

# **BOARD OF DIRECTORS' MEETING**

February 28, 2024

SWWC Service Cooperative – Marshall, MN

## **Minutes**

**BOARD PRESENT:** Matt Coleman - Chair, Marshall  
Jody Bauer – Vice Chair, Tracy  
Steve Schnieder - Clerk, Worthington  
Ben Bothun, Lac qui Parle County  
Becky Foster, Westbrook/Walnut Grove  
Amanda Lecy, Yellow Medicine East  
Nicole Swanson, Tracy

**BOARD ABSENT:** Carla Olson - Treasurer, KMS  
Becky Paluch, Ivanhoe

**STAFF PRESENT:** Cliff Carmody, Executive Director  
Lee Dubbelde, Cybersecurity Engineer  
Forrest Fosheim, Director of Network Services  
Mason Garbe, Cybersecurity Analyst  
Tegan Gillund, Director of Finance  
Jennifer Lee, Administrative Assistant  
Shelly Maes, Manager of Member Services  
Abby Polzine, Director of Human Resources  
Josh Sumption, Chief Technology & Information Officer

**STAFF ABSENT:** Bobbie Carmody, Administrative Assistant

**ITEM 1:** **CALL TO ORDER**  
Chair Coleman called the meeting to order at 6:30 pm at SWWC – Marshall, MN.

**ITEM 2:** **INTRODUCTION OF GUESTS**  
Cliff Carmody welcomed and introduced Kim Barse, Matt Rantapaa and Becky Paluch who were connected via Teams and staff present Lee Dubbelde, Forrest Fosheim, Mason Garbe, Shelly Maes and Josh Sumption.

**ITEM 3:** **AGENDA APPROVAL**  
Motion by Steve Schnieder, seconded by Jody Bauer, to approve the agenda with the removal of 9.1 – Purchase Agreement with City of Marshall and 9.2 – Assignment of Purchase Agreement to SWWC Foundation. Motion passed unanimously.

**ITEM 4:** **CONSENT AGENDA APPROVAL**  
Motion by Becky Foster, seconded by Ben Bothun, to approve items on the consent agenda as follows:

**4.1 Minutes – January 24, 2024**

**4.2 Approval of Expenditures**

**4.3 Services Contracts**

- BOLD Public School - E-Rate Services - \$1,450.00 from 7/1/23-6/30/24.
- Hibbing Public School - 23-24 Membership Dues - \$50.00 and Cybersecurity Services - \$18,428.00 from 7/1/23-6/30/24.
- Mountain Lake Public School - DAPE Services - \$1,915.00 from 7/1/23-6/30/24.
- Wabasso Public School - Licensed Nursing Services - \$5,100.00 from 7/1/23-6/30/24.
- Willmar Public School - STARRS Online - \$2,477.00 from 7/1/23-6/30/24.

**4.4 Consultant Contracts**

- BCI Construction, Inc. - Proposal for repairs to the sewer pipe at ELC-Cosmos - \$17,205.00.
- BCI Construction, Inc. - Proposal for Shower Addition at ELC-Windom - \$79,868.00.
- Achieve, TFC, LLC - Amendment of Agreement for Services for Iterative Planning and Staff Development through 6/30/2024 - Up to \$27,600 for up to 400 hours.
- IEA, Inc. - Amendment #4 to extend the contract with IEA, Inc. for one additional year until June 30, 2025, with a \$58/visit increase for contracting districts. - \$783/visit.

**4.5 Personnel List**

**New Hires:**

- Shelby Adrian, Special Education Paraprofessional, full-time (Schedule A/Step 0), with fringes, effective 1/25/2024.
- Daren Barnett, EANS Learning Interventionist, part-time (PS-SB2), without fringes, effective 2/12/2024.
- Laura Bruns, Career Coordinator, full-time (PS-SB2), with fringes, effective 2/13/2024.
- Jordan Flinn, Special Education Teacher, 139 days (MA & 5), with fringes, effective 11/13/2023.
- Isaac Hill, EANS Educational Assistant, full-time (PS-SB1), with fringes, effective 1/29/2024.
- Ayan Houssein, Special Education Paraprofessional, full-time (Schedule A/Step 0), with fringes, effective 2/26/2024.
- Angela Lawrence, EANS Learning Interventionist, part-time (PS-SB2), without fringes, effective 2/12/2024.
- Maria Medina, Special Education Paraprofessional, full-time (Schedule A/Step 8), with fringes, effective 2/08/2024.
- Matt Onken, Business Services Specialist, full-time (PS-FY5), with fringes, effective 2/19/2024.

