

MINUTES OF A REGULAR MEETING OF THE BOARD OF EDUCATION OF ORONO  
INDEPENDENT SCHOOL DISTRICT NO. 278  
HELD ON NOVEMBER 8, 2021

Present: Bob Tunheim, Mike Bash, Kristine Flesher, Ali Howe, Sarah Borchers, Martha Van de Ven, Laura Wallander

Absent: None

The Regular Meeting of the Board of Education of Orono Independent School District No. 278 was held on Monday, November 8, 2021 and called to order by Board Chair, Bob Tunheim, at 7:01 PM.

3.- Consideration of the Agenda

4.-- Consent Agenda

UPON MOTION by Mike Bash, seconded by Martha Van de Ven the Consent Agenda was approved as follows:

Approved Minutes from the Regular Meeting held October 25, 2021  
Approved the appointment of Kamie Larson, as full-time Kindergarten Long-Term Substitute Teacher at Orono Schumann Elementary School, effective January 3, 2022 through June 10, 2022  
Approved the 0.2 FTE unpaid leave of absence for Christine Gagnon, full-time Technology Integration Coach at Orono Public Schools, effective December 1, 2021 through June 10, 2022  
Approved the leave of absence for Laura Young, full-time MAC Teacher at Orono Schumann Elementary School, tentatively effective December 8, 2021 through April 4, 2022  
Approved the leave of absence for Hannah Stolhammer, full-time Kindergarten Teacher at Orono Schumann Elementary School, tentatively effective January 3, 2022 through June 10, 2022  
Approved the leave of absence for Kirsten Huppler, full-time Seventh Grade English Teacher at Orono Middle School, tentatively effective January 10, 2022 through May 27, 2022  
Approved the leave of absence for Jill Sowada, full-time ELL Teacher at Orono Middle School and Orono High School, tentatively effective February 24, 2022 through June 10, 2022  
Approved the leave of absence for Anna Bejarin, full-time First Grade Teacher at Orono Schumann Elementary School, tentatively effective March 28, 2022 through June 11, 2022  
Approved the appointment of Debra Hanson, as full-time Community Education Secretary for Orono Public Schools, effective November 1, 2021  
Approved the appointment of Jennifer McKeand, as Substitute Media Clerk at Orono Schumann Elementary School, effective November 2, 2021 through February 22, 2022  
Approved the appointment of Elyse Vandersteen, as full-time Special Education Paraeducator at Orono Middle School, effective October 25, 2021  
Approved the leave of absence for Heidi Rahkola, part-time Short Hour Cook at Orono High School, tentatively effective September 8, 2021 through December 3, 2021  
Approved the leave of absence for Lori Roberts, full-time Special Education Paraeducator at Orono Middle School, tentatively effective September 8, 2021 through December 3, 2021  
Approved the leave of absence for Tamara Lowery, full-time Special Education Paraeducator at Orono Intermediate School, tentatively effective October 20, 2021 through January 3, 2022  
Approved the appointment of Sommer Eisenpeter, as Substitute Superintendent's Assistant at Orono Public Schools, effective December 5, 2021 through February 25, 2022  
Approved the leave of absence for Abigail Schoenberg, full-time Superintendent's Assistant at Orono Public Schools, tentatively effective December 5, 2021 through February 25, 2022  
Approved the leave of absence for Amanda Morton, full-time School Readiness Teacher at Orono Discovery Center, tentatively effective February 17, 2022 through May 12, 2022

(e) The District is authorized by Section 475.60, subdivision 2(9), of the Act to sell the Bonds other than pursuant to a competitive sale because the District has retained Ehlers and Associates, Inc. (the "Municipal Advisor") as its municipal advisor in connection with the sale of the Bonds. The actions of the District staff and the Municipal Advisor in negotiating the sale of the Bonds are ratified and confirmed in all aspects.

