

NORTH ROYALTON CITY SCHOOLS BOARD OF EDUCATION AGENDA

Monday, November 4, 2019
7 p.m.

REGULAR MEETING



"We Inspire and Empower Learners"

www.northroyaltonsd.org

The North Royalton Board of Education shall form committees on an as needed basis when such committees best utilize the individual competencies and/or time commitments of Board members. When a committee meeting is necessary, it will be scheduled, unless otherwise announced, one hour prior to the regular scheduled monthly Board meeting.

BOARD OF EDUCATION

John H. Kelly, DDS, President
Anne M. Reinkober, Vice President
Jacquelyn A. Arendt
Terry DeLap
Heidi A. Dolezal

ADMINISTRATION

Gregory J. Gurka, Superintendent
Biagio Sidoti, Treasurer
James J. Presot, Assistant Superintendent
Melissa Vojta, Director of Curriculum & Instruction
Patrick Farrell, Director of Personnel
Julie Bogden, Director of Pupil Services
Tricia Pozsgai, Director of Technology

WELCOME

Our hope is that you will leave this meeting with a better understanding of your public schools and the School Board that you've elected to oversee them.

THE MEETING

Our meetings are open to the public and all our discussions will be held in the open with the exception of executive sessions. All regular meetings are audio recorded and archived. Copies can be requested from the District Treasurer's Office. As you will note, there is time on the meeting agenda for citizen comments and questions. If you have questions about the specific procedure, please check with one of the Board members or a District staff member prior to the start of the meeting. Involved and informed parents and citizens are our best guarantee of excellence in our public schools.

THE AGENDA

The Board receives a full agenda several days prior to the Board meeting. The agenda may deal with curriculum, budget, hiring of personnel, facilities, school transportation or long-range planning. The agenda usually includes written supporting material that helps with decision-making. If it appears that quick action has been taken on an item, it may be because the topic has been studied for several weeks or that questions have been answered in advance of the meeting.

PUBLIC PARTICIPATION

The Board values and encourages public comment on educational issues.

Anyone having an interest in actions of the Board may participate during the open forum portion of the meeting. Prior to the meeting, we ask that you please identify yourself to the Board President or Superintendent.

The purpose of these sessions is to provide an opportunity for the public to share their thoughts on any matters of importance to the school district. It is not for the purpose of having questions answered or problems resolved. Personnel concerns may best be handled through proper channels. We may refer you to, or you may want to contact, the Superintendent for further assistance. We appreciate your interest and are eager to assist you in resolving your concerns.

Participants must be recognized by the presiding officer and must preface their comments by an announcement of their name, address and group affiliation, if and when appropriate.

Each statement made by a participant shall be limited to five (5) minutes.

A LITTLE BIT ABOUT US.....AND YOU

School Board members are elected officials who devote many hours setting policies and planning for your public schools. We serve on the School Board because we care about providing quality education in our community. You are probably here tonight because you care too. We appreciate your interest and comments and ask for your participation to help us meet that goal.



NORTH ROYALTON CITY SCHOOLS BOARD OF EDUCATION
REGULAR MEETING AGENDA
Monday, November 4, 2019 7 p.m.
North Royalton Middle School Gold Gym
14709 Ridge Road, North Royalton, OH 44133

I. CALL TO ORDER

II. PLEDGE OF ALLEGIANCE

III. ROLL CALL

J. Arendt _____
 J. Kelly _____

T. DeLap _____
 A. Reinkober _____

H. Dolezal _____

IV. FINALIZATION OF AGENDA. Resolve the Board of Education approve the agenda as presented.

J. Arendt _____
 J. Kelly _____

T. DeLap _____
 A. Reinkober _____

H. Dolezal _____

V. APPROVAL OF MINUTES. Resolve the Board of Education approve the minutes from the special meeting on October 3 and the regular meetings on October 10, 2019 and October 14, 2019.

J. Arendt _____
 J. Kelly _____

T. DeLap _____
 A. Reinkober _____

H. Dolezal _____

VI. APPROVE RESOLUTION CONCERNING TRAVEL EXPENSES RELATED TO OFFICIAL DUTIES WHILE SERVING THE OHIO SCHOOL BOARDS ASSOCIATION (OSBA).

Whereas, Jacquelyn Arendt is a member of the OSBA Federal Relations Network; and

Whereas, Mrs. Arendt has been asked to attend the National School Boards Association Advocacy Institute in Washington, D.C. on February 1-4, 2020, as a member of the OSBA Federal Relations Network. OSBA will pay the registration fee for all Federal Relations members and the District will be financially responsible for lodging and travel expenses for that role in an amount not to exceed \$1,600 for the 2019-20 school year; and

Now be it resolved, that the North Royalton City Schools Board of Education determines that Jacquelyn Arendt's service with OSBA, and travel in that role, is related to her official duties as a member of the North Royalton City Schools Board of Education.