- Torri Rykhus, Special Education Paraprofessional, full-time (Schedule A/Step 4), with fringes, effective 2/13/2024.
- Brittani Sanders, EANS Educational Assistant, full-time (PS-SB1), with fringes, effective 2/05/2024.
- Sara Strolberg, Special Education Paraprofessional, full-time (Schedule A/Step 0), with fringes, effective 2/26/2024.
- Mariah Swanson, Special Education Paraprofessional, full-time (Schedule A/Step 2), with fringes, effective 1/29/2024.

**Status Changes:**

- Chelsey Frericks, Administrative Assistant, salary adjustment, effective 1/05/2024.
- Carissa Land, Special Education Paraprofessional, from Level 1 to Level II, effective 1/23/2024.
- Aimee Moeller, Special Education Paraprofessional, from Level 1 to Level II, effective 7/03/2023.
- Alyssa Schmaedeka, Special Education Paraprofessional, from Level 1 to Level II, effective 2/02/2024.
- Amy Sippl, Behavior Analyst, 185 days (PS-SB4), to 175 days (PS-SB4), effective 4/22/2024.

**Stipends:**

- Elizabeth Block, Mentor Stipend, effective 2023-2024.
- Robin Erickson, Mentor Stipend, effective 2023-2024.
- Nichole Frericks, RBT Certification, effective 2023-2024.
- Heather Gilberts, RBT Certification, effective 2023-2024.
- Morgan Litzau, Mentor Stipend, effective 2023-2024.
- Courtney Opbroek, RBT Certification, effective 2023-2024.
- Michaela Schlenner, RBT Certification, effective 2023-2024.
- Jay Skrukud, Mentor Stipend, effective 2023-2024.
- Alex Wright, Mentor Stipend, effective 2023-2024.

**2023-2024 Substitutes:**

- Shaleigh Jackson, Substitute Special Education Paraprofessional, \$19.00/hour, effective 2023-2024.
- Amalia McCalla, Substitute Teacher, \$200/day, effective 2023-2024.
- Aimee Moeller, Substitute Teacher, \$200/day, effective 2023-2024.
- Alyssa Schmaedeka, Substitute Teacher, \$200/day, effective 2023-2024.

**CSA Lane Changes:**

- Brianna Bridgewater, Occupational Therapist, 185 days (10MA & 9) to 111 days (10MA & 9) and 74 days (20MA & 9), effective 2/15/2024.
- Anne Bruns, Special Education Teacher, 185 days (40MA & 15) to 107 days (40MA & 15) and 78 days (50MA & 15), effective 2/15/2024.
- Kelsey Buysse, Occupational Therapist, 185 days (20MA & 6) to 114 days (20MA & 6) and 71 days (30MA & 6), effective 2/15/2024.
- Nicholas Macziewski, Special Education Teacher, 185 days (20MA & 7) to 117 days (20MA & 7) and 68 days (30MA & 7), effective 2/15/2024.

- Amanda Mattsen, Special Education Teacher, 185 days (30BA & 7) to 107 days (30BA & 7) and 78 days (MA & 7), effective 2/15/2024.
- Jennifer Schwankl, Education Consultant, 185 days (MA & 18) to 118 days (MA & 18) and 67 days (10MA & 18), effective 2/15/2024.
- Channing VanOverbeke, ECSE Teacher, 185 days (20MA & 11) to 116 days (20MA & 11) and 69 days (30MA & 11), effective 2/15/2024.

**Night School:**

- Heather Rieger, Night School Teacher, \$25.00/hour, effective 12/05/2023 through 1/18/2024.

**Leave of Absence:**

- Mackenzie Hoffman, Occupational Therapist, 5/9/2024 – 5/31/2024

**Resignations/Terminations:**

- Kelita Chery Van Den Bosch, Business Services Specialist, effective 1/26/2024.
- Zuleida Hernandez, EANS Educational Assistant, effective 1/12/2024.
- Nicole Hoffman, Registered Nurse, effective 2/20/2024.
- Janelle Kraling, Speech Language Pathologist, effective 6/06/2024.

