

**RIM COUNTRY EDUCATIONAL ALLIANCE
BOARD MEETING
AMENDED MINUTES OF SPECIAL MEETING**

NOVEMBER 5, 2019

1. CALL TO ORDER

Chairman Jon Cline called the Regular Meeting to order at 308 E. Aero Drive, Conference Room, Payson, Arizona

2. ROLL CALL

PRESENT for Roll Call: Jon Cline, Larry Sugarman (via telephone conference bridge call), Richard Richey, Ted Pettet and Jennifer Smith

OTHERS PRESENT: Gary Cordell, Hector Figueroa, Kenny Evans, Sanja S. Long and Eric Spencer (via telephone conference bridge call)

3. AGENDA ITEMS FOR DISCUSSION:

1. Consideration, discussion and possible action:

Common Council of the Town of Payson Agenda of the Regular Meeting, November 7, 2019, Item H (2) "Discussion and possible action regarding a motion to dissolve the Rim Country Educational Alliance (RCEA)."

Discussed. No action taken.

EXECUTIVE SESSION: Motion by Rich Richey, second by Ted Pettet, to enter into Executive Session pursuant to A.R.S. § 38-431(A)(3) for discussion or consultation with the attorney or attorneys of the public body, and/or pursuant to A.R.S. § 38-431(A)(4) for discussion or consultation with the attorneys of the public body in order to consider its position and instruct its attorneys regarding the public body's position regarding contracts that are subject of negotiations, in pending or contemplated litigation or in settlement discussions conducted in order to avoid or resolve litigation with the Town of Payson and the Town of Star Valley on Agenda Item 3.2. regarding RCEA Resolution 30 and the Memorandum of Understanding attached therewith.

Any discussion, materials and information discussed at any Executive Session and the minutes thereof shall be kept confidential as provided by A.R.S. § 38-431(B)(1-4).

Pettet, Jennifer Smith
Nays: none
Abstentions: none

Meeting Reconvened

2. Consideration, discussion and possible action:

RCEA Resolution 30, a Resolution of the Rim Country Educational Alliance (RCEA), a Separate Legal Entity pursuant to A.R.S. § 11-952.02, approving and authorizing the RCEA President/Chairman to execute the Memorandum of Understanding (MOU) between the Rim Country Educational Alliance ("RCEA") and the Rim Country Educational Foundation, LLC ("RCEF") for Multiversity Site Ownership Interest.

Acknowledge and approve the RCEA's financial position in relation to the RCEF.

Authorize Chairman, Jon Cline, to execute any and all resolutions and/or documents created or executed by RCEA, including but not limited to the a Master Lease with RCEF (or its successors and assigns) providing RCEF with the legal right to develop the Multiversity Campus Project in Payson, transfer of assets held in the name of RCEA.

Motion by Jennifer Smith, seconded by Ted Pettet, to reaffirm RCEA Resolution 30 and further move:

Whereas: Resolution 30 and the MOU attached thereto was unanimously approved by the RCEA Board and executed by the Chairman on February 24, 2016; and

Whereas: The Directors and Officers serving on the RCEA Board have changed significantly pursuant to the IGA and Governance Agreement; and

Whereas: The progress and financial status of the project and the potential educational partners and objectives have evolved;

Now Therefore: In furtherance of the prior approved Resolution 30 and MOU, the Chairman is authorized to execute a Lease-Leaseback (Master Lease) with Rim Country Educational Foundation, LLC subject to review and approval by the RCEA's attorney and determination that said lease is consistent with the RCEA's IGA, Governance Agreements and State Law.

Motion by Rich Richey, seconded by Jennifer Smith, to recess the meeting until Wednesday, November 6, 2019 at 11:00 a.m.

Ayes: Jon Cline, Larry Sugarman, Rich Richey, Ted Pettet, Jennifer Smith
Nays: none
Abstentions: none

Meeting recessed until Wednesday, November 6, 2019 at 11:00 a.m. at 308 E. Aero Drive, Payson, AZ 85541.

Meeting Reconvened on Wednesday, November 6, 2019 at 11:00 a.m. at 308 E. Aero Drive, Payson, Arizona 85541.

PRESENT for Reconvened Meeting: Larry Sugarman (via telephone conference bridge call), Richard Richey, Ted Pettet and Jennifer Smith

OTHERS PRESENT: Kenny Evans and Sanja S. Long

The Board continued consideration, discussion and possible action on Agenda Item 9.2:

2. Consideration, discussion and possible action:

RCEA Resolution 30, a Resolution of the Rim Country Educational Alliance (RCEA), a Separate Legal Entity pursuant to A.R.S. § 11-952.02, approving and authorizing the RCEA President/Chairman to execute the Memorandum of Understanding (MOU) between the Rim Country Educational Alliance ("RCEA") and the Rim Country Educational Foundation, LLC ("RCEF") for Multiversity Site Ownership Interest.

Acknowledge and approve the RCEA's financial position in relation to the RCEF.

Authorize Chairman, Jon Cline, to execute any and all resolutions and/or documents created or changed by RCEA, including but not limited to the a Master Lease with RCEF (or its successors and assigns) providing RCEF with the legal right to develop the Multiversity Campus Project in Payson, transfer of assets held in the name of RCEA.

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Now Therefore: In furtherance of the prior approved Resolution 30 and MOU, the Chairman is authorized to execute a Lease-Leaseback (Master Lease) with Rim Country Educational Foundation, LLC subject to review and approval by the RCEA's attorney and determination that said lease is consistent with the RCEA's IGA, Governance Agreements and State Law.

Motion by Rich Richey, second by Ted Pettet, to amend the previous motion above to direct the chairman to clarify the intent of RCEA Resolution 30 with regard to contributions to Aspire Arizona Foundation and authorize him to negotiate and execute an agreement with MHA Foundation/Rim Country Educational Foundation, LLC, that carries out the intent of the Rim Country Educational Alliance Board and Resolution 30.

Ayes: Larry Sugarman, Rich Richey, Ted Pettet
Nays: none
Abstentions: Jennifer Smith

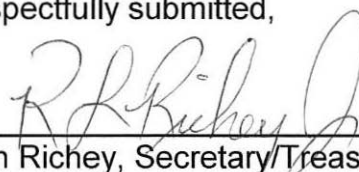
4. ADJOURNMENT:

Motion to adjourn was made by Rich Richey, second by Ted Pettet. Motion carried unanimously.

Ayes: Larry Sugarman, Rich Richey, Ted Pettet and Jennifer Smith
Nays: none
Abstentions: none

Meeting adjourned.

Respectfully submitted,



Rich Richey, Secretary/Treasurer

Posted: 12.23.19 Date
12:30 p Time
SL Initial