

**Valley Collaborative Board of Directors
General Session Meeting Minutes
March 19, 2015
8:05 a.m. – 9:27 a.m.
40 Linnell Circle, Billerica, MA**

Board Members Present: Mr. Donald Ciampa, Mr. Steven Stone, Dr. John O'Connor, Dr. Judith Klimkiewicz, Mr. Timothy Piwowar, Dr. Kristan Rodriguez

Board Members Absent: Dr. Frank Tiano, Mr. Everett Olsen, Ms. Joan Landers

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Mr. Curt Malonson, Business Manager; Ms. Joia Mercurio, District Services Coordinator; Ms. Heidi Kriger, Treasurer; Members of the Collaborative Senior Leadership Team

Also Present: Mr. Thomas Lent, Lurie, Lent & Friedman, LLP; Mr. Todd Hassett, Financial Advisory Associates, Inc.; Deputy Chief Roy Frost, Billerica Police Department

Call to Order: Mr. Donald Ciampa, Chairman, convened the Collaborative Board Meeting at 8:05 a.m.

Welcome

Mr. Donald Ciampa and Dr. Chris A. Scott welcomed the Board Members, Collaborative personnel and guests in attendance.

Mr. Donald Ciampa and Dr. Chris A. Scott requested that the Board consider its agenda items, and its review of the materials within the Board Binders, out of sequence as a courtesy to individuals in attendance. The Board agreed.

High School Resource Officer

Dr. Chris Scott informed the Board that the Collaborative partnered with the Billerica Police Department and the Shawsheen Valley Technical High school District to obtain a High School Resource Officer for the Collaborative High School. The Town of Billerica will cover the cost of benefits for the position and Shawsheen and the Collaborative will split the cost of the salary 50/50. Dr. Scott introduced Deputy Chief Roy Frost of the Billerica Police Department to the Board.

Approval of Meeting Minutes

Mr. Donald Ciampa requested the Board to review the General Session meeting minutes contained in the Board Binder. The Board discussed whether the last page (page 6) entitled Shareholders Meeting Minutes should be removed because it was not part of the January 22,

2015 Board meeting. The Board agreed not to include this page within the Board's meeting minutes.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. Kristan Rodriguez, a quorum being present, it was voted:

VOTED: To approve the meeting minutes for the Board of Directors, General Session, January 22, 2015, with such edits as discussed at this meeting

The motion passed 6-0. Yes: Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Dr. Judith Klimkiewicz, Dr. Kristen Rodriguez, Mr. Donald Ciampa

Financial Update

Treasurer's Report

Mr. Donald Ciampa requested Ms. Heidi Kriger, the Collaborative Treasurer, to provide the Board with her report. Ms. Kriger provided a verbal summary of her report, including available balances, transfers, withdrawals, interest income and ending balances for the months January and February 2015. A written summary report was contained within the Board Binders. There was no further discussion.

Fiscal Year 2015 Quarterly Report

Dr. Chris Scott and Mr. Curt Malonson provided the Board with an update for Fiscal Year 2015, directing the Board to the summary sheets contained within the Board Binders. Mr. Malonson provided a summary of the expenses incurred to date and revenue tracked throughout the fiscal year. There was no further discussion.

Line of Credit

Dr. Chris Scott informed the Board that she and counsel received the proposed loan agreements and other documents relating to the proposed line of credit with Eastern Bank three (3) business days prior to the Board's meeting. She stated that she and counsel still were reviewing certain items relating to establishing a line of credit generally. She informed the Board that the specific loan related to the commitment letter approved by the Board during its January 22, 2015 meeting would not close as scheduled on March 31, 2015. She stated that she would continue to work with counsel and the Collaborative's independent auditors, Fritz & DeGuglielmo, to establish a line of credit with a banking institution and hope to bring credit line documents to the full Board in June.

Establishment of a Capital Reserve Fund

Dr. Chris Scott invited Mr. Todd Hassett to address the Board. Dr. Scott and Ms. Hassett indicated that the Collaborative seeks to commence the process for approval and the

establishment of a Capital Reserve Fund, to set aside funds for future capital needs. Establishment is subject to approval of 2/3 of the member district school committees. Mr. Hassett explained that the current Capital Assets of the Collaborative are over \$8.5 million, which includes real property (\$0.7 million), building (\$6.2 million), vehicles (\$1.2 million), furnishings and equipment (\$.03 million), and leasehold improvements (\$0.1 million). Initial acquisition of most of these assets was achieved with settlement proceeds. Future life cycle replacements, renovations and major repairs will be funded from operating revenues. A Capital Reserve Fund will allow the Collaborative to plan for the high cost projects by annually setting aside modest amounts which will "level" the impact of future project/acquisition costs. Mr. Hassett and Dr. Scott reviewed the Collaborative's current five-year capital plan.

Mr. Hassett and Dr. Scott explained that contributions to the Capital Reserve Fund will be proposed as part of the budget process, with member districts having the opportunity for input. Proposed and approved deposits and withdrawals (uses) will be part of the budget approval process. If approved and established, Dr. Scott and Mr. Hassett would recommend the Board to approve the transfer of \$250,000 from the FY2015 Capital Budget as the initial deposit into the CRF (such vote would be at the June Board meeting if the CRF is established). The Board discussed.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. John O'Connor, a quorum being present, it was voted:

Voted: That the Board of Directors of the Valley Collaborative agrees that the Collaborative should establish a Capital Reserve Fund to support costs associated with the acquisition, maintenance and improvement of fixed assets, consistent with Article VII, Section 7 of the Articles of Agreement; and that the Executive Director, Treasurer or other agent of the Collaborative is authorized and empowered to proceed on its behalf to establish a Capital Reserve Fund consistent with Article VII, Section 7, including without limitation seeking the approval of the member district school committees.