1.02. Award to the Purchaser and Interest Rates. The proposal of Hilltop Securities Inc. (the "Purchaser"), to purchase the Bonds of the District is hereby found and determined to be a reasonable offer and is hereby accepted, the proposal being to purchase the Bonds at a price of \$1,578,699.25 (par amount of the Bonds of \$1,440,000, plus original issue premium of \$148,502.70, less an underwriter's discount of \$9,803.45), plus accrued interest, if any, to date of delivery for Bonds bearing interest as follows:

<u>Year</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Interest Rate</u>
2025	3.000%	2028	3.000%
2026	2.000%	2029	3.000%
2027	2.000%	2030	3.000%

True interest cost: 1.0412288%

1.03. Purchase Contract. The execution and delivery of a Proposal Form, dated as of November 8, 2021 (the "Purchase Agreement"), between the District and the Purchaser, is hereby ratified and confirmed in the form set forth in EXHIBIT A to this resolution (the "Resolution"). The Bonds shall be issued and delivered in accordance with the terms and conditions of the Purchase Agreement and this Resolution. The amount proposed by the Purchaser in excess of the minimum bid shall be credited to the Debt Service Fund hereinafter created or deposited in the Construction Fund hereinafter created, as determined by the Treasurer in consultation with the Municipal Advisor. The Treasurer is directed to receive and retain the good faith payment of the Purchaser, pending completion of the sale of the Bonds.

1.04. Terms and Principal Amounts of the Bonds. The District shall forthwith issue and sell the Bonds pursuant to the Act, in the total principal amount of \$1,440,000, originally dated December 2, 2021, in the denomination of \$5,000 each or any integral multiple thereof, numbered No. R-1 upward, bearing interest as above set forth, and maturing serially on February 1 in the years and amounts as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2025	\$140,000	2028	\$260,000
2026	\$215,000	2029	\$265,000
2027	\$285,000	2030	\$275,000

1.05. Schedule of Maturities. In order to satisfy the requirements of Section 475.54, subdivisions 1 and 2, of the Act, the Interim Director of Business Services has combined the maturities of the Bonds with the outstanding maturities of one or more designated general obligation bond issues of the District.

1.06. Optional Redemption. The Bonds are not subject to optional redemption prior to their stated maturities.

of and interest on the Bond and for all other purposes, and payments so made to a registered owner or upon the owner's order shall be valid and effectual to satisfy and discharge the liability upon the Bond to the extent of the sum or sums so paid.

(g) Taxes, Fees, and Charges. The Registrar may impose a charge upon the owner thereof for a transfer or exchange of Bonds sufficient to reimburse the Registrar for any tax, fee, or other governmental charge required to be paid with respect to the transfer or exchange.

(h) Mutilated, Lost, Stolen, or Destroyed Bonds. If a Bond becomes mutilated or is destroyed, stolen, or lost the Registrar shall deliver a new Bond of like amount, number, maturity date, and tenor in exchange and substitution for and upon cancellation of the mutilated Bond or in lieu of and in substitution for any Bond destroyed, stolen, or lost upon the payment of the reasonable expenses and charges of the Registrar in connection therewith; and, in the case of a Bond destroyed, stolen, or lost, upon filing with the Registrar evidence satisfactory to it that the Bond was destroyed, stolen, or lost, and of the ownership thereof, and upon furnishing to the Registrar an appropriate bond or indemnity in form, substance, and amount satisfactory to it and as provided by law, in which both the District and the Registrar must be named as obligees. Bonds so surrendered to the Registrar shall be cancelled by the Registrar and evidence of such cancellation must be given to the District. If the mutilated, destroyed, stolen, or lost Bond has already matured or been called for redemption in whole in accordance with its terms it is not necessary to issue a new Bond prior to payment.

2.04. Appointment of Initial Registrar. Appointment of Initial Registrar. Paying Agent, and Authenticating Agent. The District appoints Bond Trust Services Corporation, Roseville, Minnesota, as the initial Registrar, Paying Agent, and Authenticating Agent with respect to the Bonds. The Board Chair and the Clerk are authorized to execute and deliver, on behalf of the District, a contract with Bond Trust Services Corporation, as the initial Registrar, Paying Agent, and Authenticating Agent with respect to the Bonds. Upon merger or consolidation of the Registrar, Paying Agent, and Authenticating Agent with another corporation, if the resulting corporation is a bank or trust company authorized by law to conduct such business, the resulting corporation is authorized to act as successor Registrar, Paying Agent, and Authenticating Agent. The District agrees to pay the reasonable and customary charges of the Registrar, Paying Agent, and Authenticating Agent for the services performed. The District reserves the right to remove the Registrar, Paying Agent, or Authenticating Agent upon thirty (30) days' notice and upon the appointment of a successor Registrar, Paying Agent, or Authenticating Agent, in which event the predecessor Registrar, Paying Agent, or Authenticating Agent must deliver all cash and Bonds in its possession to the successor Registrar, Paying Agent, or Authenticating Agent and the Registrar must deliver the Bond Register to the successor Registrar. On or before each principal or interest due date, without further order of the Board, the Treasurer must transmit to the Paying Agent money sufficient for the payment of all principal and interest then due.

