

June 17th, 2021

The Giles County School Board held a closed meeting/work session at 1:00 p.m. on June 17th, 2021. Two closed meetings were held to discuss personnel matters. Persons present were:

Jason B. Buckland
Melissa R. Guynn
Phillip A. Pennington
Stephen M. Steele, Chair
Mark A. Wilburn

Amanda J. Tickle, Clerk
Dr. Terry E. Arbogast, II, Superintendent
Mrs. Lisa Mustain, Assistant Superintendent

The meeting was called to order by the Chairman.

The School Board, on motion of Mr. Wilburn, with second by Mr. Buckland and unanimous voting, approved the agenda, with the addition to move one of the presentations prior to public comments.

PRESENTATIONS

On behalf of the Giles County School Board, Marty Meredith was recognized for his work for Giles County Public Schools.

The Board, on motion of Mr. Wilburn, with second by Mrs. Guynn and unanimous voting, went into a closed meeting under Section 2.2-3711 of the Virginia Code and Paragraph 1. Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body. Following discussion, Mr. Buckland moved to go to regular session. Mr. Wilburn seconded the motion and voting was unanimous. The School Board, unanimously, certified that the meeting was in regards to personnel and conducted under section 2.2-3711.

VOTE Ayes: 5 Nays: 0

Clerk of the Giles County School Board

Date

Dr. Arbogast asked for a motion to petition to revoke the teaching license for employee number 4925. The School Board, on motion of Mr. Buckland, with second by Mr. Pennington and unanimous voting, approved this recommendation.

PRESENTATIONS

Mr. Dave Ciccarelli, President of Cratos Renewable Energy Services & Technologies LLC, attended the meeting to do a presentation regarding commercial solar panels and the benefits of these.

APPROVAL OF CONSENT ITEMS

The Board, on motion of Mrs. Guynn, with second by Mr. Pennington and unanimous voting, accepted the Superintendent's recommendation to approve the following consent items:

A. **Meeting Minutes**
1. Regular – May 20th, 2021

B. **Title Grants**

SUPERINTENDENT'S REPORT

A. The Superintendent recommended action and Board approval of the following personnel/contractual items:

1. The School Board, on motion of Mr. Wilburn, with second by Mr. Buckland and unanimous voting, confirmed the following **Resignations**: Daniel Reed – GHS Special Education Teacher (6/4/21), Travis Bartley – GHS English Teacher (6/4/21)
2. The School Board, on motion of Mr. Wilburn, with second by Mr. Buckland and unanimous voting, confirmed the following

Employment: Mark Blevins – GHS English Teacher (21-22), Transfer of Kelcie Lowe from EEMS Elementary Teacher to NEMS Elementary Teacher (21-22), Gary Crosier – NEMS Reading Specialist (21-22), Ashton Bishop – NHS History Teacher (21-22), Anna Vaughn – EEM Special Education Teacher (21-22), Brittany Christian – EEMS Middle School Teacher (21-22), Luke Craig – GHS English Teacher (21-22), Addison Horner – MMS Elementary Teacher (21-22)

3. The School Board, on motion of Mr. Wilburn, with second by Mrs. Guynn and unanimous voting, approved the Bid for School Calendars (2021-22) school year. The only bid received was from Wordsprint in Blacksburg.
- B. The School Board, on motion of Mr. Wilburn, with second by Mr. Buckland and unanimous voting, approved policies as recommended by VSBA and Administration.
- C. The School Board, on motion of Mr. Buckland, with second by Mr. Pennington and unanimous voting, approved a request to approve a resolution that is needed as part of the county's refunding project with VRA. It is as follows:

RESOLUTION OF THE SCHOOL BOARD OF GILES COUNTY APPROVING THE LEASE REFINANCING OF CAPITAL IMPROVEMENTS TO COUNTY FACILITIES AND SCHOOL FACILITIES AND AUTHORIZING THE LEASING OF SCHOOL FACILITIES, THE EXECUTION AND DELIVERY OF A PRIME LEASE AND A LOCAL ACQUISITION AND FINANCING LEASE, AND OTHER RELATED ACTIONS

