

TIES
 Technology and Information Educational Services
 Executive Committee Meeting

May 16, 2018

Pursuant to due call and notice thereof, the regular monthly meeting of the Executive Committee of TIES, Technology and Information Educational Services, began at 7:48 a.m. on Wednesday, May 16, 2018, in the TIES Conference Center Lexington Room, 1640 Larpentour Avenue West, Falcon Heights, Minnesota. The meeting was called to order by Mr. Mike Bash, Executive Committee Vice Chair. Other members present included: Mr. Jim Burgett; Dr. Deb Henton; Mr. David Law (arrived 7:54 a.m.); Mr. Rob Rapheal; Ms. Denise Pontrelli; Dr. Scott Thielman; Ms. Penny Pease, Coordinator Rep; and Dr. Mark Wolak, Executive Director. Also present were TIES staff members Mr. Jon Daniel, Finance Consultant; Ms. Shana Finnegan, Chief Operating Officer; Ms. Susan Mussell, General Counsel; and Mr. Corey Tramm, Chief Operating Officer. Absent: Mr. Jim Skelly and Dr. Josh Swanson.

Ms. Denise Pontrelli moved, seconded by Dr. Scott Thielman approval of the agenda. The motion carried unanimously.

Agenda Item 5.0: Consent Agenda Items: Dr. Deb Henton moved, seconded by Ms. Denise Pontrelli, approval of the consent agenda. The motion carried unanimously.

The consent agenda items approval included: the minutes of the April 12, 2018, regular monthly meeting, the April 19, 2018 special meeting, and the Treasurer's List of Disbursements for the period ending April, 2018, categorized as follows:

Claim payments for April, 2018	
Check:	\$ 2,515,993.56
E-payments:	31,484.19
Wire Transfers:	365,557.45
Totaling:	\$ 2,913,035.20
Payroll for April, 2018	
Direct Deposit:	
Totaling:	\$ 314,127.65
Receipts for April, 2018	
Receipt:	
Totaling:	\$ 2,411,196.42

The following resignations: Cecelia Howe, 1.0 FTE Client Svc. II, Inside Sales, effective July 13, 2018 (Retirement); Candace Koob, 1.0 FTE Finance Services Specialist, effective July 31, 2018 (Retirement); and Brian Marquis, 1.0 Client Svc. II, effective April 20, 2018 and the following change of assignment: Nicolas Johnson, 1.0 FTE ETL Developer, grade 6, effective April 23, 2018.

Agenda Item 6.0: Coordinator Report: Ms. Penny Pease reported there was no May TIES Coordinator meeting. The next meeting will be held in June.

Agenda Item 7.0: 2018 Executive Committee Election Categories I and II Candidates: The 2018 Executive Committee Category I and II candidates were presented. The two candidates are current Executive Committee members Mr. Jim Burgett and Dr. Josh Swanson. It was determined since there

Minutes – May 16, 2018

were no new interested candidates that appointments to the positions will be made by chairperson David Law as per Bylaws. Chair David Law appointed Mr. Jim Burgett and Dr. Josh Swanson to their positions through the dissolution period and sale of TIES property.

Agenda Item 8.0: Resolution Regarding Termination of Employment Agreements:

Member David Law introduced the following resolution and moved its adoption:

(Termination of Employment Agreements)

At a Regular Meeting of the TIES' Executive Committee (the "EC") on **May 16, 2018** the following resolution was proposed and approved by the EC:

RESOLVED:

Whereas, on April 19, 2018, the EC adopted a resolution accepting a proposal from NJPA (National Joint Powers Alliance) to proceed with discussions and directed TIES Management (including outside experts as needed, e.g., legal counsel) to draft, review and negotiate all necessary legal agreements between TIES and NJPA to close on a possible transaction;

Whereas, authorized representatives of NJPA and TIES are expected to execute final legally binding documents consummating any such transaction on an unspecified date in mid-late July 2018 (the "Closing Date")¹;

Whereas, during a Special Board Meeting on January 24, 2018, the TIES Board voted in favor of dissolving TIES;

Whereas, certain written employment contracts between TIES employees and TIES are currently in effect;

Whereas, the EC has determined that it is in the best interests of TIES to extend such contracts until the Closing Date or the dissolution of TIES, whichever occurs first, and to redefine the termination date for each employee for the following reasons: (1) to ensure that the Closing of the transaction with NJPA and the dissolution of TIES proceed in an orderly manner; and (2) to specify the final date on which the employees cease to be employed by TIES for legal reasons and other business matters;

Whereas, all capitalized terms in this resolution shall have the same meaning as in the Bylaws or the referenced resolutions unless defined differently herein;

NOW THEREFORE, BE IT RESOLVED by the EC as follows:

1. The EC hereby directs that all written employment contracts between such employees and TIES remain in effect until the Closing Date or the dissolution of TIES, whichever occurs first. At the time of the Closing Date or TIES' dissolution, each contract will terminate according to the applicable terms and conditions in such contract.

