

# Nestucca Valley School District

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## Nestucca High School

34660 Parkway Dr ♦ Cloverdale, Oregon 97112 ♦ (503) 392-3194

### Special Board of Director's Meeting

May 17, 2023

6:00 pm - Public Session

#### Join Zoom Meeting

<https://us02web.zoom.us/j/88121110395?pwd=LzNGc3dpTFBYOXB6RTFpV3NiNU5mQT09>

Meeting ID: 881 2111 0395

Passcode: 089997

US 1 669 444 9171

### AGENDA

The Nestucca Valley School Board encourages public input. Persons wishing to address the Board on school related issues, are invited to do so, either when the item is presented on the agenda, or under the "Public Comments" section. In the interest of time and order, presentations from the public are limited to three (3) minutes per person, and the total time for individual agenda items shall not exceed twenty (20) minutes. An individual speaker's allotted time may not be increased by a donation of time from members of the public in attendance. If you wish to speak under Public Comments, please complete a Public Comment Form and turn it in to the Assistant to the Superintendent. The Board requests complaints or charges against an employee be held in Executive Session. Individuals who require disability-related accommodations or modifications to participate in the Board meeting should contact the Superintendent in writing prior to the meeting.

#### **1.0 OPENING OF PUBLIC SESSION—High School Cafeteria 6:00 pm**

1.1 Public Session Call To Order

1.2 Flag Salute

1.3 Attendance:

\_\_\_ Linda Fielder Board Vice Chair

\_\_\_ Bill Hagerty

\_\_\_ Diane Boisa

\_\_\_ Shane Stuart-Board Chair

\_\_\_ Joseph Boyd

\_\_\_ Misty Wharton, Superintendent

\_\_\_ Ken Richwine, High School Principal

\_\_\_ Chad Holloway, Administrator of Facilities and Alternative Education

\_\_\_ Megan Kellow, Special Programs Administrator

\_\_\_ Kristina Albin, K8 Director

## 2.0 PUBLIC COMMENT

*\*\*Opportunity for Citizens to address items not on the Agenda. Persons wishing to address the Board on any school related issue not listed elsewhere on the agenda are invited to do so now. Board Members are limited, but not required, to give a brief response to public statements or questions regarding non-agenda items*

## 3.0 ACTION /DISCUSSION

### 3.1 Recommendation: Approve- Resolution #2023-5 (Attachment 2.1)

Explanatory Statement: Annual TANF borrowing to cover expenses until the November 2023 property tax posts.

MOTION: \_\_\_\_\_ 2nd: \_\_\_\_\_ AYES: \_\_\_\_\_ NOES: \_\_\_\_\_ ABSTAIN: \_\_\_\_\_

### 3.2 Recommendation: Approve-Resolution #2023-6 (Attachment 2.2)

Explanatory Statement: This resolution authorizes the Superintendent to place a RFP for a 15 year loan to close out the completion of the capitol improvement projects

MOTION: \_\_\_\_\_ 2nd: \_\_\_\_\_ AYES: \_\_\_\_\_ NOES: \_\_\_\_\_ ABSTAIN: \_\_\_\_\_

### 3.3 Convene to Executive Session Pursuant to ORS 192.660:

***Executive Session topics pursuant to ORS 192.660(2)(i) To review and evaluate the employment related performance of the chief executive officer of any public body, a public officer, employee or staff member who does not request an open hearing***

## 4 EXECUTIVE SESSION-

### 4.1 Pursuant to ORS 192.660 (2) (i)

Complaint filed May 15, 2023 concerning Superintendent Wharton

### 4.2 Return to Public Session

## 5.0 FURTHER BUSINESS-

## 6.0 ADJOURNMENT

Any documents that are public records and are provided attachments to public session items on this agenda are accessible to the public on the District's Website, with the exception of documents provided at the time of the meeting. Documents that are public records, and are provided at the time of the meeting to a majority of the Board regarding a public session item, will be made available for public inspection upon request to the Superintendent's Assistant.

RESOLUTION NO. #2023-5

A RESOLUTION AUTHORIZING THE ISSUANCE OF TAX AND REVENUE ANTICIPATION NOTE SERIES 2023

WHEREAS, Nestucca Valley School District No. 101, Tillamook and Yamhill Counties, Oregon (the "District") has or will adopt a budget for the 2023-2024 fiscal year, providing for the collection of ad valorem property tax revenues and other budgeted revenues. Oregon Revised Statutes Chapter 287A.180, as amended, permits the issuance of tax and revenue anticipation Note in an amount which does not exceed eighty (80%) of the amount of taxes and other revenues budgeted to be received by the District in the fiscal period in which the Note is issued and which matures not later than thirteen (13) months after the date the Note is issued.