2.05. Execution Authentication, and Delivery. The Bonds shall be prepared under the direction of the Clerk and executed on behalf of the District by the signatures of the Board Chair and the Clerk, provided that those signatures may be printed, engraved, or lithographed facsimiles of the originals. If an officer whose signature or a facsimile of whose signature appears on the Bonds ceases to be such officer before the delivery of a Bond, that signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until delivery. Notwithstanding such execution, a Bond shall not be valid or obligatory for any purpose or entitled to any security or benefit under this Resolution unless and until a certificate of authentication on the Bond has been duly executed by the manual signature of an authorized representative of the Authenticating Agent. Certificates of authentication on different Bonds need not be signed by the same representative of the Authenticating Agent. The executed certificate of authentication on a Bond is conclusive evidence that it has been authenticated and delivered under this Resolution. When the Bonds have been so prepared, executed, and authenticated the Clerk shall

4.05. Debt Service Coverage. It is determined that the estimated collection of Taxes levied in accordance with Section 4.04 hereof shall produce at least five percent (5%) in excess of the amount needed to meet when due the principal and interest payments on the Bonds. The tax levies herein provided shall be irrevocable until all of the Bonds are paid, provided that at the time the District makes its annual tax levies the Treasurer may certify to the Director of the Taxpayer Services Department of Hennepin County, Minnesota (the "County Auditor") that the District made an irrevocable appropriation of a specified amount to the Debt Service Fund of money actually on hand or if there is on hand any excess amount in the Debt Service Fund and the County Auditor shall reduce by the amount so certified the amount otherwise to be included in the rolls next thereafter prepared.

4.06. Registration of Resolution. The Clerk is authorized and directed to file a certified copy of this resolution with the County Auditor and to obtain the certificate required by Section 475.63 of the Act.

Section 5.           Authentication of Transcript.

5.01. District Proceedings and Records. The officers of the District are authorized and directed to prepare and furnish to the Purchaser and to the attorneys approving the Bonds certified copies of proceedings and records of the District relating to the Bonds and to the financial condition and affairs of the District, and such other certificates, affidavits, and transcripts as may be required to show the facts within their knowledge or as shown by the books and records in their custody and under their control, relating to the validity and marketability of the Bonds, and such instruments, including any heretofore furnished, shall be deemed representations of the District as to the facts stated therein.

5.02. Certification as to Official Statement. The Board Chair, the Clerk, and the Treasurer are authorized and directed to certify that they have examined the final Official Statement prepared and circulated in connection with the issuance and sale of the Bonds and that to the best of their knowledge and belief the final Official Statement is a complete and accurate representation of the facts and representations made therein as of the date of the final Official Statement and further that said final Official Statement did not (as of the date of the final Official Statement) and does not contain any untrue statement of a material fact or omit to state a material fact which should be included therein for the purpose for which the final Official Statement is to be used, or which is necessary in order to make the statements made therein, in light of the circumstances under which they are made, not misleading.

5.03. Other Certificates. The Board Chair, the Clerk, and the Treasurer are hereby authorized and directed to furnish to the Purchaser at the closing such certificates as are required as a condition of sale. Unless litigation shall have been commenced and be pending questioning the Bonds or the organization of the District or incumbency of its officers, at the closing the Board Chair, the Clerk, and the Treasurer shall also execute and deliver to the Purchaser a suitable certificate as to absence of material litigation, and the Treasurer shall also execute and deliver a certificate as to payment for and delivery of the Bonds.

5.04. Payment of Costs of Issuance. The District authorizes the Purchaser to forward the amount of Bond proceeds allocable to the payment of issuance expenses to Wells Fargo Bank on the closing date for further distribution as directed by the Municipal Advisor.

Section 6.           Tax Covenants.

6.01. Tax-Exempt Bonds. The District shall comply with all the necessary requirements and take all necessary actions (or decline to take prohibited actions) to ensure that interest on the Bonds shall not be includable in gross income for federal income tax purposes under Section 103 and Sections 141 through 150 of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable Treasury Regulations

of the Bonds (the "Declaration"). This Declaration is intended to constitute a declaration of official intent for purposes of the Section 1.150-2 of the Regulations. The proceeds of the Bonds are hereby allocated to the reimbursement of such expenditures.