**4.6 2024 Seniority List**

Approve the 2024 Seniority List as presented.

**4.7 Acceptance of Grants**

- Minnesota Multi-Tiered System of Supports (MnMTSS) – is a systemic, continuous improvement framework for ensuring positive social, emotional, behavioral, developmental and academic outcomes for every student for FY 2024 – FY 2026 - \$362,500.00.

Motion passed unanimously.

**ITEM 5: FACILITIES UPDATE & PRESENTATION**

Kim Barse, ORB Management, gave an update on the status of the facilities projects. ELC-New London will relocate to Willmar – plan to open August 2024; ELC-Montevideo new facility in 2019; ELC-Pipestone in Phase III planning, budget, goal is to be ready for 2025-26 school year; ELC-Cosmos – sewer line issue to be repaired; ELC-Windom – shower addition to be completed Summer 2024; ELC-Marshall and Marshall Public School's ALC in construction phase at SMSU – plan to open Fall 2024. Agency Administrative Offices is in the planning Phase at Channel Parkway/London Road location – March/April 2024 receiving bids with planning to open July 2025. Matt Rantapaa, from Baird, updated the Board on the funding for the Agency Administrative Office and the use of the SWWC Foundation's 501(c)3 status and the debt being tax exempt.

**ITEM 6: STAFF PRESENTATION – TECHNOLOGY SERVICES**

Forrest Fosheim, Lee Dubbelde, Mason Garbe and Josh Sumption provided a presentation on SWWC's Cybersecurity Team. Currently they serve 21 school districts and 2 Service Cooperatives however they have the ability to serve schools of all sizes. The team works together closely with the current technology staff at these locations to provide annual assessments; policy creation, review and management assistance; incident response planning; incident response management; regular virtual team meetings; security awareness trainings and phishing campaigns and Security Information and Event Management (SIEM) deployment and management on the districts' network.

**ITEM 7: SWWC FOUNDATION UPDATE**

Shelly Maes reviewed the purpose of the SWWC Foundation. The 501(C)3 foundation was formed in January 2017 to support the development and growth of student enrichment activities provided through SWWC. Designated as a 501(c)3 public charity and a 509(a)3 Type II supporting organization, it raises funds by seeking donations and grants from those who want to make an impact on our region's future leaders. All donations are tax-deductible. Last year \$40,000 was raised with the goal of \$43,000 this year.

**ITEM 8: DISCUSSION ON MDE REVIEW & COMMENT**

Cliff Carmody opened up discussion for any questions on the Marshall Agency Administration Project. There were no comments or questions.

**8.1 MDE Review & Comment Marshall Agency Administration**

Motion by Steve Schnieder, seconded by Jody Bauer, to approve the positive MDE Review and Comment for the Agency Administration Project. Motion passed unanimously.

**ITEM 9: ACTION ITEMS**

**9.1 Purchase Agreement with City of Marshall** – item was removed from the agenda.

**9.2 Assignment of Purchase Agreement to SWWC Foundation** – item was removed from the agenda.

**9.3 Authorizing Bids for Agency Administration Project**

Motion by Amanda Lecy, seconded by Steve Schnieder, to authorize soliciting bids for the Marshall Agency Administration project after March 19, 2024. Motion passed unanimously.

**9.4 Resolution Identifying and Approving Bond Documents for Marshall Agency Administration Project**

Motion by Nicole Swanson, seconded by Becky Foster, to adopt the following resolution identifying and approving bond documents for the transaction and authorize the execution and delivery of such documents:

WHEREAS, the Foundation for Innovation in Education, a Minnesota nonprofit corporation (the "**Foundation**") is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), exempt from federal income taxation under Section 501(a) of the Code, and is operated exclusively for the benefit of the Cooperative.

WHEREAS, the Foundation has determined to undertake a project pursuant to Minnesota Statutes, Sections 469.152 to 469.1655, as amended, consisting of the acquisition, construction, and equipping of an approximately 16,100 square-foot facility (the "**Facility**") on real property located at or about the intersection of Channel Parkway and London Road in the City of Marshall, Minnesota (the "**Land**").