The motion passed 6-0. Yes: Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Dr. Judith Klimkiewicz, Dr. Kristen Rodriguez, Mr. Donald Ciampa

Deferred Payroll Payment Policy

Dr. Scott requested the Board to consider the Collaborative implementing a deferred payment procedure for its teachers consistent with M.G.L. Chapter 70, Section 40. Educational collaboratives may accept the provisions of this law by a majority vote of the collaborative board and the approval of the member district school committees. The Board discussed.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. John O'Connor, a quorum being present, it was voted:

Voted: That the Board of Directors of the Valley Collaborative agrees that the Collaborative should adopt the deferred payroll payment policy for its teachers consistent with M.G.L. c. 71, Section 40; and that the Executive Director is authorized and empowered to proceed on its behalf to adopt such policy including without limitation seeking the required approval of the member district school committees.

The motion passed 6-0. Yes: Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Dr. Judith Klimkiewicz, Dr. Kristen Rodriguez, Mr. Donald Ciampa

Staff and Student of the Month

Dr. Scott, Senior Leadership and the Board recognized Isabelle Kunselman as the Staff member of the month. Dr. Scott, Senior Leadership and the Board also recognized the Collaborative's Students of the month: Anthony Sullivan from Westford (Elementary School); Matthew DiSabito from Dracut (Middle School); and Molly McDonald from Tewksbury (Alternative High School).

Valley Collaborative Tuition Rates Compared to Crest Collaborative

Dr. Scott directed the Board to the summaries contained within the Board Binder. Dr. Scott and the Board discussed.

DESE School Improvement Planning

Dr. Scott directed the Board to the materials contained within the Board Binder which provided an update to the pilot program with the Office of Planning, Research and Delivery Systems at the DESE. Dr. Scott summarized the current status of the program. No further discussion was held.

Transition Services

Dr. Scott introduced Kari Morrin and Karen Rowe to the Board. Ms. Morrin and Ms. Rowe presented the Collaborative's newly developed transition assessment and highlighted transition services available to students. No discussion was held.

Communications

Dr. Chris Scott reviewed with the Board the recent communications, copies of which were provided within the Board Binders.

Executive Session

Mr. Ciampa requested a motion to enter into executive session to consider the purchase or lease of real property and to discuss legal strategy and litigation positions, including claims

relating to the Collaborative's former auditors. Mr. Ciampa stated for the record that having the discussion about the purchase or lease of real property in an open session may be detrimental to the Collaborative's negotiating position, and similarly having the discussion about legal and litigation strategy in an open session may be detrimental to the Collaborative's litigating position. Mr. Ciampa also stated that the Board would reconvene in open session at the end of this executive session. He asked for a motion and a roll call vote of the Board to enter into executive session.

On a motion duly made by Mr. Timothy Piwowar and seconded by Dr. Judith Klimkiewicz, a quorum of voters being present, it was voted by roll call vote:

VOTED: That the Board enter into executive session to consider the purchase or lease of real property and to discuss legal strategy and litigation positions.

The roll call vote was 6-0-0. Mr. Donald Ciampa, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. John O'Connor, Dr. Judith Klimkiewicz, Dr. Kristan Rodriguez voted yes.

The Board entered into Executive Session at 8:59 a.m.

The Board came out of Executive Session at 9:25 a.m.

Mr. Ciampa announced for the record that the Board had discussed the status of litigation and settlement discussions with the Collaborative's former auditors relating to the claims arising from past audits, as well as other certain claims between the parties. The Board had considered a proposed settlement agreement with Toscano & Ardito. He asked for a motion to enter into a settlement agreement with Toscano & Ardito.

On a motion duly made by Mr. Timothy Piwowar and seconded by Dr. John O'Connor, a quorum of voters being present, it was voted by roll call vote:

Voted: That this Valley Collaborative enter into a settlement agreement with Ardito, Toscano, and McCollum, P.C. (f/k/a Toscano & Ardito, P.C.) substantially consistent with terms presented at this meeting, which provides for the settlement of claims by and between the Parties; and the Chairman of the Board of Directors for the Collaborative is hereby authorized to execute and deliver the Settlement Agreement and Mutual Releases on behalf of the Valley Collaborative.

The roll call vote was 6-0. Mr. Donald Ciampa, Mr. Timothy Piwowar, Mr. Steven Stone, Dr. John O'Connor, Dr. Judith Klimkiewicz, Dr. Kristan Rodriguez voted yes.

On a motion made by Mr. Timothy Piwowar and seconded by Dr. John O'Connor, a quorum of voters being present, it was voted:

VOTED: To adjourn the Board meeting.

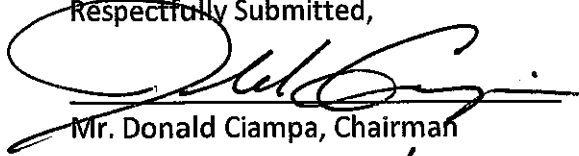
The motion passed 6-0. Yes: Mr. Donald Ciampa, Mr. Steven Stone, Dr. John O'Connor, Mr. Timothy Piwowar, Dr. Judith Klimkiewicz, Kristen Rodriguez.

Mr. Donald Ciampa adjourned the Collaborative Board Meeting at 9:27 a.m.

LIST OF DOCUMENTS USED, DISTRIBUTED AND REVIEWED AT THIS MEETING:

- School Year 2014-2015 Board Packet for March 19, 2015 Meeting
- Valley Collaborative Person-Centered Planning and Transition Tool

Respectfully Submitted,



Mr. Donald Ciampa, Chairman

Dated: 6/18/2015