

BOARD OF DIRECTORS' MEETING

May 31, 2023

SWWC Service Cooperative – Marshall, MN

Minutes

BOARD PRESENT: Maydra Maas - Chair, Westbrook/Walnut Grove
Matt Coleman - Vice Chair, Marshall
Donald Brugman - Clerk, Windom
Tom Walsh - Treasurer, KMS
Jody Bauer, Tracy
Steve Schnieder, Worthington
Michael Zins, Fulda

STAFF PRESENT: Cliff Carmody, Executive Director
Bobbie Carmody, Administrative Assistant
Randy Erdman, Director of Finance
Tegan Gillund, Accounting Supervisor
Christine Schmitt, Director of Business Services
Josh Sumption, Chief Technology & Information Officer

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

ITEM 2: **INTRODUCTION OF GUESTS**
Cliff Carmody introduced Christine Schmitt and Josh Sumption.

ITEM 3: **AGENDA APPROVAL**
Motion by Tom Walsh, seconded by Steve Schnieder, to approve the agenda with the addition of Item 6.9 – SWWC-Little Crow Telemedia Network Cooperative Memorandum of Understanding. Motion passed unanimously.

ITEM 4: **CONSENT AGENDA APPROVAL**
Motion by Don Brugman, seconded by Mike Zins, to approve items on the consent agenda as follows:

4.1 **Minutes – April 26, 2023**

4.2 **Approval of Expenditures**

4.3 **Services Contracts**

- South Central Service Cooperative – Moodle Server Hosting from 7/1/23-6/30/24 - \$1,980.00.

- Region V Computer Services – Cybersecurity Services from 7/1/22-6/30/23 - \$1,271.50.
- KMS Public Schools – Blind & Visually Impaired Services from 7/1/22-6/30/23 - \$955.00.

4.4 2023-24 Membership Services Agreements

Approve 2023-24 Membership Services Agreements as presented.

4.5 Consultant Contracts

- Marsden Building Maintenance, LLC – Janitorial Services for Marshall Office for the 2023-24 school year - \$25,335.12.
- Children's Hospital Medical Center – Technical assistance necessary for implementation of a Project SEARCH Adult Employment or High School Transition Program in Willmar and Worthington from May 31, 2023, through December 31, 2024 - \$32,000.00.
- MN West – Career Development Coordinator for the 2023-24 school year - \$50,941.46.

4.6 Personnel List

New Hires:

- Amy Atkins, Behavior Analyst, full-time (PS-SB4), with fringes, effective 8/02/2023.
- Sara Bauler, Behavior Therapist, full-time (PS-FY2), with fringes, effective 6/07/2023.
- Ryann Beukema, ECSE Teacher, 185 days (20MA & 5), with fringes, effective 8/02/2023.
- Misty Eystad, Behavior Therapist, full-time (PS-FY2), with fringes, effective 4/25/2023.
- Olivia Goeman, Special Education Teacher, 185 days (30BA & 6), with fringes, effective 8/02/2023.
- Zoe Hess, Behavior Therapist, full-time (PS-FY2), with fringes, effective 6/07/2023.
- Rachael Hudson, School Psychologist, 185 days (30MA & 14), with fringes, effective 8/02/2023.
- Alyssa Johnson, Behavior Therapist, full-time (PS-FY2), with fringes, effective 6/07/2023.
- Marcos Kesler, EANS Educational Assistant, full-time (PS-SB1), with fringes, effective 8/14/2023.
- Janelle Kraling, Speech Language Pathologist, 92 days (MA & 11), without fringes, effective 8/02/2023.
- Chris Leibel, Custodian, full-time (CEA 1), with fringes, effective 5/15/2023.
- Julie O'Donnell, Behavior Specialist, full-time (PS-SB2), with fringes, effective 8/02/2023.
- Heidi Rops, Due Process Specialist, 185 days (20MA & 18), with fringes, effective 8/02/2023.
- Walker Schaar, Technology Support Assistant, full-time (CEA 2), with fringes, effective 4/24/2023.

Temporary Hire:

- Evan Greenfield, Cybersecurity Intern, \$17.00/hour, effective 5/08/2023 - 8/18/2023.

