

MINUTES of a general public meeting of the Board of Education of Geneva Community Unit School District Number 304, Kane County, Illinois, held at the District's Coultrap Facility, 1113 Peyton St., Geneva, Illinois, in said School District at 7:00 o'clock P.M., on the 14th day of January, 2013.

* * *

The meeting was called to order by the President, and upon the roll being called, Mark Grosso, the President, and the following members were physically present at said location:

The following members were allowed by a majority of the members of the Board of Education in accordance with and to the extent allowed by rules adopted by the Board of Education to attend the meeting by video or audio conference: _____

No member was not permitted to attend the meeting by video or audio conference.

The following members were absent and did not participate in the meeting in any manner or to any extent whatsoever: _____

Whereupon the President presented and the Secretary read by title a resolution as follows, a copy of which was provided to each member of the Board of Education prior to said meeting and to everyone in attendance at said meeting who requested a copy:

RESOLUTION declaring the approximate 28 acre property located at the northwest corner of Keslinger and Brundige Roads unnecessary, unsuitable and inconvenient for a school, and unnecessary for the uses of the District, and directing its sale in accordance with the requirements of 105 ILCS 5/5-22.

* * *

WHEREAS, this Board of Education (the “*Board*”) of Geneva Community Unit School District Number 304, Kane County, Illinois (the “*District*”), is the owner of record of an approximately 28 acre parcel located at the northwest corner of Keslinger and Brundige Roads, Kane County, Illinois, legally described as follows:

THAT PART OF THE SOUTHWEST QUARTER OF SECTION 1 AND THAT PART OF THE NORTHWEST QUARTER OF SECTION 12, TOWNSHIP 39 NORTH, RANGE 7 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS: COMMENCING AT THE SOUTHWEST CORNER OF SAID SOUTHWEST QUARTER; THENCE NORTHERLY, ALONG THE WEST LINE OF SAID SOUTHWEST QUARTER, 928.66 FEET TO THE SOUTHERLY LINE OF THE RIGHT OF WAY OF THE CHICAGO AND NORTHWESTERN RAILROAD COMPANY; THENCE EASTERLY, ALONG SAID SOUTHERLY LINE, 959.64 FEET FOR THE POINT OF BEGINNING; THENCE SOUTHEASTERLY, ALONG A LINE FORMING AN ANGLE OF 56°39’06” WITH SAID SOUTHERLY LINE, MEASURED CLOCKWISE THEREFROM, 363.0 FEET TO AN ANGLE IN THE EASTERLY LINE OF UNIT NO. 1, M.D.C. INDUSTRIAL PARK, BLACKBERRY TOWNSHIP, KANE COUNTY, ILLINOIS; THENCE SOUTHERLY, ALONG AN EASTERLY LINE OF SAID UNIT NO. 1, FORMING AN ANGLE OF 20°30’ WITH THE PROLONGATION OF THE LAST DESCRIBED COURSE, MEASURED CLOCKWISE THEREFROM, 546.98 FEET TO THE SOUTHEAST CORNER OF SAID UNIT NO. 1, BEING ON THE CENTER LINE OF KESLINGER ROAD; THENCE EASTERLY, ALONG SAID CENTER LINE, 1453.05 FEET TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE NORTHERLY, ALONG SAID LINE AND THE EAST LINE OF SAID SOUTHWEST QUARTER, 699.04 FEET TO SAID SOUTHERLY RIGHT OF WAY LINE; THENCE WESTERLY, ALONG SAID SOUTHERLY RIGHT OF WAY LINE, 1706.82 FEET TO THE POINT OF BEGINNING, ALL IN BLACKBERRY TOWNSHIP, KANE COUNTY, ILLINOIS

(the “*approximate 28 Acre Site*”); and

WHEREAS, the Board has received reports and recommendations from the Administration of this School District, which reports and recommendations indicate that the approximate 28

Acre Site is unnecessary, unsuitable and inconvenient for a school, and unnecessary for the uses of the District; and

WHEREAS, based upon the reports and recommendation received from the Administration, this Board finds and determines that the approximate 28 Acre Site is unnecessary, unsuitable and inconvenient for a school, and unnecessary for the uses of the District; and

WHEREAS, this Board deems it advisable, necessary and for the best interests of the District that the approximate 28 Acre Site be sold in accordance with the requirements of 105 ILCS 5/5-22.

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Board of Education of Geneva Community Unit School District Number 304, Kane County, Illinois, as follows:

Section 1. Incorporation of Preambles. The Board hereby finds that all of the recitals contained in the preambles to this Resolution are full, true and correct and does incorporate them into this Resolution by this reference.