2. The provisions set forth above in paragraph 1 of this resolution shall amend or modify any contrary terms in each employment contract with respect to the term or termination dates for each employee, provided that all other provisions in the employment contracts shall remain in full force and effect. This resolution shall be attached to and made a part of each employment contract.

¹ Regardless of the Closing Date, the effective date of the "Closing" is expected to be July 1, 2018 for purposes of the fiscal year for NJPA and TIES (June 30 - July 1).

The motion for the adoption of the foregoing resolution was duly seconded by Member Mike Bash and upon vote being taken thereon, the following voted in favor thereof: Mike Bash, Jim Burgett, Deb Henton, David Law, Denise Pontrelli, Rob Rapheal, Scott Thielman and the following voted against the same: None. Whereupon, said resolution was declared duly passed and adopted.

Agenda Item 9.0: Chief Operating Officer Report:

Agenda Item 9.1: Resolution Authorizing TIES to Continue a Line of Credit Agreement with Financial Institution:

Member Deb Henton introduced the following resolution and moved its adoption:

RESOLUTION AUTHORIZING TIES TO CONTINUE A LINE OF CREDIT AGREEMENT WITH A FINANCIAL INSTITUTION

WHEREAS, upon review of financial projections, the EC has determined that it is in the best interests of TIES to continue the line of credit agreement (the "LOC") with Venture Bank, Golden Valley, Minnesota (the "Bank") as described further below;

WHEREAS, TIES Management has entered into negotiations and has reached an agreement with the Bank to continue the current LOC with a revolving line of credit (the "Line") up to the limit of \$6 million, subject to EC approval and Bank acceptance;

WHEREAS, the EC desires to continue the LOC with the Bank as authorized by TIES Bylaws and in compliance with any applicable law;

NOW THEREFORE, BE IT RESOLVED by the EC as follows:

1. Upon the effective date of this resolution, the EC hereby authorizes TIES Management to continue the current LOC with the Bank with the revolving Line under the same terms and conditions whereby the Bank will advance funds to TIES for business purposes.

Minutes – May 16, 2018

2. TIES' Executive Director or his designated agent is directed to prepare or execute such documents with the Bank as may be necessary to comply with the above paragraphs or any other requirements for the LOC.

3. The amounts advanced under the Line are not designated as "Qualified Tax-Exempt Obligations" for the purposes of Section 265 of the Internal Revenue Code of 1986, as amended.

4. This resolution shall be effective upon receipt by the Executive Director on behalf of the EC of written acceptance of its terms by an authorized official of the Bank, and thereafter shall constitute the terms of the LOC.

The motion for the adoption of the foregoing resolution was duly seconded by Member Denise Pontrelli, and upon vote being taken thereon, the following voted in favor thereof: Mike Bash, Jim Burgett, Deb Henton, David Law, Denise Pontrelli, Rob Rapheal, Scott Thielman, and the following voted against the same: None. Whereupon said resolution was declared duly passed and adopted.

Agenda Item 9.2: Progress Report on National Joint Powers Alliance (NJPA)/Sourcewell Proposal:

Ms. Shana Finnegan reported that we are deep into the legal work of the transfer. It has not been decided yet whether to fold TIES into NJPA/Sourcewell completely or keep TIES as a separate entity with NJPA/Sourcewell having governance and management control. Meetings have taken place with another entity that could be a partner in the separate entity option. We are waiting to hear a decision from NJPA/Sourcewell on the proposed path. Discussion included communication to make sure that transfer and closing occurs when scheduled. Dr. Mark Wolak will send a communication with a resolution to be adopted by each school board prior to the end of June.

Ms. Shana Finnegan reported that in regards to the sale of the TIES building/event center property Cushman & Wakefield have been giving tours and she will keep the Executive Committee informed when offers are received.

Ms. Shana Finnegan reported that in regards to the TIES business responsibilities through dissolution she will be interviewing a consultant to be the designated leader to manage staff and responsibilities of fiscal management FY 18-19, facility management, and sale of building/property.

Agenda Item 10: Executive Director Report: Dr. Mark Wolak reported that a letter was sent to the 12 owner/member districts who indicated they would be withdrawing from TIES as of June 30, 2018 to confirm whether or not that is still the case.

Dr. Deb Henton moved, seconded by Dr. Scott Thielman, adjournment of the meeting at 9:06 a.m. The motion carried unanimously.

Respectfully Submitted,
Dr. Deb Henton, Clerk