WHEREAS, at the request of the Cooperative, the Foundation, as borrower, desires to enter into a Loan Agreement (the "**Loan Agreement**") between the Foundation and the Issuer whereby the Foundation will borrow the proceeds derived from the sale of the Education Services Facility Lease Revenue Bonds (SWWC Service Cooperative), Series 2024A and Taxable Education Services Facility Lease Revenue Bonds (SWWC Service Cooperative), Series 2024B (collectively, the "**Bonds**"), to be issued by the Issuer in an aggregate principal

amount not to exceed \$11,000,000 (the "**Loan**"), at a true interest cost not to exceed 5.50 percent (5.50%), to: (i) finance the acquisition of the Land and the construction and equipping of the Facility thereon, to be owned by the Foundation and leased to and operated by the Cooperative; (ii) the funding of capitalized interest; and (iii) the payment of a portion of the costs of issuing the Bonds (collectively, the "**Project**").

WHEREAS, the Foundation will acquire legal title to the Land pursuant to a Purchase and Sale Agreement with the Economic Development Authority in and for the City of Marshall, Minnesota and will lease the Land and the Facility to the Cooperative pursuant to a Lease Agreement, dated as of or after April 1, 2024, by and between the Foundation, as landlord, and the Cooperative, as tenant (the "Lease"), pursuant to which the Cooperative will operate the Facility for the purpose of providing educational programs and services to its members, including independent school districts, cities, counties, and other governmental agencies, as well as nonprofit organizations, and on its members' behalf, which activities constitute "essential public and governmental purposes" under the Cooperative Act.

WHEREAS, the undersigned members of the Board of the Cooperative have determined that the financing of the Project with the proceeds of the Bonds and the leasing of the Land and the Facility from the Foundation is in the best interests of the Cooperative.

WHEREAS, in furtherance of the Project the undersigned members of the Board have determined that it is necessary to authorize the execution of any document deemed necessary by the Issuer or Robert W. Baird & Co. Incorporated (the "**Underwriter**" or "**Baird**"), the underwriter for the Bonds, and revised by legal counsel for the Cooperative, including without limitation the following (or similar instruments):

- (a) the Lease;
- (b) the Mortgage, Security Agreement and Assignment of Rents between the Foundation and the Trustee;
- (c) the Indenture;
- (d) the Loan Agreement;
- (e) a Continuing Disclosure Agreement between the Foundation, the Cooperative, and Baird, as dissemination agent;
- (f) a Bond Purchase Agreement (the "**Bond Purchase Agreement**") between the Issuer, the Foundation, the Cooperative and the Underwriter;
- (g) a Tax Certificate dated the date of issuance of the Bonds, by the Cooperative and the Foundation, and endorsed by the Issuer; and
- (h) all such other agreements, instruments, certificates and documents referred to in and contemplated by the Loan Agreement, the Bond Purchase Agreement and the Indenture.

The foregoing documents referred to in (b) through (h) will collectively be referred to herein as the "**Bond Documents**," and the Bond Documents together with the Leasing Agreements (as hereinafter defined) to which the Cooperative is a party will collectively be referred to herein as the "**Cooperative Agreements**." The Lease, which will be assigned by Foundation to the Trustee, and acknowledged by the Cooperative, as additional security for the Loan pursuant to an Assignment of Lease, together with a Memorandum of Lease, will collectively be referred to herein as the "**Leasing Agreements**."

WHEREAS, members of this Board, with assistance from counsel, other pertinent representatives and appropriate Cooperative officers and administrators, are assisting the Underwriter (as hereinafter defined) in the preparation of drafts of the Preliminary Official Statement and Final Official Statement in connection with the offer and sale of the Bonds (together, the "**Official Statement**"); and

WHEREAS, the Board acknowledges that the Official Statement will contain information concerning the Foundation, the Cooperative, its operations, and relevant financial information, which information will be provided by the Foundation, the Cooperative and/or its officers and administrators, which will be relied upon by purchasers of the Bonds and the Underwriter, and used by the Underwriter in connection with the marketing and sale of the Bonds.