WHEREAS, the District has or will provide for the payment of tax and revenue anticipation Note in its duly adopted budget for fiscal year 2023-2024.

WHEREAS, is reasonably expected by the District that based on its estimated receipts and expenditures it is in its best interests to borrow money within the foregoing limitations, to meet current expenses by issuing a Tax and Revenue Anticipation Note, Series 2023 (the "Note") on a taxable or tax-exempt basis, as provided in this resolution.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF NESTUCCA VALLEY SCHOOL DISTRICT NO. 101, TILLAMOOK AND YAMHILL COUNTIES, OREGON RESOLVES AS FOLLOWS:

1. Note Authorized. The District shall issue a principal amount of not to exceed \$1,350,000 of Tax and Revenue Anticipation Note, Series 2023 (the "Note") pursuant to ORS 287A.180, as amended. The Note shall be dated as of a day selected by the Authorized Representative (defined herein), shall mature not later than 13 months from the date of issuance of the Note, and shall bear interest payable at maturity at a rate to be established by the Authorized Officer. The Note may be issued as a single note, multiple notes or as a line of credit, shall be in denominations as specified in consultation with the purchaser of the Note. Pursuant to ORS 287A.300, the Board hereby authorizes the Authorized Representative to act on behalf of the District and determine the terms of the Note, including the interest rate, maturity date, prepayment date(s) and whether the Note is issued on a taxable or tax-exempt basis.

2. Special Account. The District covenants to budget and appropriate sufficient funds for the payment of the Note together with interest thereon to the date of maturity and payment of the Note. The District shall establish a separate Special Account to which the District shall deposit, by 30 days prior to the maturity date of the Note, ad valorem taxes or payment of revenues sufficient to pay the Note on their maturity date. Investment earnings, after full funding of principal and interest in the Special Account may be transferred to the District's general fund. For fiscal year 2023-2024, the District shall appropriate as an interest expenditure, the interest due on the Note on maturity.

3. Note Purchase Agreement and Note Counsel. The Superintendent or their designee (the "Authorized Representative"), is hereby authorized to negotiate and execute, on behalf of the District, a purchase agreement with the purchaser of the Note providing for the private negotiated sale of the Note. Any such agreement shall be consistent with the terms hereof and may allow for an origination fee. The terms of any such purchase agreement shall be binding upon the District when executed by the Authorized Officer.

3.2

**RESOLUTION NO. #2023-6**

**A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF FULL FAITH AND CREDIT OBLIGATIONS TO FINANCE REAL AND PERSONAL PROPERTY OF THE DISTRICT IN AN AMOUNT NOT TO EXCEED \$2,700,000; DESIGNATING AN AUTHORIZED REPRESENTATIVE, UNDERWRITER/PLACEMENT AGENT AND SPECIAL COUNSEL; AND RELATED MATTERS.**

WHEREAS, Nestucca Valley School District No. 101, Tillamook and Yamhill Counties, Oregon (the "District"), is authorized by Oregon Revised Statutes ("ORS") Sections 271.390 and 287A.315 to (i) enter into financing agreements to finance real and personal property that the District determines is needed, (ii) pledge its full faith and credit, and (iii) pay the costs of issuance of such financing agreements; and

WHEREAS, the District determines that capital improvements to District facilities are needed including: construction of a Career Technical (CTE) building and improvements at the high school facility (collectively, the "Project"); and

WHEREAS, the District desires to enter into one or more financing agreements (collectively, the "Financing Agreement") to finance the Project and to enter into one or more escrow agreements (collectively, the "Escrow Agreement") which will authorize the escrow agent to issue one or more series of Full Faith and Credit Obligations, Series 2023 (collectively, the "Series 2023 Obligations") to finance the Project; and

WHEREAS, the estimated weighted average life of the Financing Agreement will not exceed the dollar weighted average life of the Project, as required by ORS 271.390; and

WHEREAS, the District anticipates incurring expenditures (the "Expenditures") to finance the cost of the Project and wishes to declare its official intent to reimburse itself for any Expenditures it may make from its general funds on the Project from the proceeds of a borrowing, the interest on which is expected to be excludable from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"); and

NOW, THEREFORE, THE BOARD OF DIRECTORS OF NESTUCCA VALLEY SCHOOL DISTRICT NO. 101, TILLAMOOK AND YAMHILL COUNTIES, OREGON RESOLVES AS FOLLOWS:

available for that purpose, including taxes levied within the restrictions of Sections 11 and 11b, Article XI of the Constitution of the State of Oregon. The obligation of the District to make Financing Payments is not subject to appropriation. The Owners of the Financing Agreement note and Series 2023 Obligations shall not have a lien or security interest on the property financed with the proceeds of the Financing Agreement.