J. Arendt _____
 J. Kelly _____

T. DeLap _____
 A. Reinkober _____

H. Dolezal _____

VII. RECOGNITION OF GUESTS AND PRESENTATIONS

VIII. PUBLIC PARTICIPATION. The public is invited to speak to any of the agenda items and other school topics at this time. Comments should be limited to five minutes.

IX. COMMITTEE REPORTS

X. REPORTS AND RECOMMENDATIONS OF THE TREASURER

1. A RESOLUTION APPROVING AND AUTHORIZING A SUPPLEMENTAL LEASE-PURCHASE AGREEMENT, ESCROW AGREEMENT AND RELATED DOCUMENTS PROVIDING FOR REFINANCING THE COSTS OF THE CONSTRUCTION, FURNISHING AND EQUIPPING, AND THE LEASE AND EVENTUAL ACQUISITION, OF IMPROVEMENTS TO THE SCHOOL DISTRICT'S BUILDINGS AND BUILDING SITES, INCLUDING IMPROVEMENTS TO THE SCHOOL DISTRICT'S HIGH SCHOOL STADIUM AND BUILDING SITE AND OTHER IMPROVEMENTS 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, and lease and eventual acquisition of facilities or improvements to facilities any for school district purpose, and, in conjunction therewith, may grant a lease for land 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, pursuant to Resolution No. 2011-27, adopted by this Board on February 14, 2011, this Board entered into the Ground Lease and the Master Lease and approved the Master Assignment and Master Trust Agreement providing for the construction, furnishing and equipping, and lease and eventual acquisition, improvements to the School District's buildings and building sites, including improvements to the School District's high school stadium and building site and other improvements for School District purposes; and

WHEREAS, the Trustee issued and sold the Series 2011 Certificates pursuant to the Master Trust Agreement to finance such improvements; and

WHEREAS, this Board has determined to enter into the Supplemental Lease, and to approve the Trustee's entering into the Supplemental Assignment and the Supplemental Trust Agreement and issuing and selling the Series 2019 Certificates as additional certificates pursuant to the Trust Agreement to refund all or a portion of the outstanding Series 2011 Certificates, thereby achieving cost savings with respect to the annual costs to this Board of leasing and eventually acquiring the Project Facilities, all in accordance with the Trust Agreement and the laws of the State of Ohio, including, but not limited to, Section 3313.375 of the Revised Code; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Education of the North Royalton City School District, County of Cuyahoga, State of Ohio, that:

Section 1. Definitions. In addition to the words and terms defined in the recitals to this Resolution and in the Lease, the following words and terms shall have the following meanings unless the context or use clearly indicates another or different meaning or intent:

"Assignment" means the Master Assignment, as supplemented from time to time in accordance with its terms, including by the Supplemental Assignment, assigning to the Trustee the Lessor's interests in the Ground Lease and the Lease.

“Base Rent” means the payments specified as Base Rent in the Lease.

“Board” means the Board of Education of the School District.

“Certificate Payments” means, for any period or payable at any time, the principal of and interest and any premium on the Certificates for that period or payable at that time (whether on a scheduled payment date or pursuant to or upon redemption or otherwise), as the case may be.

“Certificates” means Certificates of Participation in the payments of Base Rent to be made by the Board under the Lease to be issued as one or more series under the Trust Agreement for the purpose of paying Project Costs, and which will constitute “fractionalized interests in public obligations”, as defined in Section 133.01 of the Revised Code.

“Closing Date” means, as to the Series 2019 Certificates, the date of physical delivery of, and payment of the purchase price for, the Series 2019 Certificates.

“Code” means the Internal Revenue Code of 1986, as amended, the Treasury Regulations (whether temporary or final) under that Code or the statutory predecessor of that Code, and any amendments of or successor provisions to the foregoing and any official rulings, announcements, notices, procedures and judicial determinations regarding any of the foregoing, all as and to the extent applicable. Unless otherwise indicated, reference to a section of the Code includes any applicable successor section or provision and applicable Treasury Regulations, rulings, announcements, notices, procedures and determinations pertinent to that section.

“Corporation” means Ohio School Building Leasing Corporation, an Ohio nonprofit corporation.

“Escrow Agreement” means the Escrow Agreement, dated as of the Closing Date, between the Board and the Escrow Trustee, and relating to the refunding of the Refunded Certificates.

“Escrow Fund” means the Escrow Fund created under the Escrow Agreement.