NOW, THEREFORE, BE IT RESOLVED, as follows:

Resolution 1: Approval of the Project; Retention of Robert W. Baird & Co. Incorporated. The Board hereby approves of the Project and the use of the proceeds from the Loan Agreement and the Bonds in furtherance of the Project. The Board also hereby ratifies and approves the retention of the Underwriter to serve as underwriter with respect to the Bonds.

Resolution 2. Approval of the Bonds; Approval of Subsequent Changes in Terms. The Board hereby approves the issuance of the Bonds in an aggregate principal amount not to exceed \$11,000,000.00 as set forth in the Bond Documents. Principal and interest on the Bonds shall be paid on the dates and in the approximate amounts set forth in the Bond Documents. The Bonds shall bear interest at rates per annum which will produce an aggregate true interest cost not in excess of 5.50 percent (5.50%). The purchase price to be paid for the Bonds shall be set forth in the Bond Purchase Agreement. The Bonds shall be issued with substantially the terms as provided above, with such changes in terms as provided in the final Bond Documents as may be approved by the Board. Execution of said final Bond Documents, Official Statement and the Cooperative Agreements by an authorized officer of the Cooperative or any other member of the Board shall constitute full approval of such changes on behalf of the Board.

Resolution 3. Lease. The Cooperative hereby approves the lease of the Land and the Facility from the Foundation, all in accordance with the Leasing Agreements.

Resolution 4. Document Approval and Officer Authorization and Transactions Approval. The Board hereby approves executing the Bond Purchase Agreement and otherwise proceeding with the Project, and authorizes the Chair, Clerk and/or Treasurer of the Board, or any other officer authorized or required to



execute documents necessary to execute the purchase agreement, waive contingencies under the purchase agreement, and proceed with the financing of the Project. The Board further resolves that the Bond Documents, the Cooperative Agreements, the Official Statement, and all other related agreements, certificates and documents referred to therein and all the transactions contemplated thereby are hereby approved in all material respects. The Chair, Clerk and/or Treasurer of the Board, or any other officer authorized or required to execute documents such as the Cooperative Agreements and the Bond Documents on behalf of the Board are authorized to execute and deliver any and all said documents when the same are finalized and take any further actions reasonably necessary to carry out and complete the financing transaction contemplated herein. In the event that any of the Chair, Clerk and/or Treasurer of the Board is not available to execute and deliver the Cooperative Agreements, the Bond Documents, or any other instrument or certificate necessary to complete the transaction contemplated by the Bonds, then any other member of the Board shall have the authority to execute and deliver such document, instrument or certificates as are necessary and desirable in order to complete the financing transaction.

Resolution 5. Declaration of Official Intent. Expenditures in furtherance of the Project are hereby authorized to be made from available funds on hand until proceeds of the Bonds become available. The Board on behalf of the Cooperative hereby declares its official intent under Treas. Reg. Section 1.150-2 to reimburse said expenditures for the Project with proceeds of the Bonds.

Resolution 6. Official Statement. The Board hereby authorizes the Chairperson, and such other members of the Board as the Chairperson shall appoint, to find, determine, and declare on behalf of the Cooperative that the information contained in the Official Statement prepared and distributed in connection with the offer and sale of the Bonds: (i) is true, complete, and correct to the knowledge of such members of the Board; and (ii) does not contain an untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they are made, not misleading. Such members of the Board are further authorized to approve the use of the Official Statement by the Underwriter in the offering and sale of the Bonds.

Resolution 7. Ratification. All actions heretofore undertaken by the Cooperative staff prior to the date hereof in connection with preparation of the Official Statement, the preparation of the Bond Documents, the Cooperative Agreements, the issuance of the Bonds and the undertaking of the Project are hereby ratified and approved in all material respects.

A roll call vote was taken with Directors Bothun, Schnieder, Coleman, Bauer, Lecy, Foster and Swanson, voting in favor. Motion passed unanimously.