- Stephanie Hagen, ESY Occupational Therapist, \$368/day, effective 6/09/2023 – 9/01/2023.
- Julie O'Donnell, ESY Teacher, \$75/half day, effective 6/20/2023 – 6/29/2023.
- Monica Rakow, ESY ECSE Teacher, \$277.50/day, effective 6/12/2023 – 8/25/2023.
- Stacy Riley, ESY ECSE Teacher, \$423.41/day, effective 6/09/2023 – 9/01/2023.

Status Changes:

- Emily Benz, Behavior Therapist, full-time (PS-FY2) to Senior Behavior Therapist, full-time (PS-FY3), effective 6/12/2023.
- Christina Garcia, Special Education Paraprofessional, full-time (Schedule A/Step 3) to Behavior Therapist, full-time (PS-FY2), effective 5/16/2023.
- Tegan Gillund, Accounting Supervisor, full-time (PS-FY7) to Director of Finance, (Administrator Individual Contract), effective 6/01/2023.
- Lisa Gregoire, Director of New Teacher Center, 235 days to 220 days, effective 7/01/2023.
- Lisa Loosbrock, Business Services Specialist, 260 days to 208 days, effective 5/01/2023.
- Larry Syverson, Due Process Specialist, 185 days (50MA & 16), to Director of Special Education, 235 days (ADMIN-Grade 2/Step 2), effective 7/01/2023.

Reinstatements:

- Alexis Haarsma, Special Education Teacher, 185 days (BA & 5), with fringes, effective 8/02/2023.
- Jodi Tongen, Special Education Teacher, 185 days (BA & 4), with fringes, effective 8/02/2023.
- Anne Wagener, Special Education Teacher, 185 days (BA & 3), with fringes, effective 8/02/2023.

2022-2023 Substitutes:

- Ashley Johnson, Substitute Teacher, \$150/day, effective 2022-2023.

Stipends:

- Emily Benz, Mentor Stipend, effective 2022-2023.
- Laura Buckley, Field Placement Supervisor Stipend, effective 2022-2023.
- Kayla DeJong, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Ellie Hamilton, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Wilson Hoffmann, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Chris Kuehl, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Emily Michelle, Mentor Stipend, effective 2022-2023.
- Kayce Olson, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Jill Rohman, Region 6 & 8 LI Representative Stipend, effective 2022-2023.
- Kelsi Topp, Mentor Stipend, effective 2022-2023.
- Jamie Unke, Mentor Stipend, effective 2022-2023.
- Deb Wallert, Region 6 & 8 LI Representative Stipend, effective 2022-2023.

Leaves of Absence:

- Celeste Gregory, Special Education Paraprofessional (4/11/23 – end of school year)
- Kathryn Sisson, Special Education Teacher (5/23/23 – end of school year)

Resignations/Terminations:

- Stacey Baedke, School Counselor, effective 6/30/2023.

- Brandi Barrie, Speech Language Pathologist, effective 6/09/2023.
- Amanda Barton, Behavior Analyst, effective 6/13/2023.
- Jennifer Doherty, Special Education Paraprofessional, effective 4/17/2023.
- Randy Erdman, Director of Finance, effective 5/31/2023.
- Sierra Fluck, Administrative Assistant, effective 5/05/2023.
- Sam Garrett, Special Education Paraprofessional, effective 4/27/2023.
- Missy Hasert, Special Education Paraprofessional, effective 6/09/2023.
- Dawn Holtz, Site Administrator, effective 6/30/2023.
- Vanessa Jordahl, Behavior Therapy Assistant, effective 5/04/2023.
- Lori Timmerman, Career Assessment Assistant, effective 6/09/2023.
- Nikki Van't Hof, ECSE Teacher, effective 6/09/2023.

4.7 2023-24 CSA Staff Contracts

Approve 2023-24 CSA staff contracts as presented.

Motion passed unanimously.

ITEM 5: STAFF PRESENTATION – BUSINESS SERVICES

Christine Schmitt provided a presentation on Regional Management Information Center services which included information on SMART Systems and SMART eR-Payroll and Finance; MARSS - MN Automated Reporting Student System; Health & Safety; Training Sessions; Annual Business Conference; Finance and Payroll services offered; W-2s, 1099s, and UFARS files filed; staff support and extended service days; SMART Systems software; SMART eR; Time Tracker; and number of staff employed in the department.

