WELLINGTON EXEMPTED VILLAGE SCHOOL DISTRICT
MINUTES OF SPECIAL SESSION
Westwood Elementary School - Conference Room
September 29, 2026
6:32 P.M.

President Mohrman called the meeting to order by asking for a roll call.

Pledge of Allegiance

Present: Brattoli, Ratliff, Shellhouse, Kazmierczak, Mohrman
Absent: None

#26-147 APPROVAL OF MEETING AGENDA AS PRESENTED

Motion was made by Kazmierczak and seconded by Brattoli to approve the meeting agenda as presented.

Yes: Kazmierczak, Brattoli, Ratliff, Shellhouse, Mohrman
No: None

President Mohrman declared this motion passed.

#26-148 APPROVAL OF RESOLUTION TO JOIN THE COOPERATIVE COUNCIL OF GOVERNMENTS AND PARTICIPATE IN THE EQUALIS GROUP

Motion was made by Kazmierczak and seconded by Shellhouse to approve the following:

1. Approve the resolution to join the Cooperative Council of Governments and Participate in the Equalis Group:

   The Treasurer advised the Board that the notice requirement of R.C. 121.22 and the implementing rules adopted by the Board pursuant thereto were complied with for the meeting.

   NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Wellington Exempted Village School District, Lorain County, Ohio, that:

   Section 1. The Board hereby approves the Amended & Restated Code of Regulations Effective January 25, 2023, of the Cooperative Council of Governments (“CCOG”) and the CCOG’s Master Interlocal Agreement under R.C. Chapter 167. As such, the Wellington Exempted Village School District shall be considered an “Affiliate Member” of the CCOG and may participate in the cooperative purchasing programs administered by the Equalis Group. In this regard, the Board also hereby approves the Master Intergovernmental Cooperative Purchasing Agreement with the Equalis Group

dated March 3, 2026.

Section 2. The Board hereby authorizes the Treasurer and/or Superintendent to execute the foregoing documents on behalf of the Board.

Section 3. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of the Board, and that all deliberations of this Board and any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Yes: Kazmierczak, Shellhouse, Brattoli, Ratliff, Mohrman
No: None

President Mohrman declared this motion passed.

#26-149 APPROVAL OF RESOLUTION FOR APPROVING AND AUTHORIZING

Motion was made by Shellhouse and seconded by Mohrman to approve the following:

1. Approve the resolution approving and authorizing a ground lease, lease-purchase agreement and related documents providing for the financing of the costs of construction, enlarging or other improvement, furnishing and equipping, lease, and eventual acquisition of facilities and improvements to facilities for school district purposes, and authorizing and approving other related matters:

WHEREAS, Section 3313.375 of the Revised Code provides that the board of education of a school district may enter into a lease-purchase agreement providing for the construction, enlarging or other improvement, furnishing and equipping, lease, and eventual acquisition of facilities and improvements to facilities for any school district purpose and, in conjunction therewith, may grant a lease for land and existing improvements under the board's control for a period not more than five years longer than the term of the lease-purchase agreement; and

WHEREAS, Section 3313.375 further provides that the obligations of the board of education under such a lease-purchase agreement shall not be construed as net indebtedness of that school district pursuant to Section 133.06 of the Revised Code; and

WHEREAS, this Board has determined to proceed with the construction, enlarging or other improvement, furnishing and equipping, and the lease and eventual acquisition of facilities and improvements to facilities for School District purposes, including but not limited to HVAC upgrades at Westwood Elementary School, bathroom and locker room remodeling at the High School, and additional improvements to School District facilities, together with all necessary appurtenances thereto (the Improvements), certain of which may not be included in the Leased Property under the Facilities Lease

defined below (the Other Facilities), and to finance the cost of the Improvements through a lease-purchase transaction (the Lease-Purchase Transaction), all in accordance with the laws of the State of Ohio (the State), including, but not limited to, Section 3313.375 of the Revised Code; and

WHEREAS, in order to implement the Lease-Purchase Transaction, this Board has determined to take the following actions:

A. Sign and deliver a ground lease (the Ground Lease) with JPMorgan Chase Bank, NA, or an affiliate thereof (the Lessor), under which the Board will convey to the Lessor a leasehold interest in the real property and existing improvements thereon upon which the Improvements (excluding any Other Facilities) are to be located (the Ground Leased Property) for a term of not more than five years longer than the term of the Facilities Lease defined below, subject to earlier termination upon payment in full of all Base Rent and Additional Payments as provided in the Facilities Lease; and

B. Sign and deliver a lease-purchase agreement (the Facilities Lease) under which the Board (i) will sublease the Ground Leased Property and lease the Improvements (excluding any Other Facilities, and collectively with the Ground Leased Property, the Leased Property) from the Lessor for an Initial Term and for Renewal Terms (each a Lease Term), as defined in the Facilities Lease, upon appropriations being made by this Board of funds sufficient to enable the School District to pay the Base Rent, as defined in the Facilities Lease, during the Renewal Terms, and (b) will have an obligation, which will constitute a “public obligation” as defined in Section 133.01 of the Revised Code, to pay Base Rent during each Lease Term subject to such appropriations; and

WHEREAS, this Board has appropriated or is appropriating herein the funds necessary to pay the School District’s obligations under the Lease during this fiscal year, if any;

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of Wellington Exempted Village School District, Counties of Lorain and Huron, Ohio, that:

Section 1. Facilities Lease and Ground Lease. In connection with the Lease-Purchase Transaction, the President of the Board or, in the absence of the President, the Vice President of the Board (the President) and the Treasurer of the Board (the Treasurer), each and all, are authorized to sign and deliver the Facilities Lease and the Ground Lease. The Facilities Lease and the Ground Lease are approved in substantially the forms as are now on file with this Board, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the School District that are approved by the officers signing those documents on behalf of the School District, all of which shall be conclusively evidenced by the signing of the Facilities Lease or the Ground Lease, as the case may be, or

amendments thereto by those officers. The proceeds received by the School District in exchange for the School District entering into the Facilities Lease shall be paid into the proper fund or funds of the School District, and those proceeds are appropriated and shall be used to pay Project Costs (as defined in the Facilities Lease), including financing costs.

Section 2. Improvements. This Board hereby determines that the Leased Property, including the Improvements, and the uses thereof for School District purposes, are essential to the School District for the proper, efficient and economic operation of the School District and the welfare of its students.

Section 3. Determination of Facilities Lease Terms. The terms of the Facilities Lease with respect to the identity of the Lessor, Base Rent and Renewal Terms shall be determined by the Treasurer, having due regard for the best financial interest of the School District, subject to the following:

(a) Base Rent. The aggregate principal component of Base Rent, as defined in the Facilities Lease, for the Initial Term and all Renewal Terms in aggregate shall not exceed $3,100,000, and shall be payable in either annual or semiannual installments in accordance with a Base Rent Schedule attached to the Facilities Lease. The interest component of the Base Rent shall accrue at a single fixed rate not to exceed 5% per year (computed on the basis of a 360-day year consisting of 12 30-day months), payable either annually or semiannually in accordance with a Base Rent Schedule attached to the Facilities Lease. Amounts necessary to pay Base Rent and any other obligations under the Lease in the current fiscal year are hereby appropriated.

(b) Final Renewal Term. The final Renewal Term of the Facilities Lease shall end not later than the earlier of (i) the next December 1 occurring after 15 years from the commencement date of the Facilities Lease or (ii) the end of the weighted average useful life of the Improvements as estimated on the date of the Facilities Lease, and the term of the Ground Lease shall end not more than five years after the final Renewal Term of the Facilities Lease.

(c) Prepayment of Base Rent. The unpaid principal component of Base Rent may be prepayable in accordance with a schedule or otherwise, as set forth in the Facilities Lease, provided that any premium associated with prepayment shall not exceed 103% of the principal component of Base Rent being prepaid.