**9.5 Acceptance of Gifts/Donations**

Motion by Steve Schnieder, seconded by Nicole Swanson, to adopt the following resolution accepting gifts/donations:

**WHEREAS**, Board Policy 706 establishes guidelines for the acceptance of gifts or donations to the Agency;



**WHEREAS**, Minnesota Statute 465.03 states the Board of Directors may accept a gift, grant, or devise of real or personal property only by the adoption of a resolution approved by two-thirds of its members;

**THEREFORE, BE IT RESOLVED**, that on February 28, 2024, the Board of Directors of Southwest West Central Service Cooperative, ISD 0991, accepts with appreciation the following gifts/donations received by the Agency:

- Peace Lutheran Church Women - ELC-Cosmos - \$200.00
- VFW Finstad-Week Post - ELC-Willmar - \$500.00
- Home State Bank - ELC-Willmar - \$100.00
- Fishback Financial Corporation - ELC-Pipestone - \$100.00

A roll call vote was taken with Directors Swanson, Foster, Lecy, Bauer, Coleman, Schnieder and Bothun voting in favor. Motion passed unanimously.

**9.6 WAN Consortium Service Agreements**

Motion by Matt Coleman, seconded by Ben Bothun, to approve awarding a contract for WAN, Internet Access, and DTS services sought through the RFP issued on behalf of SWWC members on December 1, 2023 to SDN Communications for a period beginning on July 1, 2024 through June 30, 2029, and extendable at the sole discretion of SWWC for up to five (5) 1-year extensions not exceeding June 30, 2034. Motion passed unanimously.

**9.7 WAN Consortium Signature Authorization**

Motion by Steve Schnieder, seconded by Becky Foster, to approve authorizing Cliff Carmody, Executive Director and Tegan Gillund, Director of Finance to execute the finalized versions of the Master Services Agreement and all associated Product Addendums and Amendments on behalf of SWWC as presented. Motion passed unanimously.

**9.8 Resolution Directing Administration to Make Recommendations and Reductions in Programs and Positions and Reasons Therefore**

Motion by Nicole Swanson, seconded by Jody Bauer, to adopt the following resolution:

**WHEREAS** the SWWC depends upon external funding for its educational programs and services, and

**WHEREAS** such funding has not been secured for the 2024-25 school year,

**WHEREAS** a determination must be made as to which teachers must be terminated and not renewed and which teachers may be placed on unrequested leave of absence without pay or fringe benefits in effecting discontinuance of positions,

**BE IT RESOLVED** by the SWWC as follows:

That the Board hereby directs the Executive Director and administration to consider the discontinuance of programs or positions, make recommendations to the Board for the discontinuance of programs, curtailment of programs, and discontinuance of positions or curtailment of positions.

A roll call vote was taken with Directors Bothun, Schnieder, Coleman, Bauer, Lecy, Foster and Swanson, voting in favor. Motion passed unanimously.

**ITEM 10: MONTHLY ADMINISTRATIVE REPORT**

**10.1 Director of Finance**

Tegan Gillund provided a monthly financial report for the month ended January 31, 2024, with 47.6% of revenues collected and 54.1% expended. 115 contracts were sent out and 36 have been returned already.

**10.2 Director of Human Resources**

Abby Polzine received the Human Resources Assessment Report from Abdo. Recommendations included document/form workflows, simplify application, background check and offer letter order change, outsourcing COBRA, doing a 3 year file audit and adding a bi-annual I-9 audit. There are currently 37 open positions, 26 of which are for the 2024-25 year.

**10.3 Executive Director**

Cliff Carmody reported that the first Coop Connection email went out last Friday and will be sent out bi-monthly to all staff; contract season has started; Setting IV Learning Centers are up 24 students since the start of the school year; and Project Search in Worthington will not open for 24-25 due to not enough students enrolled.

**ITEM 11: SWWC BOARD COMMITTEE ASSIGNMENTS**

Chairman Coleman discussed it was decided to add a 4<sup>th</sup> person to the Personnel and Finance Committees. Amanda Lecy offered to serve on the Personnel Committee going forward and also volunteered to serve on the agency Senior Fellows Committee.

**ITEM 12: OPEN FORUM/CLOSING REMARKS**

Certificates for each board member were included in the folders for the MN School Board Association Recognition in February. Steve Schnieder shared that Worthington is putting in a new ice arena and a new High School remodel.

**ITEM 13: OTHER**

Chair Coleman adjourned the meeting at 8:17 pm. The next regular meeting of the SWWC Board of Directors is scheduled on Wednesday, March 27, 2024, beginning at 6:30 pm at SWWC – Marshall, MN.