

**Valley Collaborative Board of Directors
General Session Meeting Minutes
July 10, 2014
9:05 a.m. – 10:44 a.m.
40 Linnell Circle, Billerica, MA**

Board Members Present: Mr. Donald Ciampa, Dr. Frank Tiano, Dr. Judith Klimkiewicz, Mr. Timothy Piwowar, Mr. Everett Olsen, Ms. Joan Landers, Dr. Kristan Rodriguez

Board Members Absent: Mr. Steven Stone, Dr. John O'Connor

Collaborative Representatives Present: Dr. Chris Scott, Executive Director; Members of the Collaborative Senior Leadership Team

Also Present: Mr. Thomas Lent, Lurie, Lent & Friedman, LLP

Call to Order: Mr. Donald Ciampa, Chairman, convened the Board Meeting at 9:05 a.m.

Welcome

Mr. Ciampa welcomed the Board Members in attendance. He thanked the Board for being available in July noting that it was not a regularly scheduled Board meeting but necessary to address items that have arisen since the June meeting. He asked Dr. Scott to present the items to the Board.

Dr. Chris A. Scott welcomed the Board Members and Collaborative personnel in attendance.

Agreement with MEC

Dr. Chris Scott and Thomas E. Lent summarized the proposed Agreement and Bill of Sale with Merrimack Education Center, Inc., which provided for the sale or transfer of trade fixtures and property as part of the surrender of the premises previously leased by the Collaborative from MEC. Dr. Scott and Mr. Lent reminded the Board of the issues reviewed at the last meeting including an initial dispute of ownership claims to the fixtures and property. The draft Agreement presented to the Board was a resolution of the dispute under these lease agreements. The Board discussed the terms of the proposed Agreement.

On a motion made by Mr. Everett Olsen and seconded by Mr. Timothy Piwowar, a quorum of voters being present, it was voted:

VOTED: That the Collaborative enter into an agreement with Merrimack Education Center, Inc. substantially in the form presented to this meeting, entitled Agreement and Bill of Sale, which provides for the sale and transfer of property from the Collaborative to MEC as part of the surrender of the premises and resolution of disputes or issues under the lease agreements with MEC; and the

Executive Director for the Collaborative is hereby authorized to execute and deliver such Agreement.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Agreement with CREST Collaborative

Dr. Chris Scott summarized the background of discussions between the Collaborative and CREST relating to the sale or transfer of certain property located at the school in Topsfield, Massachusetts. She further elaborated on the involvement of MEC and its claims made within the certain May 23, 2014 letter, and how the same effected the discussions with CREST throughout June 2014. Dr. Scott provided the Board with a list of furniture and technology items that had been discussed with CREST, and what was believed to be sold or transferred to them as part of an agreement. Dr. Scott and Thomas E. Lent summarized the more recent issues presented and certain claims being made by CREST about the proposed sale and transfer of property and equipment. The Board discussed at length options available to them, including the most cost efficient manner for the Collaborative to proceed with the sale and transfer of equipment to CREST, as well as considering the needs of CREST to have and use certain property and equipment to provide a successful program. The Board agreed to provide CREST a discounted price so that the sale of the property could conclude in the near term, without further delay. The Board, however, also decided that a letter should be prepared for the Chair's signature summarizing the efforts and decisions made by the Collaborative Board, Dr. Scott and Senior Leadership Members with respect to this issue in an effort to assist CREST with its program in Topsfield.

On a motion made by Mr. Everett Olsen and seconded by Mr. Timothy Piwowar, a quorum of voters being present, it was voted:

VOTED: That this Collaborative enter into an agreement with CREST Collaborative, which provides for the sale and transfer of property, included within the lists presented at this meeting, from the Collaborative to CREST for the amount of \$13,177; and the Executive Director for the Collaborative is hereby authorized to execute and deliver such Agreement.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

On a motion made by Mr. Everett Olsen and seconded by Mr. Timothy Piwowar, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors authorizes the preparation and delivery of a letter from Mr. Donald Ciampa, Chair, to the CREST Collaborative with respect to the efforts made by the Collaborative to assist CREST with its program in Topsfield;

and the Chair is hereby authorized to execute and deliver such letter on behalf of the Board of Directors.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Massachusetts Rehabilitation Commission (MRC) funded Adult Program Office Space

Dr. Scott directed the Board to her memorandum regarding the MRC funded Adult Program Office Space contained within the packet prepared for the Board. As part of the RFP bid process for suitable office space for the MRC Adult Program, the Collaborative had received only one response. She summarized her efforts to negotiate favorable rent costs and terms.

Mr. Thomas Lent summarized the proposed terms for consideration by the Board. The terms included 1,170 rentable square feet located at 17 Bridge Street, Billerica, Massachusetts. The term of the lease would be for three years, with two consecutive tenant options to extend for two additional five year terms. He also reviewed with the Board other material terms including utilities, parties, premises, landlord work and services, and tenant services. He referenced that the form of the lease would be very similar to the lease agreement with the Middlesex County Retirement System, which the Board reviewed and approved at the last meeting. The Board discussed.