Section 4. Other Instruments. In connection with the Lease-Purchase Transaction, the President, the Superintendent and the Treasurer, each and all, as appropriate, are hereby authorized to take any and all other actions and to sign and deliver any and all other instruments, agreements, certificates and documents as may in their judgment be necessary, desirable, advisable or appropriate in order to give effect to

the transactions contemplated to be performed on the part of the School District under the Facilities Lease.

Section 5. Federal Tax Matters. This Board covenants to use, and to restrict the use and investment of, the proceeds of the Facilities Lease in such manner and to such extent as may be necessary so that (a) the obligations of the School District under the Facilities Lease will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Code or (ii) be treated other than as obligations to which Section 103 of the Code applies, and (b) the interest components of the Base Rent will not be treated as an item of tax preference under Section 57 of the Code.

This Board further covenants (a) to take or cause to be taken such actions that may be required of it for the interest components of the Base Rent to be and to remain excluded from gross income for federal income tax purposes, (b) to take or authorize to be taken any actions that would adversely affect that exclusion, and (c) that it, or persons acting for it, will, among other acts of compliance, (i) apply the proceeds of the Facilities Lease to the governmental purpose of the Facilities Lease, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government if required, (iv) maintain books and records and make calculations and reports, and (v) refrain from certain uses of those proceeds and, as applicable, of property financed with such proceeds, all in such manner and to the extent necessary to assure such exclusion of the interest components under the Code.

The Treasurer, as the fiscal officer, or any other officer of this Board or the School District having responsibility for signing the Facilities Lease is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of this Board or the School District with respect to the Facilities Lease as this Board or the School District is permitted to or required to make or give under the federal income tax laws, including, without limitation thereto, any of the elections available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting favorable tax treatment or status of the Facilities Lease or the interest components of the Base Rent or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount or payments or penalties, or making payments of special amounts in lieu of making computations to determine, or paying, excess earnings as rebate, or obviating those amounts or payments, as determined by that officer, which action shall be in writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations, make payments, and make or give reports, covenants and certifications of and on behalf of this Board and the School District, as may be appropriate to assure the exclusion of the interest components of the Base Rent from gross income and the intended tax status of the interest components of the Base Rent and (c) to give one or more appropriate certificates of this Board and the School District, for inclusion in the transcript of proceedings relating to the Facilities Lease, setting forth the reasonable expectations of this Board and the School District regarding the amount and use of all the proceeds of

the Facilities Lease, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest components of the Base Rent and the tax status of the Facilities Lease. The Treasurer is specifically authorized to designate the School District's obligation to pay Base Rent as "qualified tax-exempt obligations" if such designation is applicable and desirable, and to make any related necessary representations and covenants.

Section 6. Retention of Bond Counsel. The legal services of Squire Patton Boggs (US) LLP, as bond counsel to this Board and the School District, be and are hereby retained in connection with the Lease-Purchase Transaction. The legal services shall be in the nature of legal advice and recommendations as to the documents and the proceedings in connection with, and the rendering of the necessary legal opinion upon, the completion of the Lease-Purchase Transaction. In rendering those legal services, as an independent contractor and in an attorney-client relationship, that firm shall not exercise any administrative discretion on behalf of this Board or the School District in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State, the School District or any other political subdivision, or the execution of public trusts. The Treasurer is authorized to provide for the payment of those fees and any reimbursements from the proceeds of the Lease-Purchase Transaction to the extent available and otherwise is authorized and directed to make appropriate certification as to the availability of funds for those fees and any reimbursement and to issue an appropriate order for their timely payment as written statements are submitted by that firm.

Section 7. Severability. Each section of this Resolution and each part of each section hereof is hereby declared to be independent, and the finding or holding of any section or part of any section hereof to be invalid or void shall not be deemed or held to affect the validity of any other section or part of any section of this Resolution.

Section 8. Prior Acts Ratified and Confirmed. Any actions previously taken by School District officials or agents of this Board in furtherance of the matters set forth in this Resolution are hereby approved, ratified and confirmed.