“Escrow Trustee” means the Trustee, as Escrow Trustee under the Escrow Agreement.

“Fiscal Officer” means the Treasurer of the Board.

“Ground Lease” means the Ground Lease between the Board, as lessor, and the Lessor, as lessee, conveying a leasehold interest in the Project Site.

“Lease” means the Master Lease, as supplemented from time to time in accordance with its terms, including by the Supplemental Lease, conveying a leasehold interest in the Leased Property, and under which the Board shall lease the Leased Property for consecutive annual renewable terms that are subject to renewal upon appropriations being made by this Board of funds sufficient to pay the Lease Payments due during each such term.

“Leased Property” means collectively the Project Site and the Project Facilities.

“Lessor” means the Corporation and its successors and assigns as lessee under the Ground Lease and as lessor under the Lease, including the Trustee.

“Master Assignment” means the Assignment of Leases, dated as of April 1, 2011, between the Corporation and the Trustee.

“Master Lease” means the Lease-Purchase Agreement, dated as of April 1, 2011, between the Lessor, as lessor, and the Board, as lessee.

“Master Trust Agreement” means the Trust Agreement, dated as of April 1, 2011, between the Corporation and the Trustee.

“Original Purchaser” means Key Government Finance, Inc., or such other purchaser or purchasers as are specified as the first registered owner of the Series 2019 Certificates in the Term Sheet, provided that at the request of the first registered owner an appropriate designation other than Purchaser may be used.

“Other Facilities” means improvements to School District buildings and building sites not included in the Leased Property.

“Placement Agent” means Stifel, Nicolaus & Company, Incorporated.

“Placement Agent Agreement” means the Placement Agent Engagement Agreement authorized in Section 10, between the Placement Agent and the Board.

“President” means the President of the Board.

“Project Costs” means the costs of the Project Facilities and Other Facilities, including the interest component of Base Rent accruing during construction and costs of issuing the Certificates.

“Project Facilities” means the improvements to the School District’s high school stadium and building site and related improvements as described in the Lease, together with any additions, modifications and substitutions thereto as permitted under the Lease.

“Project Site” means the Project Site as described in the Lease, being generally the real property comprising the site of the School District’s high school stadium.

“Redemption Date” means the date as specified in the Escrow Agreement, provided, however, that such date shall be no later than 90 days after the Closing Date.

“Refunded Certificates” means all or a portion of the outstanding Series 2011 Certificates.

“Rule” means Rule 15c2-12 prescribed by the SEC pursuant to the Securities Exchange Act of 1934, as it may be amended and/or supplemented from time to time.

“School District” means the North Royalton City School District, Ohio.

“SEC” means the Securities and Exchange Commission.

“Series 2011 Certificates” means the \$3,070,000 Certificates of Participation, Series 2011, dated April 7, 2011.

“Series 2019 Base Rent” means the payments specified as Series 2019 Base Rent in the Supplemental Lease.

“Series 2019 Certificates” means the Additional Certificates authorized by this Resolution to be issued under the Indenture for the purpose of refinancing Project Costs.

“Superintendent” means the Superintendent of the School District.

“Supplemental Assignment” means the 2019 Supplemental Assignment authorized in Section 2, supplementing the Master Assignment.

“Supplemental Trust Agreement” means the 2019 Supplemental Trust Agreement authorized in Section 2, supplementing the Master Trust Agreement.

“Supplemental Lease” means the 2019 Supplemental Lease Agreement authorized in Section 2, amending and supplementing the Master Lease.

“Tax-Exempt Obligations” means obligations to which Section 103 of the Code applies, the interest on which is excluded from gross income for federal income tax purposes.

“Tax Status” means the status of Certificates as Tax-Exempt Obligations.

“Term Sheet” means the Term Sheet authorized in Section 4.

“Trust Agreement” means the Master Trust Agreement, as supplemented from time to time in accordance with its terms, including by the Supplemental Trust Agreement, pursuant to which the Lessor has and is authorized to further direct the Trustee to and the Trustee has and may further issue and sell the Certificates, and proceeds of the sale of the Certificates to be made available to finance or refinance Project Costs.

“Trustee” means the bank or trust company at the time serving as Trustee under the Trust Agreement, initially The Huntington National Bank.