Section 2. Sale of Approximate 28 Acre Site. The Board hereby directs the Administration of the School District to prepare for the competitive sale of the approximate 28 Acre Site upon the following terms and conditions:

1. In accordance with Section 5-22 of the School Code, the minimum selling price for the property shall be established at \$2,200,000.00;
2. All bidders will be required to submit with their bids a bid deposit or security in the amount of ten percent (10%) of the purchase price in cash, cashier's or certified check, which deposit must be attached to the bid and shall serve as earnest money. In the event that the successful bidder fails to enter into a contract or fails to close the transaction and purchase the property, the successful bidder will be required to forfeit its bid security in its entirety;
3. All bids must remain open for a period of sixty (60) days. In the event that the successful bidder fails to consummate the sale, the Board of Education may, in its discretion, proceed to the second highest bidder;
4. On acceptance of the offer to purchase by the Board of Education, the successful bidder shall, within ten (10) days, be required to execute a standard real estate purchase agreement containing the usual and customary terms affecting such transactions;
5. The balance of the purchase price shall be paid in cash, cashier's or certified check, plus or minus prorations, at the time of closing, which closing shall not be later than sixty (60) days from execution of the real estate purchase agreement referred to herein, upon delivery of a quit claim deed to the property;

6. Title to the premises will be subject to easements (particularly a 60 foot roadway easement along the eastern boundary of the property), restrictions and covenants of record, and taxes assessed subsequent to the date of sale, including both real estate and special assessments, if any;
7. Prior to closing, the Board of Education will deliver to the prospective purchaser, at the owner's cost, a commitment for an ALTA owner's title insurance policy issued by a title insurer;
8. The Uniform Vendor and Purchaser Risk Act shall apply to the transaction;
9. The deed or deeds transferring the property shall be quit claim deed(s);
10. The property shall be sold "as is"; the Board of Education makes no warranties as to the condition of the property;
11. All closings shall be through escrow, with the cost of the escrow to be shared equally between the seller and the purchaser; and
12. The Board of Education reserves the right , in its sole and exclusive discretion, to reject any and all bids, waive any technicalities in the bids or bidding process and determine (1) whether a bidder is not responsible and should be disregarded and (2) what exceptions or deviations from written specifications will be accepted.

Section 3. Notice of Sale. The sale shall be in accordance with the provisions of Section 5-22 of the School Code, by sealed bid and notice of time, place and terms thereof shall be published once each week for three successive weeks in a newspaper published within the corporate boundaries of the District.

Section 4. Submission and Opening of Bids. Sealed bids must be submitted in writing to the Office of the Assistant Superintendent for Business Services, Geneva Community Unit School District No. 304, 227 North Fourth Street, Geneva, Illinois, 60134. Sealed bids must be submitted no later than the date specified in the publication. At that time, all bids will be opened and read.

Section 5. Reservation of Rights. The Board of Education reserves the right to waive irregularities in the bids and in the bidding process, to continue the sale from time to time, to reject any or all bids and to take such other action as it deems in its best interests.

Section 6. Severability. The provisions of this Resolution are hereby declared to be severable; and if any section, phrase, or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases, or provisions.

Section 7. Repealer. All resolutions, orders, or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby repealed.

Section 8. Effective Date. This Resolution shall be in full force and effect immediately upon its passage.

Adopted January 14, 2013.

President, Board of Education

Secretary, Board of Education

Member _____ moved the adoption of the resolution as read, and Member _____ seconded the motion. After a full and complete discussion thereof, the President directed the Secretary to call the roll for a vote upon the motion to adopt the resolution as read.

Upon the roll being called the following members voted AYE: _____

The following members voted NAY: _____

The President declared the motion carried and the resolution as hereinbefore set out adopted, approved the same in open meeting, and directed the Secretary to record the same in full in the records of the Board of Education of Geneva Community Unit School District Number 304, Kane County, Illinois, which was done.

Other business not pertinent to said resolution was transacted at the meeting.

Upon motion duly made, seconded and carried, the meeting was adjourned.

Secretary, Board of Education

STATE OF ILLINOIS)
) SS
COUNTY OF KANE)

CERTIFICATION OF RESOLUTION AND MINUTES

I, the undersigned, do hereby certify that I am the duly qualified and acting Secretary of the Board of Education of Geneva Community Unit School District Number 304, Kane County, Illinois (the “Board”), and that as such official I am the keeper of the records and files of the Board.

I do further certify that the foregoing is a full, true and complete transcript of that portion of the minutes of the meeting of the Board held on the 14th day of January, 2013, insofar as same relates to the adoption of a resolution entitled:

RESOLUTION declaring the approximate 28 acre property located at the northwest corner of Keslinger and Brundige Roads unnecessary, unsuitable and inconvenient for a school, and unnecessary for the uses of the District, and directing its sale in accordance with the requirements of 105 ILCS 5/5-22

a true, correct and complete copy of which said resolution as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Board on the adoption of said resolution were conducted openly, that the vote on the adoption of said resolution was taken openly, that said meeting was held at a specified time and place convenient to the public, that notice of said meeting was duly given to all of the news media requesting such notice, that an agenda for said meeting was posted at the location where said meeting was held and at the principal office of the Board at least 72 hours in advance of the holding of said meeting, that a true, correct and complete copy of said agenda as so posted is attached hereto as *Exhibit A*, that said meeting was called and held in strict compliance with the provisions of the Open Meetings Act of the State of Illinois, as amended, and with the provisions of the School Code of the State of Illinois, as amended, and that said Board of Education has complied with all of the provisions of said Act and said Code and with all of the procedural rules of the Board in the adoption of said resolution.

IN WITNESS WHEREOF, I hereunto affix my official signature, this 14th day of January, 2013.

Secretary, Board of Education