Section 7. Book-Entry System; Limited Obligation of District.

7.01. DTC. The Bonds shall be initially issued in the form of a separate single typewritten or printed fully registered Bond for each of the maturities set forth in Section 1.04 hereof. Upon initial issuance, the ownership of each Bond shall be registered in the registration books kept by the Registrar in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York, and its successors and assigns ("DTC"). Except as provided in this section, all of the outstanding Bonds shall be registered in the Bond Register in the name of Cede & Co., as nominee of DTC.

7.02. Participants. With respect to Bonds registered in the Bond Register in the name of Cede & Co., as nominee of DTC, the District, the Registrar, and the Paying Agent shall have no responsibility or obligation to any broker-dealers, banks, and other financial institutions from time to time for which DTC holds Bonds as securities depository (the "Participants") or to any other person on behalf of which a Participant holds an interest in the Bonds, including but not limited to any responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede & Co. or any Participant with respect to any ownership interest in the Bonds; (ii) the delivery to any Participant or any other person (other than a registered owner of Bonds, as shown by the registration books kept by the Registrar), of any notice with respect to the Bonds, including any notice of redemption; or (iii) the payment to any Participant or any other person, other than a registered owner of Bonds, of any amount with respect to principal of, premium, if any, or interest on the Bonds. The District, the Registrar, and the Paying Agent may treat and consider the person in whose name each Bond is registered in the Bond Register as the holder and absolute owner of such Bond for the purpose of payment of principal, premium and interest with respect to such Bond, for the purpose of registering transfers with respect to such Bonds, and for all other purposes. The Paying Agent shall pay all principal of, premium, if any, and interest on the Bonds only to or on the order of the respective registered owners, as shown in the registration books kept by the Registrar, and all such payments shall be valid and effectual to fully satisfy and discharge the District's obligations with respect to payment of principal of, premium, if any, or interest on the Bonds to the extent of the sum or sums so paid. No person other than a registered owner of Bonds, as shown in the Bond Register, shall receive a certificated Bond evidencing the obligation of this Resolution. Upon delivery by DTC to the Clerk of a written notice to the effect that DTC has determined to substitute a new nominee in place of Cede & Co., the words "Cede & Co." shall refer to such new nominee of DTC; and upon receipt of such a notice, the Clerk shall promptly deliver a copy of the same to the Registrar and Paying Agent.

7.03. Representation Letter. The District has heretofore executed and delivered to DTC a Blanket Issuer Letter of Representations (the "Representation Letter") which shall govern payment of principal of, premium, if any, and interest on the Bonds and notices with respect to the Bonds. Any Paying Agent or Registrar subsequently appointed by the District with respect to the Bonds shall agree to take all action necessary for all representations of the District in the Representation Letter with respect to the Registrar and Paying Agent, respectively, to be complied with at all times.

7.04. Transfers Outside Book-Entry System. In the event the District, by resolution of the Board, determines that it is in the best interests of the persons having beneficial interests in the Bonds that they be able to obtain Bond certificates, the District shall notify DTC, whereupon DTC shall notify the Participants, of the availability through DTC of Bond certificates. In such event the District shall issue, transfer, and

The motion for the adoption of the foregoing resolution was duly seconded by Laura Wallander and upon vote being taken thereon, the following voted in favor thereof: Bob Tunheim, Sarah Borchers, Mike Bash, Martha Van de Ven, Laura Wallander, Ali Howe

and the following voted against the same: None

whereupon the resolution was declared duly passed and adopted.

8 B- Annual Audit Report

Bill Lauer of Malloy, Montague, Kamowski, Radosevich and Co. (MMKR) gave a detailed presentation regarding the district's annual audit. Orono Schools received a clean report on the audit.

UPON MOTION by Mike Bash, seconded by Sarah Borchers, the board accepted the 2020-2021 Comprehensive Annual Financial Report as submitted by MMKR.

Motion approved unanimously.

8. C- Other New Business as Necessary

No other new business was brought forward.

The next Regular School Board Meeting will be held on Monday, December 13, 2021 at 7:00 PM.

UPON MOTION by Sarah Borchers, seconded by Laura Wallander, the meeting was adjourned at 7:44 PM.



Bob Tunheim, *Chair*



Martha Van de Ven, *Clerk*