The Board of Supervisors of Giles County, Virginia (the "Board") has determined that it may be in the best interest of Giles County, Virginia (the "County") (a) to prepay all or a portion of certain bonds of the Industrial Development Authority of Giles County, Virginia (the "IDA"), the proceeds of which bonds were issued to finance and refinance costs of capital improvements to facilities of the County and (b) to refinance all or a portion of the County's obligations under certain financing leases among Virginia Resources Authority ("VRA"), the County, and the School Board of the County (the "School Board"), the proceeds of which leases were used to finance and refinance capital improvements to courthouse, public-school and water system facilities in the County.

VRA has indicated its willingness to issue its 2021B VRA Bonds (as more particularly defined in the "Financing Lease," defined below, the "VRA Bonds") and to provide a portion of the proceeds thereof to the County for the purposes described in (a) and (b) above and to pay certain related costs, in accordance with the terms of the "Financing Lease," defined below.

As used in this resolution, "Financing Lease" means a Local Lease Acquisition Agreement and Amended and Restated Financing Lease (the "Financing Lease") dated as of June 11, 2021, or another date to be specified by VRA, between VRA, the School Board and the County.

VRA will make a portion of proceeds of the Financing Lease available to the County upon certain terms and conditions, and the Board has determined to satisfy those terms and conditions, all in accordance with the following (the "Financing Documents"):

(i) an Amended and Restated Prime Lease whereby the School Board and the County will lease the "Real Property," defined below, to VRA (the "Prime Lease"); and

(iii) the Financing Lease whereby VRA will lease the Real Property to the School Board and the County and the County will make rental payments to VRA;

forms of which documents have been presented to the School Board at this meeting and filed with the School Board's records.

THEREFORE, BE IT RESOLVED BY THE SCHOOL BOARD OF GILES COUNTY:

1. Incorporation of Recitals. The recitals above are found and determined to be a part of this resolution.
2. Definitions. Whenever used in this resolution, "Real Property" means the School Board's real estate located at 1825 and 1827 Wenonah Avenue, Pearisburg, Virginia, and all improvements constituting Giles High School and Giles County Technology Center located on such real estate, as more particularly described in the Prime Lease.
3. Approval of Prime Lease. The leasing of the Real Property by the School Board and the County, as lessor, to VRA, as lessee, pursuant to the terms of the Prime Lease is approved.
4. Approval of the Financing Lease. The leasing of the Real Property by VRA, as lessor, to the School Board and the County, as lessee, pursuant to the terms of the Financing Lease is approved.
5. Essentiality of the Real Property. The Real Property is found, determined and declared to be essential to the efficient operation of the School Board, and the School Board anticipates that the Real Property will continue to be essential to the operation of the School Board during the term of the Financing Lease.
6. Rental Payments Subject to Appropriation. The School Board acknowledges that the County's obligation to make the Rental Payments and all other payments pursuant to the Financing Lease is subject to annual appropriation therefor by the Board of Supervisors, and nothing in this resolution or the Financing Documents shall constitute a pledge of the full faith and credit or taxing power of the County or compel the Board of Supervisors to make any such appropriation.
7. Authorization of Financing Documents and Other Matters. The forms of the Financing Documents have been presented to the School Board at this meeting and are approved. Either of the Chairman or Division Superintendent is authorized to execute and deliver

on behalf of the School Board the Financing Documents in substantially the forms submitted to the School Board, with such changes, insertions or omissions as may be approved by the officer executing them, whose approval shall be evidenced conclusively by the execution and delivery of the Financing Documents. The Chairman, Division Superintendent and any other officer of the School Board are authorized to execute and deliver on behalf of the School Board such other instruments, documents or certificates, and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the Financing Documents, and all of the foregoing, previously done or performed by such officers of the School Board, are in all respects approved, ratified and confirmed.