ITEM 6: ACTION ITEMS

6.1 SWWC ELC - New London Construction Manager Contract

Motion by Mike Zins, seconded by Steve Schnieder, to approve the proposal from BCI Construction to provide construction management services related to the SWWC ELC – New London project for \$12,100 + 2.1% of total construction cost. Motion passed unanimously.

6.2 SWWC ELC – New London Notice to Proceed

Motion by Jody Bauer, seconded by Don Brugman, to approve the BCI letter of recommendation to accept bid results and provide notice to proceed with the SWWC ELC – New London project. Motion passed unanimously.

6.3 SWWC ELC – New London Lease Revenue Bond Approval Resolution

Motion by Steve Schnieder, seconded by Mike Zins, to approve the Resolution Authorizing the Execution and Delivery of a Ground Lease Agreement, Lease Agreement and Continuing Disclosure Undertaking as follows:

WHEREAS, Cooperative is authorized, pursuant to Minnesota Statutes, Section 123A.21, to enter into lease purchase agreements;

WHEREAS, the City of New London Economic Development Authority, a body corporate and politic (the "Authority") has agreed to enter into a Lease Agreement dated as of June 1, 2023 (the "Lease") with the Cooperative pursuant to which the Authority will provide for the acquisition, construction and installation of a level IV special education facility (the "Project") to be used by the Cooperative;

WHEREAS, in order to carry out the transaction, (1) the Cooperative will Ground Lease the land, upon which the Project is to be constructed, to the Authority pursuant to a Ground Lease Agreement executed by the Cooperative, dated as of

June 1, 2023 (the "Ground Lease"), and (2) the Authority will lease the Land and the Project back to the Cooperative pursuant to the Lease;

WHEREAS, the Authority will issue its \$[PAR] Public Project Lease Revenue Bonds, Series 2023A (SWWC Service Cooperative Lease with Option to Purchase Project) (the "Bonds") to provide funds to finance the Project pursuant to an Indenture of Trust dated as of June 1, 2023 (the "Indenture") between the Authority and U.S. Bank Trust Company, National Association, as Trustee, setting forth the form and details of the Bonds and their issuance and pledging the rental payments derived from the Lease to the payment of the Bonds; and

WHEREAS, the Cooperative is an obligated person under the provisions of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934, as amended, and is therefore subject to continuing disclosure requirements under the Rule and accordingly, the Cooperative will enter into a Continuing Disclosure Undertaking (the "Continuing Disclosure Undertaking") relating to the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southwest West Central Service Cooperative, as follows:

1. Authorization of Bonds; Documents Presented. The Authority proposes to issue its Bonds payable from rental payments to be made by the Cooperative under the Lease. The Bonds shall bear interest at the rates as are prescribed by the Indenture. Forms of the following documents (collectively, the "Bond Documents") relating to the Bonds and the Project have been submitted to the Board of Directors and are now on file in the office of the Executive Director:

- (a) the Ground Lease;
- (b) the Lease; and
- (c) the Continuing Disclosure Undertaking.

2. Approval and Execution of Bond Documents. The Chair and the Executive Director are hereby authorized and directed to execute, and deliver, on behalf of the Cooperative the Bond Documents in substantially the forms on file with the Executive Director. All of the provisions of the Bond Documents when executed and delivered as authorized herein shall be deemed to be a part of this resolution as fully and to the same extent as if incorporated herein and shall be in full force and effect from the date of execution and delivery thereof.

3. Approval of Indenture. The Cooperative hereby approves the Indenture and the Bonds described therein (collectively, the "Related Documents") in substantially the forms submitted to the Cooperative.

4. Official Statement. The Chair and Executive Director are authorized to find, determine, and declare on behalf of the Cooperative that the information contained in the Preliminary Official Statement and 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 officer, employee, or agent; 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. The Chair and Executive Director are authorized to approve the use of the Preliminary Official Statement and Official Statement by the Underwriter in the offering and sale of the Bonds.

