's nomination of Kaylie Kennison as Educational Technician II at Paris Elementary School.

D. To approve the following Spring Coach stipend nominations:

Riley Chickering Assistant Coach, High School Baseball

Ryan Yates Coach, Middle School B Team Baseball

Sarah Patten Asst. Coach, Middle School Girl's Outdoor Track

E. To accept a \$1,000 donation from Rick Mowery on behalf of the Spurrs Corner Alliance Church congregation to purchase two way radios for Otisfield Community School.

F. To accept a donation of 94 pairs of New Balance shoes valued at \$3,760 to Oxford Hills Comprehensive High School for students in need.

G. To approve an overnight field trip for Oxford Hills Comprehensive High School Junior Classical League to the JCL Spring Convention in Augusta on May 23, 2019 – May 24, 2019.

- H. To approve an overnight field trip for the Oxford Hills Comprehensive High School Key Club to Springfield, Massachusetts to the annual Training Convention on April 5, 2019 – April 7, 2019.
- I. To approve four overnight “CAPS North” trips planned for the CAPS Alternative Education Program in March, April, May and June of 2019.
- J. To approve an overnight field trip for Paris Elementary School Grade 5 students to the Bryant Pond 4-H Camp from May 8 to May 10, 2019.
- K. To approve a field trip for Hebron Station School fourth, fifth and sixth grade classes to Boston Massachusetts on May 2, 2019.
- L. To approve a field trip for Mrs. Wallace’s Grade 4-6 Life Skills and Autism class at Paris Elementary School to the New England Mineral Conference at Sunday River in Bethel on May 10, 2019.

9. ACTION ON MINUTES:

- A. Mr. Patrie made the motion, seconded by Ms. Andrews and voted 15 in favor, 0 opposed and 5 abstentions to approve the February 4, 2019 regular Board meeting minutes.

11. NEW BUSINESS:

- A. Finance Manager Cathy Coffey and Superintendent Colpitts presented concerning the proposed Phase 5 Performance Contract.
- B. Mr. Patrie made the motion, seconded by Ms. Green and voted 14 in favor, 7 opposed and 0 abstentions to approve the Resolution entitled, “Resolution to Authorize Lease Purchase of Energy Conservation and Air Quality Improvements at District Schools in Principal Amount Not to Exceed \$5,552,544,” be approved in form presented to this meeting, and that an attested copy of said Resolution be included with the minutes of this meeting.

RESOLUTION TO AUTHORIZE LEASE PURCHASE OF ENERGY CONSERVATION AND AIR QUALITY IMPROVEMENTS AT DISTRICT SCHOOLS IN PRINCIPAL AMOUNT NOT TO EXCEED \$5,552,544

Under and pursuant to the general laws of the State of Maine, including sections 1001, 1055, and 15915 of the Maine Revised Statutes, the School Board of Maine School Administrative District No. 17 (the “District”) hereby resolves as follows:

- 1. That, pursuant to section 15915 of Title 20-A of the Maine Revised Statutes, the Superintendent of Schools (the “Superintendent”) is authorized in the name and on behalf of the District to execute and deliver a performance contract with Siemens Industry, Inc. or its affiliate or designee, or such other energy services company as the District may select, to provide for an energy conservation and related air quality improvements project at District schools, including without limitation roof replacement and HVAC improvements at Oxford Hills High School, HVAC improvements at Guy E. Rowe Elementary School, and roof replacement at Otisfield Community School (the “Project”) at a total cost not to exceed \$5,552,544, provided that said performance contract is in form acceptable to the Superintendent and the District’s legal counsel (the “Energy Performance Contract”);**
- 2. That the Superintendent is authorized and empowered in the name and on behalf of the District to do or cause to do all such other acts and things as may be necessary or desirable in order to effect the execution and delivery of the Energy Performance Contract in accordance herewith, and to execute such other documents and take such other actions as may in the Superintendent’s judgment may be necessary to effectuate the accomplishment of the Project, and any such prior action by the Superintendent is hereby ratified and confirmed;**
- 3. That the Superintendent is authorized to arrange for lease purchase financing with such lease purchase financing company and on such terms as the Superintendent shall approve (the “Lessor”) in principal amount not to exceed \$5,552,544 to fund the Energy Performance Contract and costs of issuance, said approval to be conclusively evidenced by the execution and delivery thereof (the “Lease”);**
- 4. That the Superintendent is authorized to execute and deliver an escrow agreement with the Lessor or its nominee, or with a third party financial or trust institution (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 this Resolution as the Superintendent may approve, including without limitation a provision granting Lessor or third party financial or trust institution a security interest in the escrow account, said approval to be conclusively evidenced by the execution and delivery thereof;**
- 5. That the Superintendent is authorized to designate the Lease, as applicable, as a qualified tax-exempt obligation within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”);**

