

Resolution Authorizing Execution of Legal Documents
[insert name of school district here and ISD# ____] (the "District")
(TIES Dissolution, Sale of TIES Building, NJPA Closing)

At a regular meeting of the School Board of the District on _____, **2018**, the following resolution was proposed and approved by the School Board:

RESOLVED:

Whereas, the District is a member of TIES (Technology and Information Educational Services);

Whereas, during a Special Meeting of the TIES Executive Committee on January 18, 2018, the Executive Committee adopted a resolution in which the Executive Committee recommended that the TIES Board vote in favor of dissolution at the upcoming Special Board Meeting on January 24, 2018;

Whereas, during the TIES Special Board Meeting on January 24, 2018, the TIES Board approved the resolution dated January 18, 2018 and voted in favor of dissolving TIES;

Whereas, the TIES resolution dated January 18, 2018 authorized the TIES Executive Committee to complete the dissolution process on or before June 30, 2019 (provided that the TIES Board voted in favor of dissolution on January 24) and to continue exploring potential business opportunities with third parties, e.g., an asset transfer or a similar business deal toward the goal of minimizing negative financial impact on the TIES 48 member school districts and to ensure continuation of essential services for the members;

Whereas, on January 23, 2018, the National Joint Powers Alliance ("NJPA")¹ presented TIES management with a Letter of Intent in which its intent to consider a possible transaction was outlined, subject to the completion of due diligence by March 30, 2018;

Whereas, NJPA and TIES completed due diligence by March 30, 2018;

Whereas, on April 19, 2018, the TIES Executive Committee adopted a resolution accepting a proposal from NJPA (as authorized by NJPA's governing board on April 17, 2018) to proceed with discussions and directed TIES management (including outside experts as needed, e.g., legal counsel) to draft, review and negotiate all necessary legal agreements between TIES and NJPA to close on the transaction (the "Transaction");

Whereas, the Transaction is expected to close effective July 1, 2018 (the beginning of Fiscal Year 2018-2019);

¹ Effective June 1, 2018, NJPA will change its name to Sourcewell.

Whereas, the effective date for TIES dissolution has not been determined as of the date of this School Board meeting;

Whereas, the School Board has determined that it is in the best interests of the District to authorize the Superintendent (or another representative of the District with authority to legally bind the District, e.g, the Chair of the School Board) to execute legal documents on behalf of the District within his/her discretion necessary to close the Transaction and to complete TIES' dissolution, subject to and within the scope of each of the conditions set forth below in this resolution;

NOW THEREFORE, BE IT RESOLVED by the School Board as follows:

1. The School Board hereby authorizes the District Superintendent or another District representative with authority to legally bind the District to execute legal documents within his/her discretion on behalf of the District in its capacity as a member of TIES necessary to consummate the closing of the Transaction and complete TIES' dissolution, subject to and within the scope of each of the following conditions:

(a) District shall not be obligated to pay an amount in excess of \$20 per student to cover its proportionate share of TIES current liabilities;

(b) District shall not be obligated to pay an amount in excess of \$3 per student to cover its proportionate share of the cost to maintain and operate the TIES building (located at 1667, Snelling Ave. N., St. Paul, MN 55108) until the building is sold;

(c) District shall retain all legal rights to the TIES building in its proportionate share as a TIES member according to the TIES Bylaws and no such rights shall be assigned to NJPA; and

(d) District shall retain all legal rights to receive a proportionate share of any proceeds from the sale of the TIES building for an amount in excess of the debt owed to U.S. Bank according to the TIES Bylaws, and NJPA shall have no rights in any such proceeds.

2. The motion for adoption of this resolution was brought by School Board member _____, seconded by School Board member _____, and upon a roll call vote being taken, the following voted in favor thereof:

_____.

and the following voted against the same:

_____.

(signature to follow)

Whereupon, this resolution was declared duly passed and adopted.

By: _____

Title: _____

Date: _____