Section 2. Ground Lease, Lease and Trust Agreement. It is necessary, proper and in the best interest of the School District to authorize, and this Board does hereby authorize, the signing, delivery and sale of the Series 2019 Certificates as Additional Certificates under the Trust Agreement on terms consistent with this Resolution to provide funds to refund the Refunded Certificates, including payment of expenses relating to the issuance of the Series 2019 Certificates and the refunding of the Refunded Certificates. The Certificates shall be designated “Refunding Certificates of Participation, Series 2019, Evidencing the Proportionate Interests of the Owners Thereof in Base Rent to Be Paid by the Board of Education of the North Royalton City School District, Ohio.” The President and the Fiscal Officer is each authorized to sign and deliver the Supplemental Lease and to signify approval of the Supplemental Assignment and the Supplemental Trust Agreement in substantially the forms as are now on file with this Board. Each of the Supplemental Lease, the Supplemental Assignment and the Supplemental Trust Agreement is approved in substantially the form as is now on file with this Board, together with any changes or amendments that are not inconsistent with this Resolution and are not substantially adverse to the School District that are approved by the officer or officers signing that document on behalf of the Board, all of which shall be conclusively evidenced by the signing of the Supplemental Lease or amendments thereto and the signifying of approval of the Supplemental Assignment and the Supplemental Trust Agreement or amendments thereto by that officer or those officers. The Board’s obligation to pay Base Rent during each term of the Lease shall constitute a “public obligation” and the Series 2019 Certificates shall constitute “fractionalized interests in public obligations”, each as defined in Section 133.01 of the Revised Code. Any provision herein notwithstanding, the entire principal amount of the Series 2019 Certificates may be represented by a single certificate with multiple payments of principal listed on a principal payment schedule attached thereto.

Section 3. Leased Property. This Board hereby confirms its determination that the Leased Property and its use are essential to the School District including but not limited to its proper, efficient and economic operation and the welfare of its students.

Section 4. Determination of Lease Terms and Sale of the Series 2019 Certificates.

(a) Lease Terms. The Fiscal Officer is hereby authorized to determine (which determination shall be confirmed by the Fiscal Officer by the signing of the Term Sheet), having due regard for the best interest of and financial advantages to the School District: (i) the schedule of Certificate Payments and the Base Rent payable under the Lease with respect to the Series 2019 Certificates, provided, that: (A) neither the aggregate principal amount of the Certificates nor the aggregate principal components of Base Rent shall exceed \$[2,700,000], (B) the final Certificate Payment shall not be later than 30 years after the commencement date of the Master Lease, and (C) the aggregate true interest cost of the Certificates shall not exceed 6.50% per year, and (ii) the redemption terms, if any, for the Certificates and the corresponding prepayment provisions under the Lease.

The School District acknowledges that the aggregate principal component of the Series 2019 Base Rent shall be equal to the aggregate principal amount of the Series 2019 Certificates (net of any original issue discount) and shall be that amount that, together with other funds to be made available for that purpose, shall be sufficient to pay the cost of refunding the Refunded Certificates, including without limitation the cost of capitalized interest and providing any reserves that the Fiscal Officer determines are necessary and appropriate for the Series 2019 Certificates to be issued on the terms most favorable to the School District as the payor on the public obligations in which the Series 2019 Certificates constitute fractionalized interests, and the costs of issuance of the Series 2019 Certificates to be paid from the proceeds of the Series 2019 Certificates, which the Fiscal Officer determines are necessary and reasonable in light of the character of the Certificates. The School District further acknowledges that the Certificate Payments shall include interest payments that shall be based upon the interest components of the Series 2019 Base Rent payable under the Lease. The Base Rent to be payable during the aggregate lease term of the Lease shall be an amount sufficient to cover the Certificate Payments, and such Base Rent shall be specified or determined in an exhibit to the Lease; provided, however, that the School District's obligation to pay Base Rent is subject to appropriation and certification as provided in the Lease and nothing in the Lease, the Series 2019 Certificates or the Trust Agreement shall constitute a debt of the Board or a pledge by the Board, or an obligation of the Board, of any taxes or other money to the payments due thereunder.

All determinations required by this subsection (a) shall be confirmed by the signing of the Term Sheet by the Fiscal Officer or the President.

(b) Term Sheet. The Fiscal Officer or, in the absence of the Fiscal Officer, the President, is authorized to sign and deliver, in the name and on behalf of the School District, the Term Sheet providing for the sale of the Series 2019 Certificates, provided that the purchase price for the Series 2019 Certificates shall not be less than 95% of the aggregate principal amount thereof and the terms stated in the Term Sheet shall not be inconsistent with this Resolution, all of which shall be conclusively evidenced by the signing of the Term Sheet by that officer.

