

**MINUTES  
NORTHWEST SERVICE COOPERATIVE  
DISTRICT #928  
BOARD OF DIRECTORS MEETING  
TUESDAY, OCTOBER 22, 2019**

**CALL TO ORDER BY JIM DEVRIES– 5:00 p.m.**

**ATTENDANCE**

**BOARD:** Jason Carlson, Jim Christianson, Kathy Carlson, Sally Roller (via phone), Ann Long Voelkner (via phone), Chris Melbye and Shawn Rominski. Absent: Jon Carlson.

**SUPERINTENDENT ADVISORS (EX-OFFICIO):** Bob Jaszczak and Jim Guetter

**STAFF IN ATTENDANCE:** Bruce Jensen, Jaci Jorde and Jake Seuntjens

**VISITORS:** None

**ACTION ITEMS:**

**APPROVE THE AGENDA.**

Motion by Shawn Rominski and second by Kathy Carlson to adopt the agenda. Vote u/c

**APPROVE THE SEPTEMBER 24, 2019 REGULAR BOARD MEETING MINUTES as reviewed and presented at the meeting.**

Motion by Jason Carlson and second by Shawn Rominski. Vote u/c

**APPROVE THE SEPTEMBER 19, 2019 THROUGH OCTOBER 15, 2019 REGULAR BILLS in the amount of \$117,156.96.**

Motion by Jason Carlson and second by Ann Long Voelkner. Vote u/c

*Jake Seuntjens presented on the latest updates in the Education Services Program.*

**APPROVE the final NWSC Budget.**

Motion by Jason Carlson and second by Shawn Rominski. Vote u/c

**Member Jim Christianson introduced the following resolution and moved its adoption, which motion was seconded by Member Shawn Rominski:**

**RESOLUTION APPROVING DISSOLUTION OF THIEF RIVER FALLS ECONOMIC DEVELOPMENT ASSOCIATION, LLC**

BE IT RESOLVED by the Board of Directors (the “*Board*”) of Northwest Service Cooperative (the “*Cooperative*”) as follows:

1. Recitals.
  - (a) Independent School District No. 564 (Thief River Falls), Minnesota (the “*School District*”) and the Cooperative are the sole members (the “*Members*”) of Thief River Falls Economic Development Association, LLC, a Minnesota limited liability company (the “*EDA*”).
  - (b) The EDA is governed by the Member Control Agreement of the EDA, dated effective as of May 10, 2012 (the “*Member Control Agreement*”) (capitalized terms used but not otherwise defined in this Resolution have the meanings given them in the Member Control Agreement).
  - (c) The School District has informed the Cooperative that the School District desires to dissolve the EDA.
  - (d) The School District has requested the Cooperative’s assistance in the dissolution of the EDA.
  - (e) The Cooperative desires to dissolve the EDA.
  - (f) Section 14.1 of the Member Control Agreement provides that the EDA shall be dissolved upon the agreement of Members who hold all of the outstanding Units.
  - (g) The Members hold all of the outstanding Units.

- (h) Each of the Members has determined that it is advisable and in the best interest of the EDA and the Members for the affairs of the EDA to be wound up and for the EDA to be dissolved.
- (i) In connection with the dissolution of the EDA, the Cooperative has determined that it is advisable and in the best interest of the EDA and the Members to execute, deliver, and file as appropriate a Termination of Lease between the EDA and the School District and a Termination of Ground Lease between the School District and the EDA (referred to together as the "Lease Terminations"), in each case substantially in the forms presented to this meeting or to the members of the Board in advance hereof and as currently on file in the offices of the Cooperative.

2. Approval and Authorization of Dissolution of the EDA.

- (a) The Board hereby resolves that the EDA shall be dissolved and that (i) any one or more members of the Board or officers of the Cooperative and (ii) any one or more members of the board or officers of the School District individually are, and each of them individually hereby is authorized and directed to commence voluntary dissolution of the EDA in accordance with the Minnesota Revised Uniform Limited Liability Company Act (the "Act").
- (b) Further resolved, that (i) any one or more members of the Board or officers of the Cooperative and (ii) any one or more members of the board or officers of the School District individually are, and each of them individually hereby is authorized, empowered, and directed to do all such things on behalf of the EDA as he or she shall deem necessary or appropriate to carry out the intent and purposes of these resolutions, to execute, deliver, and file a Statement of Dissolution and Statement of Termination with the Minnesota Secretary of State, and to execute, deliver, and file as appropriate any and all other documents and instruments on behalf of or for the benefit of the EDA.

3. Approval and Authorization of Terminations.

- (a) Further resolved that any one or more members of the school board of the School District or officers of the School District, acting individually or together, are, and each of them individually hereby is, authorized and directed to execute, deliver, and file as appropriate on behalf of the EDA the Lease Terminations.

4. Effectiveness of Resolution. This Resolution shall take effect immediately upon its adoption.

Upon vote being taken thereon, the following voted in favor thereof: Jason Carlson, Kathy Carlson, Jim Christianson, Jim DeVries, Chris Melbye, Shawn Rominski  
and the following voted against the same: None  
whereupon the resolution was declared duly passed and adopted.  
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**APPROVE Identified Official with Authority (IOwA) for MDE authorization.**

Motion by Jason Carlson and second by Shawn Rominski. Vote u/c

**ITEMS FOR INFORMATION:**

- Finance and Budget Report
- NWSC Board Election update
- CCOGA Health Insurance Pool Renewal update
- MHC Meeting Synopsis
- November Board meeting

Adjourned.

**RESPECTFULLY SUBMITTED:**

\_\_\_\_\_  
Clerk  
NW Service Cooperative – District #928  
Date: \_\_\_\_\_

**APPROVED BY:** \_\_\_\_\_

\_\_\_\_\_  
President  
\_\_\_\_\_  
Vice President  
\_\_\_\_\_  
Treasurer

Date: \_\_\_\_\_

Next Meeting: November 26, 2019