Section 9. Compliance with Open Meeting Requirements. This Board finds and determines that all formal actions of this Board and of any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in those formal actions were held, in meetings open to the public in compliance with the law.

Section 10. Captions and Headings. The captions and headings in this Resolution are solely for convenience of reference and in no way define, limit or describe the scope or intent of any Sections, subsections, paragraphs, subparagraphs or clauses hereof.

Section 11. Effective Date. This Resolution shall be in full force and effect from and immediately upon its adoption.

Yes: Shellhouse, Mohrman, Brattoli, Ratliff, Kazmierczak
No: None

President Mohrman declared this motion passed.

#26-150 APPROVAL OF RESOLUTION AUTHORIZING CONTRACTS

Motion was made by Kazmierczak and seconded by Brattoli to approve the following:

1. Approve the resolution authorizing contracts on per unit basis for Westwood Elementary HVAC system replacement project and High School gym hallways renovation project (R.C. 167.081):

The Treasurer advised the Board that the notice requirement of R.C. 121.22 and the implementing rules adopted by the Board pursuant thereto were complied with for the meeting.

WHEREAS, R.C. 167.081 and Ohio Attorney General Opinion No. 2019-028 provide that, where a regional council of governments has secured a contract for the repair, enlargement, improvement, or demolition of a building that establishes a unit price for such work, members of the council may participate in such contracts and shall be exempt from any competitive bidding requirements otherwise required by law for such work on their buildings and facilities; and

WHEREAS, the Cooperative Council of Governments (“CCOG”) has engaged the Equalis Group to administer a cooperative purchasing program and has obtained per unit basis contracts through a competitive selection process for the repair, enlargement, improvement, or demolition of public buildings for members of the CCOG; and

WHEREAS, the Wellington Exempted Village School District is a member of the CCOG; and

WHEREAS, the Board desires to participate in the per unit basis contracts secured by the Equalis Group for CCOG members for two building improvement projects as set forth below.

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the Wellington Exempted Village School District, Lorain County, Ohio, that:

Section 1: The Board hereby approves the Work Order dated 8/24/2026 totaling $2,253,866.85 for the Westwood Elementary HVAC System Replacement project and the

District's participation in the per unit basis contract secured for members of the CCOG as administered by the Equalis Group.

Section 2. The Board hereby approves the Work Order dated 8/24/2026 totaling $450,916.59 for the Wellington High School Gym Hallways Renovation project and the District's participation in the per unit basis contract secured for members of the CCOG as administered by the Equalis Group.

Section 3: It is hereby determined that, pursuant to R.C. 167.081, these projects are exempt from the competitive bidding requirements set forth in R.C. 3313.46.

Section 4. The Board hereby authorizes the Superintendent, Treasurer, and/or Board President to execute the approved Work Orders for the projects on behalf of the Board. The Board hereby further authorizes the Superintendent, Treasurer, and/or Board President to perform all further acts necessary relating to the oversight, coordination, and completion of these building improvement projects by the contractors.

Section 5. It is hereby found and determined that all formal actions of this Board concerning and relating to the adoption of this resolution were adopted in an open meeting of the Board, and that all deliberations of this Board and any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Yes: Kazmierczak, Brattoli, Ratliff, Shellhouse, Mohrman
No: None

President Mohrman declared this motion passed.

FUTURE BOARD OF EDUCATION MEETINGS

A. Tuesday, October 5, 2026, Work Session, 6:00 PM, Westwood Elementary School, Conference Room;
B. Tuesday, October 20, 2026, Business Meeting, 6:00 PM, Wellington High School and via Zoom;

#26-151 ADJOURNMENT

Motion was made by Brattoli and seconded by Kazmierczak to adjourn the Special Session at 6:53 p.m.

Yes: Brattoli, Kazmierczak, Ratliff, Shellhouse, Mohrman
No: None

President Mohrman declared this motion passed.

Board President

Treasurer

Note: There is an audio recording of this meeting and it's available upon request to the Treasurer.