(c) Use of Proceeds of the Series 2019 Certificates. The proceeds received by the School District from the sale of the Series 2019 Certificates shall be paid into the Escrow Fund and, if applicable, the Certificate Fund or used to pay costs of issuance of the Series 2019 Certificates, and those proceeds shall be invested and applied in accordance with the Escrow Agreement and Trust Agreement. The expenditure of the amounts necessary to pay the financing costs (as defined in Section 133.01 of the Revised Code) in connection with the Series 2019 Certificates is authorized and approved, and the Fiscal Officer is authorized to provide for the payment of any such amounts and costs from the proceeds of the Series 2019 Certificates to the extent

available and otherwise from any other funds lawfully available that are appropriated or shall be appropriated for that purpose.

Section 5. Refunding of Refunded Certificates.

(a) This Board determines that it is necessary and in the best interest and financial advantage of the School District to provide for the refunding of the Refunded Certificates by the payment of the principal of and interest on the Refunded Certificates pursuant to the Escrow Agreement and as provided in this Resolution, and to redeem the Refunded Certificates on the Redemption Date, with notice of call for redemption being given consistent with the Trust Agreement.

As provided in the Escrow Agreement, timely after the delivery of and payment for the Series 2019 Certificates and the credit to the Escrow Fund created under the Escrow Agreement as provided in this Resolution, the Refunded Certificates shall be called for prior redemption. The Fiscal Officer is authorized and directed to give to the Trustee, on or promptly after the Closing Date, written notice of the call for redemption, and the Refunded Certificates shall be redeemed in accordance with the provisions of this Resolution, the Trust Agreement and the Escrow Agreement. The School District covenants for the benefit of the holders of the Refunded Certificates and of the Series 2019 Certificates, that it will at no time on or after the Closing Date take actions to modify or rescind that call for prior redemption, and that it will take, and will cause the Trustee to take, all steps required by the terms of the Refunded Certificates to make and perfect that call for prior redemption.

(b) The Fiscal Officer shall sign and deliver, in the name and on behalf of the School District, the Escrow Agreement between the School District and the Escrow Trustee, in substantially the form as is now on file with the Fiscal Officer. The Escrow Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the School District and that are approved by the Fiscal Officer on behalf of the School District, all of which shall be conclusively evidenced by the signing of the Escrow Agreement or amendments thereto. The Fiscal Officer shall provide for the payment of the services rendered and for reimbursement of expenses incurred pursuant to the Escrow Agreement (including, if required, the fees and expenses of a mathematical verification agent to be appointed by the Fiscal Officer) from the proceeds of the Series 2019 Certificates to the extent available and then from other money lawfully available and appropriated or to be appropriated for that purpose.

(c) There is created under the Escrow Agreement a trust fund designated the "North Royalton City School District Series 2011 Certificates Escrow Fund" which shall be held and maintained by the Escrow Trustee in trust for the registered owners of the Refunded Certificates and is pledged for the payment of principal of and interest on the Refunded Certificates, all in accordance with the provisions of the Escrow Agreement and the Trust Agreement. The Fiscal Officer is hereby authorized and directed to pay or cause to be paid to the Escrow Trustee for deposit in the Escrow Fund (i) any available funds on deposit in the Certificate Fund for the payment of debt charges on the Refunded Certificates held under the Trust Agreement and required to be used for such purpose and (ii) proceeds from the sale of the Series 2019 Certificates, except any accrued interest and any proceeds to be used for the payment of any expenses properly allocable to the refunding of the Refunded Certificates or the issuance of the Series 2019 Certificates, in the amount required, together with the funds referred to in clause (i), if any, to provide for the defeasance of the Refunded Certificates. Those funds are appropriated and shall be applied to pay principal of and interest and redemption premium, if any, on the Refunded Certificates, as provided in the Escrow Agreement.

If U.S. Treasury Securities – State and Local Government Series are to be purchased for the Escrow Fund, the Escrow Trustee is hereby specifically authorized to file, on behalf of the School District, subscriptions for the purchase and issuance of those U.S. Treasury Securities – State and Local Government Series. If, in the judgment of the Fiscal Officer, an open-market purchase of obligations described in (b) in the preceding paragraph for the Escrow Fund is in the best interest of and financially advantageous to the School District, the Fiscal Officer, or any other officer of the School District, on behalf of the School District and in their official capacity, may purchase and deliver such obligations, engage the services of a municipal advisor, bidding agent or similar entity for the purpose of facilitating the bidding, purchase and delivery of such obligations for, and any related structuring of, the Escrow Fund, execute such instruments as are deemed necessary to engage such services for such purpose, and provide further for the payment of the cost of obtaining such services from the proceeds of the Series 2019 Certificates to the extent available and otherwise from any other funds lawfully available and that are appropriated or shall be appropriated for that purpose.

