

Minutes of the Regular School Board Meeting

Of the School Board of Independent School District No. 709 held at the Historic Old Central High School, 215 North First Avenue East, Duluth, Minnesota 55802, on

Tuesday, February 23, 2010

Members Present:

Mary Cameron
Gary Glass
Tim Grover
Art Johnston
Tom Kasper
Judy Seliga Punyko
Ann Wasson

Others Present:

Dixon, Superintendent
Bill Hanson, Deputy Clerk
Melinda Thibault, Secretary

Student Representatives:

Jon Peterson
Maia Dalager
Peter WitzigChair

Grover called the regular school board meeting of February 23, 2010 to order at 6:30 p.m., and the pledge of allegiance to the American flag was given.

M-Seliga Punyko, S-Cameron, to approve the agenda as presented. Upon a vote, the same was approved – unanimously.

Chair Grover asked school board members if there were any corrections or changes to the minutes of the regular school board meeting of January 19, 2010.

M-Seliga Punyko, S-Cameron, to approve the minutes of the January 23, 2010 regular school board meeting as presented. Upon a vote, the same was approved – unanimously.

Chair Grover asked school board members if there were any corrections or changes to the minutes of the special school board meeting of January 19, 2010.

M-Seliga Punyko, S-Cameron, to approve the minutes of the January 28, 2010 special school board meeting as presented. Upon a vote, the same was approved – unanimously.

Public Comments

February 2010

Deb Anderson, 127 West 7th Street, spoke to the board regarding her concern with the Grant School site for the central area of town, and her concerns with the classism and racism within the District.

Deb DeVaney, 1708 North 21st Street, spoke to the board regarding her support for the long range facilities plan and to note that she feels the community had many opportunities to participate in the planning process.

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Kiana Phillips, 813 North 46th Avenue East, a Sr. at East High School and part of the Duluth Transition Team, spoke to the board to state that the plan will be better for the community and the students as a whole and students are anxious and nervous about the plan but that once it happens everything will be ok and students will adjust.

Mel Heinrich, 2962 Devonshire, spoke to the board regarding his concern with closing Lincoln Park because he feels it could be renovated cheaper than building a new school.

Loren Martell, 623 East 7th Street, spoke to the board regarding his concern with the District not allowing a vote on the long range plan and pushing a vote on Plan B out until November, and the lack of representation in the central corridor.

Carol Herman, 1536 North 7th Avenue East, spoke to the board regarding her concern with the loss of the magnet programs in the District, particularly the music program at Lowell.

Lucille Kolberg, 1062 – 85th Avenue West, spoke to the board regarding her concern over the lack of board action on the petition for Plan B and stated that she would like to see more cooperation between the board and the community.

Kris Ridgewell, 331 N. Central Avenue, spoke to the board regarding her support for the long range facilities plan and her belief that the majority of West Duluthians support the plan.

Chet Johnson, 988 – 86th Avenue West, spoke to the board regarding his concern over the closing of Morgan Park as a middle school, and that the cost to renovate the building would be less than building a new facility.

Chris Lane, 2721 Jean Duluth Road, spoke to the board in support of the long range facilities plan, stating that Plan B costs more to taxpayers and does less. He also stated his support for the middle school program.

Kevin Skwira-Brown, 2702 Northridge Drive, spoke to the board regarding closing the achievement gap and how the facilities plan can affect educational equity across the District.

Sam Seering, 5330 Oakley Street, a representative from Students for the Future, gave an update to the board on the SFTF group and the Student Transition Team. He asked board members to adhere to the transition timeline to help students move forward. Member Kasper asked if SFTF had polled students to see how they feel about traditions, etc. Sam Seering indicated that many students want to hold onto their traditions, but that they will adjust once the transition is done.

Brenda Anderson, 703 Ebony Avenue, spoke to the board regarding her concern with Member Grover's change of stance on the long range plan and read old emails that she had from Member Grover stating that he did not support the red plan.

Alan Netland, 1414 Boulevard Place, spoke to the board regarding his support for the long range facilities plan, indicating that he is pleased with the opportunities for the local laborers.

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Craig Olson, 2002 London Road, President of the Duluth Building Trades Council, spoke to the board in support of the long range facilities plan and the positive economic impact the plan is having on the city and the laborers in the area.

Bill Majewski, 834 – 87th Avenue West, spoke to the board as a resident of the Morgan Park neighborhood asking that the District partner with the neighborhood in keeping Morgan Park open.

Rich Paulson, 524 West Ideal, spoke to the board regarding letters he sent to the board requesting information on the Transfer of Funds resolution passed in December. He also indicated his concern with the lack of a balanced budget, and the increased cost for health insurance.

Jessie Carrillo, 320 Hawkins Street, a Sr. at Central High School, a member of SFTF and the transition team, spoke to the board to state that he is proud of the work that the transition team has done. He stated that the group worked together and compromised to come up with the plan, and to keep in mind that traditions don't make the school.

Mary Kate Wheeler, 109 East Arnold Road, a Jr. in the Duluth Public Schools, spoke to the board to state that as a community the only thing missing is everyone coming together and uniting, and that the adults need to take lesson from students and work together to move forward and put an end to the division in Duluth.

Jack Healy, a Jr. at Duluth Public Schools, spoke to the board to state that the transition plan was a work between students from all three schools and that it was a very positive experience and that now the community needs to come together and support the plan.

Trisha Ryan, 2610 East 8th Street, spoke to the board to state that students are resilient and the parents seem to have harder time than the students do. She stated that the students are learning how to compromise and that no matter what the decision is the students will be fine.