On a motion made by Mr. Timothy Piwowar and seconded by Ms. Joan Landers, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors authorizes the Executive Director on behalf of the Collaborative to finalize a lease agreement with MacCormack Properties, LLC, with the material terms summarized at this meeting, which provides for the rental of general office space located within the building at 17 Bridge Street, Billerica, for the Massachusetts Rehabilitation Commission Evaluation and Training Program; and the Executive Director of the Collaborative is hereby authorized to execute and deliver such lease agreement on behalf of the Collaborative.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Tyngsborough Culinary Vocational Shop Alteration and Improvements

Dr. Scott explained that the Collaborative's culinary vocational shop formerly was located at 84 Brick Kiln Road. The current plan is to relocate that shop to the Lakeview Elementary School in Tyngsborough, which the Collaborative leases. She summarized for the Board her proposal to use the proceeds of the Agreement and Bill of Sale with MEC to improve and build out the culinary vocational shop at the Tyngsborough School. The Board discussed.

Dr. Judith Klimkiewicz and Mr. Timothy Piowar commented that the build out would need to be compliant with construction and procurement laws and regulations, but neither objected to authorizing Dr. Scott to use the funds and proceed to bid and award for the project.

On a motion made by Dr. Frank Tiano and seconded by Mr. Timothy Piowar, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors authorizes the Executive Director to allocate funds obtained from the Agreement and Bill of Sale with MEC for a culinary vocational shop to be located at the Lakeview Elementary School in Tyngsborough, Massachusetts and to take all necessary actions to proceed to bid and award contract on behalf of the Board of Directors and the Collaborative for construction necessary to build out the culinary vocational shop.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Integrated Pre-K and K Programming Partnership with Nashoba Valley Technical High School

Dr. Chris Scott and Dr. Judith Klimkiewicz summarized the proposed partnership between the Collaborative and its member district, Nashoba Valley Technical High School, to offer an integrated Pre-K and K program (ages 3-6). Dr. Scott directed the Board to her memorandum on the proposal contained within the Board packet. The Board discussed. The Board reviewed the financial components of the program, including the costs of a salary and benefits for a teacher, the tuition amounts for the program and the fee payments to be made to Nashoba Valley Technical High School. Dr. Frank Tiano inquired about the demand for special education services for preschoolers and kindergartners outside the member districts, noting that many member districts provide similar services. Dr. Kristan Rodriguez and Mr. Everett Olsen indicated a preference to determine the demand for these services prior to hiring a teacher for the program. Dr. Scott responded by stating that she would propose partnering with the Nashoba Valley Technical High School's current program and providing an aide as initial step to determine whether the program would financially support the hiring of a teacher. The Board discussed.

On a motion made by Dr. Frank Tiano and seconded by Mr. Everett Olsen, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors authorizes the Collaborative to establish an Integrated Pre-K and K Programming Partnership with Nashoba Valley Technical High School, substantially in the form presented at this meeting.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Valley Collaborative – Massachusetts Dual Enrollment Program (Pilot Program)

Dr. Chris Scott directed the Board to her summary memorandum on the proposed pilot program contained within the Board packet. The Board reviewed the memorandum, including the financial components of the proposed program, and discussed.

On a motion made by Ms. Joan Landers and seconded by Mr. Timothy Piwowar, a quorum of voters being present, it was voted:

VOTED: That the Board of Directors authorizes the Collaborative to establish a Valley Collaborative-Massachusetts Dual Enrollment Program.

The vote was 7-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Everett Olsen, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Executive Session: To consider the lease of real property

Dr. Chris Scott requested Mr. Donald Ciampa and the Board to enter into executive session briefly to discuss a topic that came up after posting of the agenda but before this meeting was called to order. Donald Ciampa asked for a motion and a roll call vote to enter into executive session to discuss strategy with respect to the lease of property, stating for the record that he believed having such discussion in open session may be detrimental to the Collaborative's negotiating position with third parties. Mr. Ciampa also stated for the record that the Board would return to general session afterwards only to adjourn.

On a motion made by Mr. Everett Olsen and seconded by Ms. Joan Landers, a quorum of voters being present, it was voted by roll call:

VOTED: That the Board of Directors enter into executive session to discuss the lease of real property.

The vote was 7-0-0

Mr. Donald Ciampa - yes, Ms. Joan Landers - yes, Mr. Timothy Piwowar - yes, Dr. Frank Tiano - yes, Dr. Judith Klimkiewicz – yes, Mr. Everett Olsen – yes, Dr. Kristan Rodriguez - yes

The Board entered into executive session at 10:36 a.m.

[Mr. Everett Olsen left the meeting at 10:38 a.m.]

The Board returned to general session at 10:43 a.m.

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

VOTED: To adjourn the Board meeting.

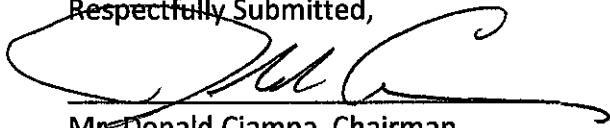
The vote was 6-0-0. Yes: Dr. Frank Tiano, Dr. Judith Klimkiewicz, Ms. Joan Landers, Mr. Timothy Piwowar, Mr. Donald Ciampa, Dr. Kristan Rodriguez.

Mr. Donald Ciampa adjourned the Collaborative Board Meeting at 10:44 a.m.

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

- School Year 2014-2015 Board Packet for July 10, 2014 Meeting
- Proposed Agreement with Merrimack Education Center, Inc. entitled "Agreement and Bill of Sale"
- Document Entitled "Topsfield Furniture Value List"

Respectfully Submitted,



Mr. Donald Ciampa, Chairman

Dated: 12/4/2014