5. Authorized Cooperative Representative. The Executive Director is hereby designated and authorized to act on behalf of the City as the Cooperative Representative, as defined in the Indenture.

6. Furnishing of Certificates and Proceedings. The Chair and Executive Director and other officers of the City are authorized and directed to prepare and furnish to the purchaser of the Bonds and Bond Counsel, certified copies of all proceedings and records of the Cooperative relating to the Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality of the Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Cooperative as to the truth of all statements contained therein.

7. Continuing Disclosure. The Cooperative is the sole obligated person with respect to the Bonds. The Cooperative hereby agrees, in accordance with the provisions of Rule 15c2-12 (the "Rule"), promulgated by the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended, and a Continuing Disclosure Undertaking (the "Undertaking") hereinafter described to:

(a) Provide or cause to be provided to the Municipal Securities Rulemaking Board (the "MSRB") by filing at www.emma.msrb.org in accordance with the Rule, certain annual financial information and operating data in accordance with the Undertaking. The Cooperative reserves the right to modify from time to time the terms of the Undertaking as provided therein.

(b) Provide or cause to be provided to the MSRB notice of the occurrence of certain events with respect to the Bonds in not more than ten (10) business days after the occurrence of the event, in accordance with the Undertaking.

(c) Provide or cause to be provided to the MSRB notice of a failure by the Cooperative to provide the annual financial information with respect to the Cooperative described in the Undertaking, in not more than ten (10) business days following such occurrence.

(d) The Cooperative agrees that its covenants pursuant to the Rule set forth in this paragraph and in the Undertaking is intended to be for the benefit of the Holders of the Bonds and shall be enforceable on behalf of such Holders; provided that the right to enforce the provisions of these covenants shall be limited to a right to obtain specific enforcement of the Cooperative's obligations under the covenants.

The Chair and Executive Director of the Cooperative, or any other officer of the Cooperative authorized to act in their place (the "Officers") are hereby authorized and directed to execute on behalf of the Cooperative the Undertaking in substantially the form presented to the Board of Directors subject to such modifications thereof or additions thereto as are (i) consistent with the requirements under the Rule, (ii) required by the Purchaser of the Bonds, and (iii) acceptable to the Board of Directors.

8. Modifications to Documents. The approval hereby given to the various Bond

Documents and Related Documents referred to above includes approval of such additional details therein as may be necessary and appropriate and such modifications thereof, deletions therefrom and additions thereto as may be necessary and appropriate and approved by the Cooperative's Attorney and the Cooperative officials authorized herein to execute said documents. Said Cooperative officials are hereby authorized to approve said changes on behalf of the Cooperative. The execution of any instrument by the appropriate officer or officers of the Cooperative herein authorized shall be conclusive evidence of the approval of such documents in accordance with the terms hereof. In the absence of the Chair or Executive Director, any of the documents authorized by this resolution to be executed on behalf of the Cooperative may be executed by the Acting Chair or the Acting Executive Director, respectively.

9. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

10. Headings. Headings in this resolution are included for convenience of reference only and are not a part hereof, and shall not limit or define the meaning of any provision hereof.

A roll call vote was taken with Directors Maas, Coleman, Brugman, Walsh, Bauer, Schnieder, and Zins voting in favor. Motion passed unanimously.

6.4 SWWC ELC – New London Assignment of Real Estate Purchase Agreement and Addendum 1

Motion by Tom Walsh, seconded by Matt Coleman, to approve assignment of real estate purchase agreement and first addendum to the real estate purchase agreement as presented. Motion passed unanimously.

6.5 SWWC Marshall Office Professional Services Amendment

Motion by Jody Bauer, seconded by Steve Schnieder, to approve the proposal from Hay Dobbs for \$48,600 to amend professional services agreement related to the SWWC Central Office as presented. Motion passed unanimously.

6.6 Purchasing Agent Agreement Template

Motion by Matt Coleman, seconded by Tom Walsh, to approve the purchasing agent agreement template related to the SWWC ELC – New London Project. Motion passed unanimously.

6.7 SWWC Central Office Land Due Diligence

Motion by Matt Coleman, seconded by Jody Bauer, to authorize the Executive Director to proceed with due diligence related to a site that will be required early in the design process for the SWWC Central Office. Motion passed unanimously.