**Section 4. Delegation of Final Terms of the Financing Agreement and Additional Documents.**

The Authorized Representative is authorized, on behalf of the District, to:

A. determine the method of sale, determine the provisions of the notice of sale if sold at a competitive sale, act upon bids received, negotiate the terms of, and execute and deliver a purchase agreement if sold at a negotiated sale, and negotiate the terms of, and execute and deliver documents if privately placed with a lender;

B. determine the principal amount and establish the maturity and interest payment dates, dated dates, principal amounts, capitalized interest (if any), optional and/or mandatory redemption provisions, interest rates, draw-down provisions, amortization schedules, covenants, fees, discounts and premium, denominations, whether to obtain insurance or some other form of guaranty or security for the payment of the Financing Agreement or Series 2023 Obligations, to obtain one or more ratings for the Series 2023 Obligations, if the Financing Agreement is issued as a tax-exempt or taxable obligation, and all other terms under which the Financing Agreement and Series 2023 Obligations shall be issued, sold, executed, and delivered;

C. negotiate the terms and approve of the Financing Agreement and the Escrow Agreement, if applicable, as the Authorized Representative determines to be in the best interest of the District, and to execute and deliver the Financing Agreement and the Escrow Agreement;

D. deem final, approve of and authorize the distribution of the preliminary and final official statements to prospective purchasers of the Series 2023 Obligations;

E. determine whether the Series 2023 Obligations shall be book-entry certificates and to take such actions as are necessary to qualify the Series 2023 Obligations for the book-entry system of DTC, including the execution of a blanket issuer letter of representations;

F. apply for ratings for the Series 2023 Obligations and determine whether to purchase municipal bond insurance or other credit enhancement, negotiate and enter into agreements with providers of credit enhancers, and expend proceeds to pay credit enhancement fees;

G. approve, execute and deliver a Tax Certificate for the Financing Agreement issued on a tax-exempt basis;

The covenants contained in this Section 5 and any covenants in the closing documents for such Financing Agreement shall constitute contracts with the owners of the Financing Agreement, and shall be enforceable by them. The Authorized Representative may enter into covenants on behalf of the District to protect the tax-exempt status of such Financing Agreement.

**Section 6. Appointment of Underwriter/Placement Agent.**

The District appoints Piper Sandler & Co. as underwriter/placement agent for the issuance of the Financing Agreement and the Series 2023 Obligations.

**Section 7. Appointment of Special Counsel.**

The District appoints Mersereau Shannon LLP as special counsel to the District for the issuance of the Financing Agreement and the Series 2023 Obligations.

**Section 8. Appointment of Paying Agent and Registrar.**

The Authorized Representative is authorized to designate a Paying Agent and Registrar for the Series 2023 Obligations and to negotiate and execute on behalf of the District the Paying Agent and Registrar Agreement. In addition, the District requests and authorizes the Paying Agent and Registrar to execute the Series 2023 Obligations.

**Section 9. Continuing Disclosure.**

The District covenants and agrees to comply with and carry out all of the provisions of a Continuing Disclosure Agreement which may be negotiated with the underwriter, if applicable. Notwithstanding any other provision of this Resolution, failure by the District to comply with the Continuing Disclosure Agreement will not constitute an event of default under the Financing Agreement or the Escrow Agreement; however, any Registered Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section and the Continuing Disclosure Certificate.

**Section 10. Preliminary and Final Official Statement.**

The District may prepare or cause to be prepared a preliminary official statement for the Series 2023 Obligations which shall be available for distribution to prospective purchasers. In addition, an official statement may be prepared and shall be ready for delivery to the purchasers of the Series 2023 Obligations no later than the seventh (7th) business day after the sale of the Series 2023 Obligations. When the District determines that the final official statement does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements contained in the official statement not misleading in the light of the circumstances under which they are made, the Authorized Representative is authorized to certify the accuracy of the official statement on behalf of the District.

**Section 15. Immediate Effect.**

This Resolution shall take effect on the date of its adoption.

ADOPTED by the Board of Directors of Nestucca Valley School District No. 101 District, Tillamook and Yamhill Counties, Oregon, this 17th day of May 2023.

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Chair

ATTEST:

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Superintendent