8. Tax Documents. The Division Superintendent and the Chairman, either of whom may act, is authorized to execute a Nonarbitrage Certificate and Tax Compliance Agreement and/or any related document (the "Tax Documents") setting forth the expected use and investment of the proceeds of the VRA Bonds to be received by the County pursuant to the Financing Documents and containing such covenants as may be necessary in order for the County, the School Board and/or VRA to comply with the provisions of the Internal Revenue Code of 1986, as amended (the "Tax Code"), with respect to the VRA Bonds and the Financing Documents, including the provisions of Section 148 of the Tax Code and applicable regulations relating to "arbitrage bonds."

9. Other Actions. All other actions of the officers of the School Board in conformity with the purpose and intent of this Resolution are approved, ratified and confirmed. The officers of the School Board are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the actions contemplated by this Resolution or the execution and delivery of the Financing Documents.

10. Authority of Officers and Agents. The officers and agents of the School Board shall do all acts and things required of them by this resolution and the Financing Documents for the complete and punctual performance of all the terms, covenants and agreements contained therein.

11. Limitation of Rights. Nothing expressed or mentioned in or to be implied from this resolution or the Financing Lease is intended or shall be construed to give to any person or company other than the parties to the Financing Lease any legal or equitable right, remedy or claim under or in respect to this resolution or any covenants, conditions and agreements herein contained; this resolution and all of the covenants, conditions and agreements hereof being intended to be and being for the sole and exclusive benefit of such parties.

12. Limitation of Liability of Officials of School Board. No covenant, condition or agreement contained herein shall be deemed to be a covenant, agreement or obligation of a present or future member, officer, employee or agent of the School Board in his individual capacity, and neither the members of the School Board nor any officer thereof executing the Financing Documents shall be liable personally on the Financing Documents or be subject to any personal liability or accountability by reason of their execution. No member, officer, employee or agent of the School Board shall incur any personal liability with respect to any other action taken by him pursuant to this resolution or the Act, provided he acts in good faith.

13. Headings. Any headings in this resolution are solely for convenience of reference and shall not constitute a part of the resolution nor shall they affect its meaning, construction or effect.

14. Effective Date. This resolution shall take effect immediately.

IN OTHER ACTION

The School Board, on motion of Mr. Buckland, with second by Mrs. Guynn and unanimous voting, approved the Employment of Donna Sanderson – EEMS Cafeteria Employee (Per Christy/Committee).

The School Board, on motion of Mr. Buckland, with second by Mr. Wilburn and unanimous voting, approved the following Athletic Coaching Contract – Melinda Allen – NHS Asst Softball Coach (20-21 – was not turned in).

Dr. Arbogast shared additional information on the track and tennis courts at Giles High School. He shared prices for a new, rubberized track, along with a new channel drain in front of the home bleachers. The price for the new track without the new channel drain is approximately \$256k and the price for the tennis courts is \$44,376. The consensus of the board is to have this work done on the track, as well as the work that was proposed for the tennis courts at GHS. Board members would also like for the individuals that will be doing the track at GHS to go down and look at the Narrows track and tennis court.

The Board, on motion of Mr. Wilburn, with second by Mr. Pennington and unanimous voting, went into a closed meeting under Section 2.2-3711 of the Virginia Code and Paragraph 1. Discussion, consideration, or interviews of prospective candidates for employment; assignment, appointment, promotion, performance, demotion, salaries, disciplining, or resignation of specific public officers, appointees, or employees of any public body. Following discussion, Mr. Buckland moved to go to regular session. Mr. Pennington seconded the motion and voting was unanimous. The School Board, unanimously, certified that the meeting was in regards to personnel and conducted under section 2.2-3711.

Minutes – June 17th, 2021
Page 2

VOTE Ayes: 5 Nays: 0

Clerk of the Giles County School Board

Date

There was no action from closed session.

The School Board, on motion of Mr. Wilburn, with second by Mr. Buckland and unanimous voting, adjourned the meeting.

Chairman

Clerk