6.8 2023 MSC Outstanding Service Award

Motion by Mike Zins, seconded by Maydra Maas, to nominate Josh Sumption, Chief Technology and Information Officer for the 2023 MN Service Cooperatives Outstanding Service Award. Motion passed unanimously.

6.9 SWWC – Little Crow Telemedia Network Cooperative Memorandum of Understanding

Motion by Steve Schnieder, seconded by Mike Zins, to authorize the Executive Director or his designee to negotiate and execute a memorandum of understanding

with Little Crow Telemedia Network Cooperative (LCTN) related to the transition of LCTN that provides oversight of LCTN through June 30, 2024. The memorandum of understanding will be drafted and reviewed by legal counsel prior to its execution. Motion passed unanimously.

ITEM 7: MONTHLY FINANCIAL REPORT

Randy Erdman provided a financial report analysis for the month ended April 30, 2023, on statement of revenues, statement of expenditures, department financials, and treasurer's report. As of April 30, 73.4% of revenues have been collected and 77.8% expended. Randy also thanked the Board and Cliff for their support throughout his years of employment and also thanked Tegan Gillund for her work in the Business Office.

7.1 Quarterly Investment Report

Information was shared on SWWC's Investment Portfolio Performance on interest earned and total dollar return.

ITEM 8: EXECUTIVE DIRECTOR'S REPORT

Cliff Carmody reported Josh Sumption presented on the State of Cybersecurity at a Big 4 meeting (MSBA, League of MN Cities, Association of MN Townships, and Association of MN Counties). Tegan Gillund was promoted to Director of Finance effective June 1. Project SEARCH - Worthington is partnering with Sanford Health on a Project SEARCH site. Amber Bruns has been accepted into the AESA Executive in Residence Program. A note was shared from Bailey Rettmann, Hutchinson Public Schools on support received from the Student Crisis Response Team. Juneteenth (June 19, 2023) was declared an additional paid holiday and will be treated like the 4th of July. The Marshall Office will begin its summer hours schedule on June 12 - August 4. The SWWC Spring Inservice is scheduled on June 8 at Independence Park in Marshall. Registration is now open for the MSC Board Conference scheduled on October 4-6 in Brainerd. CSA has requested to begin negotiations. The MN Service Cooperatives are collaborating with MDE on literacy requirements and providing support to districts. An Administrative Form/Legislative Update is scheduled on June 6 in Marshall and an update was provided from the recent MN Healthcare Consortium Board of Directors meeting.

8.1 Facility Update

This item was covered under Item 6.

8.2 Annual Meeting Discussion

The SWWC Annual Meeting is scheduled on August 23. Please contact Cliff with potential speakers.

ITEM 9: PERSONNEL COMMITTEE REPORT

9.1 Agreement to Extend Probationary Period

Motion by Tom Walsh, seconded by Matt Coleman, to extend probationary periods for the following employees:

- Marcia Erickson
- Tiffany Jensen
- Eric Johnson
- Jennifer Nelson
- Kurt Schroeder
- Tracy Shafer
- Keith Westra

Motion passed unanimously.

9.2 2022-24 DSS Tentative Settlement

Motion by Mike Zins, seconded by Steve Schnieder, to approve the 2022-24 DSS Tentative Settlement of 11.62%. Motion passed unanimously.

9.3 2022-25 Administrator Personnel Policy Changes

Motion by Jody Bauer, seconded by Matt Coleman, to approve the 2022-25 Administrator Personnel Policy Changes of 11.9%. Motion passed unanimously.

ITEM 10: MHC BOARD OF DIRECTORS MEETING

This item was covered under Item 8.

ITEM 11: OPEN FORUM/CLOSING REMARKS

Comments were shared regarding SWWC's CEO Programs and Randy Erdman was thanked for his years of service to SWWC.

ITEM 12: OTHER

Chair Maas adjourned the meeting at 8:14 pm. The next meeting of the SWWC Board of Directors is scheduled on Wednesday, June 28, 2023, beginning at 6:30 pm at the SWWC – Marshall, MN.