Section 6. Other Instruments. The President, the Superintendent and the Fiscal Officer are each 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 connection with the signing and delivery of the Supplemental Lease, the signing and delivery of the Series 2019 Certificates by the Trustee and the purchase of the Series 2019 Certificates by the Original Purchaser in order to give effect to the transactions contemplated to be performed on the part of the School District under the Supplemental Lease.

Section 7. Tax Covenants. The Fiscal Officer or any other officer having responsibility for signing the Supplemental Lease, is, alone or in conjunction with any of the foregoing or with any other officer or employee of the School District, authorized to cooperate with the Original Purchaser and the Trustee by making, on behalf of the School District, such covenants and representations in the Supplemental Lease as are appropriate and necessary so that (a) the Lease and the Series 2019 Certificates will not (i) constitute private activity bonds or arbitrage bonds under Sections 141 or 148 of the Internal Revenue Code of 1986, as amended (the Code) or (ii) be treated other than as obligations to which Section 103 of the Code applies, (b) the interest on the Series 2019 Certificates will not be treated as an item of tax preference for purposes of the federal alternative minimum tax, (c) the School District will take or cause to be taken such actions that may be required of it for the interest on the Series 2019 Certificates to be and to remain excluded from gross income for federal income tax purposes, (d) the School District will not take or authorize to be taken any actions that would adversely affect that exclusion, and (e) the School District, or persons acting for it, will, among other acts of compliance, (i) apply or cause the application of the proceeds of the Series 2019 Certificates to the governmental purpose of the borrowing, (ii) restrict the yield on investment property acquired with those proceeds, (iii) make timely and adequate payments to the federal government, (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 that interest under the Code. The Fiscal Officer or any other officer of the School District having responsibility for signing of the Supplemental Lease is hereby authorized (a) to make or effect any election, selection, designation, choice, consent, approval, or waiver on behalf of the School District with respect to the Series 2019 Certificates as 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 provided for or available under Section 148 of the Code, for the purpose of assuring, enhancing or protecting

favorable tax treatment or Tax Status of the Series 2019 Certificates or the interest components thereof 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 the School District, as may be appropriate to assure the intended Tax Status of the Series 2019 Certificates, and (c) to give one or more appropriate certificates of the School District, for inclusion in the transcript for the Series 2019 Certificates, setting forth the reasonable expectations of the School District regarding the amount and use of all the proceeds from the sale of the Series 2019 Certificates, the facts, circumstances and estimates on which they are based, and other facts and circumstances relevant to the tax treatment of the interest on the Series 2019 Certificates and the Tax Status of the Series 2019 Certificates. The Fiscal Officer is specifically authorized to designate the School District's obligation to pay 2019 Base Rent as a "qualified tax-exempt obligation" if such designation is applicable and desirable, and to make any related necessary representations and covenants.

Section 8. 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 9. Retention of Bond Counsel. The legal services of Squire Patton Boggs (US) LLP, as bond counsel, are hereby retained. The legal services shall be in the nature of legal advice and recommendations as to the documents and proceedings in connection with the issuance and sale of the Series 2019 Certificates, and the rendering of the necessary legal opinions upon the delivery of the Series 2019 Certificates. 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 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. That firm shall be paid just and reasonable compensation for those legal services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those legal services whether or not the Series 2019 Certificates are issued. The Fiscal Officer 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 10. Retention of Placement Agent. The services of Stifel, Nicolaus & Company, Incorporated, as placement agent, are hereby retained. Those services shall be in the nature of soliciting proposals from potential purchasers of the Series 2019 Certificates and negotiating the terms of the purchase of the Series 2019 Certificates by the Original Purchaser. In rendering those services, as an independent contractor, that firm shall not exercise any administrative discretion on behalf of 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. That firm shall be paid just and reasonable compensation for those services and shall be reimbursed for the actual out-of-pocket expenses it incurs in rendering those services. The Fiscal Officer is authorized and directed, to the extent they are not paid by the Original Purchaser, 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. The Fiscal Officer shall sign and deliver, in the name and on behalf of the School District, the Placement Agent Agreement between the School District and the Placement Agent, in substantially the form as is now on file with the Fiscal Officer. The Placement Agent Agreement is approved, together with any changes or amendments that are not inconsistent with this Resolution and not substantially adverse to the School District and that are approved by the Fiscal Officer on behalf of the School District, all of which shall be conclusively evidenced by the signing of the Placement Agent Agreement or amendments thereto.

Section 11. 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 12. Compliance with Open Meeting Law. 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 13. 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 14. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

J. Arendt _____ T. DeLap _____ H. Dolezal _____
 J. Kelly _____ A. Reinkober _____

2. APPROVE APPROPRIATION ADJUSTMENTS. Resolve the Board of Education approve the following 2019-20 appropriation adjustments.