- 6. That the Superintendent is authorized to covenant on behalf of the District 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 “arbitrage bond” within the meaning of Sections 141 and 148 of the Code, and to covenant on behalf of the District to file any information report and pay any rebate due to the United States in connection with the issuance of the Lease;**
- 7. 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;**
- 8. That the Superintendent and other appropriate officials of the District, 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 Escrow Agreement;**
- 9. That the Superintendent is authorized to covenant, certify and agree, on behalf of the District, for the benefit of the Lessee, that the District will file any required reports, make any annual financial or material event disclosure, and take any other action that may be necessary to ensure the disclosure requirements imposed by Rule 15c2-12 of the Securities and Exchange Commission, to the extent applicable, are met;**
- 10. That the Superintendent, in consultation with Bond Counsel, is authorized to implement written procedures with respect to the Lease for the purpose of (i) ensuring timely “remedial action” for any portion of the Lease that may become “non-qualified bonds,” as those terms are defined in the Code and regulations thereunder; and (ii) monitoring the District’s compliance following execution of the Lease with the arbitrage, yield restriction, and rebate requirements of the Code and regulations thereunder;**
- 11. That the Superintendent is authorized and empowered in the name and on behalf of the District to do or cause to do all such other acts and things as may be necessary or desirable in order to effect the execution and delivery of the Energy Performance Contract, Lease, and Escrow Agreement in accordance herewith, and to execute such other documents and take such other actions as may in the Superintendent’s judgment may be necessary to effectuate the accomplishment of the Project, and any such prior action by them is hereby ratified and confirmed;**

12. That if the Superintendent is for any reason unavailable to, as applicable, approve, execute, or attest the Energy Performance Contract, Lease, 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;

13. That the School Board hereby declares its official intent pursuant to Section 1.150-2(e) of the Income Tax Regulations that the District reasonably expects to use the proceeds of tax exempt financing to reimburse certain original expenditures from the District's general fund that were made within 60 days prior to adoption of this Resolution or that are to be made after adoption of this Resolution, which original expenditures have been or will be incurred in connection with the Project; that the District reasonably expects that the maximum principal amount incurred by the District to finance the Project will not exceed \$5,552,544; and that this declaration of official intent shall be kept in the permanent records of the District and shall be reasonably available for public inspection; and
14. That an attested copy of this Resolution be filed with the minutes of this meeting.

A true copy, attest:

Richard Colpitts, Secretary

C. MVR 11 Director Shawn Lambert presented on a draft proposed MVR 11 budget.

D. Ms. Andrews made the motion, seconded by Mr. Rolfe and voted 17 in favor, 4 opposed and 0 abstentions to approve the second and final reading of the following new policy:

JICD Student Protests and Walk-outs

E. Mr. Ripley made the motion, seconded by Ms. Andrews and voted unanimously in favor to approve the second and final reading of the following revised policies:

JLFA Child Sexual Abuse Prevention and Response
IJOA Fieldtrips and Other Student Travel
IJJ Instructional and Library – Media Materials Selection

F. Ms. Green made the motion, seconded by Dr. Ware and voted 21 in favor, 1 opposed and 0 abstentions to approve the 2019-2020 School Calendar.

**G. Mr. Patrie made the motion, seconded by Ms. Green and voted unanimously in favor to enter into executive session at 8:36 p.m., in accordance with 1 M.R.S.A. §405 (6)(B), to conduct a readmission hearing.
The Board left executive session at 8:47 p.m.**

H. Mr. Rolfe made the motion, seconded by Dr. Ware and voted unanimously in favor to readmit a student.

10. UNFINISHED BUSINESS:

**A. Mr. Jewell made the motion, seconded by Ms. Andrews and voted unanimously in favor to enter into Executive Session at 8:51 p.m., to conduct an evaluation of the Superintendent pursuant to 1 M.R.S.A. §405 (6)(A)
The Board left executive session at 8:56 p.m.**

B. Mr. Jewell made the motion, seconded by Mr. Rolfe and voted unanimously in favor to extend the Superintendent's contract by 1 year.

12. QUESTIONS/COMMENTS FROM THE BOARD:

13. ADJOURNMENT:

The Board Chair adjourned the meeting at 8:57 p.m.

Respectfully submitted,

**Richard Colpitts
Superintendent of School**