<u>Fund</u>	<u>From</u>	<u>To</u>	<u>Increase/Decrease</u>
022-District Agency <i>*Gate receipts for the OHSAA Girls & Boys Soccer Sectional & District semi-final tournaments</i>	\$ 17,934.91	\$ 23,674.91	\$ 5,740.00
003 Permanent Improvement Fund <i>*Increased Revenue</i>	\$635,734.38	\$1,038,972.88	\$403,238.50

J. Arendt _____ T. DeLap _____ H. Dolezal _____
 J. Kelly _____ A. Reinkober _____

3. APPROVE TRANSFERS. Resolve the Board of Education approve the following transfers as indicated below:

<u>From</u>	<u>To</u>	<u>Amount</u>
200-946A North Royalton HS Student Council Fund <i>*Distribution of funds raised through Homecoming ticket sales</i>	300-954A Wrestling Club	\$772.05
	300-956A Baseball Club	\$772.05
	300-977A Football Club	\$386.03

J. Arendt _____ T. DeLap _____ H. Dolezal _____
 J. Kelly _____ A. Reinkober _____

XI. REPORTS AND RECOMMENDATIONS OF THE SUPERINTENDENT

a. *Superintendent Report and Recommendations*

4. **APPROVE AGREEMENT WITH BLACKBOARD CONNECT SERVICES.** Resolve the Board of Education approve an agreement between Blackboard Connect Services and North Royalton City Schools for mass notification services from January 1, 2020 through December 31, 2020.
5. **APPROVE PARTICIPATION WITH THE EASTER SEAL SOCIETY OF NORTHEAST OHIO.** Resolve the Board of Education approve participation with the Easter Seal Society of Northeast Ohio, Inc. for the purpose of providing contracted Speech-Language Pathology and Audiology from August 20, 2019 through June 15, 2020.
6. **APPROVE AGREEMENT WITH CUYAHOGA COUNTY BOARD OF DEVELOPMENTAL DISABILITIES.** Resolve the Board of Education approve the agreement with the Cuyahoga County Board of Developmental Disabilities that they may provide Technical Support Team Services with prior written referral from the District effective January 1, 2020 and shall remain in force and effect up to and including December 31, 2020.

J. Arendt _____
J. Kelly _____

T. DeLap _____
A. Reinkober _____

H. Dolezal _____

b. *Personnel and Policy*

7. **ACCEPT RESIGNATION.** Resolve the Board of Education accept the following resignation:

Resignation

Caroline Loder/Cafeteria Worker/High School/effective November 6, 2019

8. **APPROVE LEAVE OF ABSENCE.** Resolve the Board of Education approve the following unpaid leave of absence:

Jeffrey Nester/effective October 24, 2019 until further notice

9. **APPROVE APPOINTMENTS – CERTIFICATED/LICENSED AND CLASSIFIED EMPLOYEES.** Resolve the Board of Education approve the following appointments to the certificated/licensed and classified staffs of the North Royalton City Schools be confirmed with the understanding that such persons are subject to all provisions of law pertaining to the employment of said persons; and said employment is contingent upon subsequent receipt by the Board of a report from the Bureau of Criminal Identification and Investigation which is not inconsistent with the applicants' answers on the employment application. The said appointees shall be subject to assignment by the superintendent according to the needs and interests of the schools, salary on schedule, effective 2019-20 school year or as indicated:

Classified Employee

Joseph Rosinski/Van Driver/effective November 1, 2019

Classified Substitutes

Brandy Ausflug
 Sarah Cohen/effective October 30, 2019
 Alexandria Dissell/effective September 23, 2019
 Tamara Dors
 Deborah Jensen/effective October 31, 2019
 Rebecca Kossin/effective October 29, 2019
 Jodi May/effective November 4, 2019
 Debra Pastore/effective October 29, 2019

Homebound Instructor

June Pinter

- 10. APPROVE APPOINTMENTS - SUPPLEMENTAL CONTRACTS.** Resolve the Board of Education approve/amend the following for a supplemental contract for the 2019-20 school year, or as indicated, as needed, salary on schedule:

Bradley Klingbeil/Winter High School Events Manager/1/2 contract

- 11. APPROVE NON-LICENSED SUPPLEMENTAL EMPLOYMENT 2019-20.**

WHEREAS, the Board of Education has offered the supplemental position listed below to certificated/licensed employees of the District; and

WHEREAS, the Board did not receive any applications from persons qualified to fill the position; and,

WHEREAS, the Board thereafter advertised the position as being available to qualified licensed personnel not employed by the District and did not receive any qualified applications.

NOW, THEREFORE, BE IT RESOLVED, that in conformance with Ohio Revised Code Section 3313.53, the following non-licensed individual is recommended for employment:

Cameron DeMattie/Middle School Wrestling Coach

- 12. APPROVE APPOINTMENTS - STUDENT TECHNICIANS.** Resolve the Board of Education approve the appointments of the following student technicians for the 2019-20 school year, to work as needed, salary on schedule:

Matthew Grasela Gavin Paulesc

- 13. APPROVE INDOOR TRACK & FIELD.** Resolve the Board of Education recognize and approve participation in the Ohio Association of Track and Cross Country Coaches (OATCCC) Ohio State Indoor Track & Field Championship and further authorizes and approves the following individuals to act as volunteer coaches for this league:

John Barlock	William Cummins	Joseph Francescangeli	David Marhefka
Tom Mowry	Douglas Steiger	Nicholas Woods	

14. APPROVE VOLUNTEERS. Resolve the Board of Education approve the following school volunteer for the 2019-20 school year or as indicated:

North Royalton Middle School Winter Sports Club

Christopher Benze	Sarah Franko	Jennifer Gaydos	Cherrie Jackman
Joseph Simonek	Steven Sprunger	Mary Ann Trunzo	Karen Whitely

North Royalton High School Ski Club

Linda Craciun

J. Arendt _____	T. DeLap _____	H. Dolezal _____
J. Kelly _____	A. Reinkober _____	

15. APPROVE VOLUNTEER. Resolve the Board of Education approve the following school volunteer for the 2019-20 school year or as indicated:

Michael Nary/High School Ski Club

J. Arendt _____	T. DeLap _____	H. Dolezal _____
J. Kelly _____	A. Reinkober _____	

c. Business, Buildings and Grounds

16. APPROVE A RESOLUTION AUTHORIZING THE GRANTING OF AN EASEMENT TO THE CLEVELAND ILLUMINATING COMPANY FOR PERMANENT POWER AND POLES AT NORTH ROYALTON ELEMENTARY SCHOOL.

WHEREAS, the District is in the process of a construction project involving a new elementary building; and

WHEREAS, the parties desire to install permanent power and electric poles on school property and grants Cleveland Illuminating Company access to equipment and power lines as needed and all other stipulations in the easement agreement.

NOW, THEREFORE BE IT RESOLVED, by the Board of Education of the North Royalton City School District, County of Cuyahoga, Ohio, that:

Section 1. This Board hereby authorizes the superintendent to sign the agreement for the easement as described in the legal description for that area within school property for a perpetual easement with Cleveland Illuminating Company. The easement will be recorded in the Cuyahoga County in the Office of the County Fiscal Officer.

Section 2. 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 the Board and of any of its committees that resulted in such formal actions were held, in meetings open to the public, in compliance with the law.

Section 3. This resolution shall be in full force and effect from and immediately upon its adoption.

17. APPROVE EXTENDED TRIP PROPOSALS. Resolve the Board of Education approve the following trip proposals:

North Royalton High School Varsity Softball (Grand Strand Tournament)

North Myrtle Beach, SC (April 13-18, 2020)

North Royalton High School Varsity Baseball (The Ripken Experience Tournament)

Myrtle Beach, SC (April 13-18, 2020)

18. ACCEPT GIFTS/DONATIONS. Resolve the Board of Education accept and acknowledge the following gifts/donations:

- Giant Eagle donated a \$25.00 gift card to North Royalton Middle School.
- Mrs. Singleton of Broadview Heights donated books valued at \$25.00 to Royal View Elementary.
- Exterior Finishes donated two carpet remnants valued at \$250.00 to the transportation department for their offices.
- Carol Briscoe of Broadview Heights donated various curriculum books to Valley Vista Elementary.

J. Arendt _____ T. DeLap _____ H. Dolezal _____
 J. Kelly _____ A. Reinkober _____

XII. ADDITIONAL BUSINESS

XIII. ANNOUNCEMENTS

Taste of North Royalton	November 7, 2019	5:00 p.m.	St. Paul’s Hellenic Ctr.
Policy Committee Meeting	November 19, 2019	4:00 p.m.	BOE Conference Room
CIAC Meeting	November 21, 2019	9:30 a.m.	NR Library
NR Recreation Board Meeting	November 26, 2019	6:00 p.m.	NR City Hall
Regular Meeting/Work Session	December 5, 2019	6:30 p.m.	BOE Conference Room
Regular Meeting	December 9, 2019	7:00 p.m.	Royal View Gymnasium

XIV. ADJOURN _____ : _____ P.M.

J. Arendt _____ T. DeLap _____ H. Dolezal _____
 J. Kelly _____ A. Reinkober _____