Gayle Daniel, 1319 East 10th Street, a teacher at Grant Magnet School, spoke to the board on the importance of the magnet program to those students involved, and gave examples of success within the program and that she would like to see the program continued.

Stephen Ellis, 3112 Lyman Street, spoke to the board regarding the importance of students' well being and natural environment. He voiced concern with the choice of location for the Western Middle School and suggested that the board consider a citizen committee from people within that community.

Joellyn Rock, 2419 East 4th Street, spoke to the board regarding her concern with some curriculum areas in graphic arts in the Duluth Schools stating that trained individuals should be teaching in those fields and to make sure that art programs teachers are licensed in the art area.

Ray Howard, Norton Park, spoke to the board regarding his support for the long range facilities plan and upgrading our schools, and he thanked the board for moving forward for the children.

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Claudie Washington, 11 West 4th Street, spoke to the board regarding the redirection of the Desegregation funds and asked the board to put the money toward closing the achievement gap.

Tom Hustad, 3603 East 3rd Street, thanked the board for all that they do and commended the board for dealing with the adversity and continuing to make progress with implementation of the long range facilities plan.

Communications, Petitions, Etc.

February 2010

Superintendent Dixon acknowledged the communications received.

Superintendent's Report

February 2010

School Board Recognition: The Minnesota School Boards Association has set Feb. 22-26 as School Board Recognition Week, a time to build awareness and understanding of the vital function an elected board of education plays in our society. Members of the board, in recognition of your outstanding dedication and effort, please accept our sincere thanks and gratitude. And in honor of School Board Recognition Week, please accept this certificate of appreciation.

Help For Haiti: Duluth Public School staff and students are once again reaching out to help others. Regarding the disaster in Haiti many schools are holding fundraisers to support relief efforts:

- A morning coffee gathering at Laura MacArthur generated over \$250 in donations to the American Red Cross.
- The Central Key Club held a “penny war” between grade levels and staff.
- Denfeld’s National Honor Society and Executive Board sponsored a “Hunters Helping Haiti” campaign to raise money through texting.
- DCD students at East High School sold cookies and turned over proceeds to the American Red Cross.
- Lowell students collected coins as part of a fundraiser and service learning project.
- Morgan Park students held a Change Drive.
- Woodland students held a dance and turned over proceeds to disaster relief.

Accomplishments:

- East High School’s Cruz Mendoza received the Drum Major for Peace Award at the January Martin Luther King Jr. Rally. Cruz has provided a tremendous amount of support to the Office of Education Equity and the Education Equity Advisory Committee over the years. Congratulations for the well-deserved award!
- Two Denfeld Link Leaders were honored at the community Martin Luther King Jr. Day Celebration. River Roybal and Michelle Hobbs each received Martin Luther King Peace Awards.

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- The Honors American Government class from Central High School competed in the State *We the People...The Citizen and the Constitution* competition and placed first, earning a trip to the National Competition in Washington D.C.! This is a tremendous academic honor for our students as they represent not only Duluth Central High School, but the city of Duluth and the entire state of Minnesota.
- Sixty-two Woodland Middle School students competed at the Northeastern Regional Science Fair at UMD. 30 Woodland students received 1st Place and will advance to the state science fair in St. Paul.
- 24 received 2nd Place and 8 received 3rd place, and 31 Woodland projects earned special awards that are sponsored by corporations, professional societies, and individuals.
- The Denfeld Music Listening Contest Team had a second place win at regional competition! They advance to the state competition. Team members are Emily Stolan, Kaitlin Bagley and Maren Kientiz. The Minnesota High School Music Listening Contest provides an opportunity to enrich students' experiences with classical, ethnic, and popular music in a fun and competitive environment. Students develop skills in *active listening* and *critical analysis* by learning to identify composers, cultures, periods and styles.
- STC students competed at Regional Competition of Business Professionals of America. Ten students received awards and are eligible to compete at state competition in March. First Place winners include: Thang Dinh, Central HS: PC Servicing and Troubleshooting, Computer Network Technology, CISCO Systems Administration, Brandon Engbloom, Central HS: Computer Network Technology, Kyle Foucault, Central HS: CISCO Systems Administration, Computer Security, Graphic Design Promotion, Vincent Guggisberg, Central HS: Payroll Accounting, Tim Wagner, Denfeld HS: Banking and Finance, Database Applications, Insurance Concepts, Management/Marketing/HR Concepts, Parliamentary Procedure Concepts and Jacob Broman, East HS: VB.NET Programming

Education Committee Report

February 2010

Member Seliga Punyko presented the Education Committee report, a copy of same being in the hands of each school board member.

Member Wasson withheld Item A.2.

Member Wasson withheld Item A.2. – Students for the Future Ideas on Transition to two High Schools to make the following motion:

M-Wasson, S-Seliga Punyko, that beginning with the 2011-12 school year and continuing, the western high school will be named Denfeld High School, with the school mascot to continue as the Hunters and school colors to be maroon and gold. The eastern high school (current Ordean site) will be named East High School. The school mascot will be the Greyhounds and school colors will be red and grey. In recognition of the history of the site) and ingratitude to and with the intent to honor the generosity of the Ordean family, the new

multipurpose field at the site will be called Ordean Stadium. The other proposals presented by Students For The Future on February 9, 2010 are adopted as guidelines to be followed by Administration as implementation decisions are made. Administration may deviate from the guidelines when deemed advisable. The Board will be notified at least monthly of any such deviations. Board approval for implementation action(s) will be requested if and when determined necessary by Administration.

Board discussion took place on whether the motion fits within the agenda item, the need for additional feedback from the community, and postponing a vote until the March board meeting.

M-Johnston, S-Glass, to delete the last paragraph of Member Wasson's motion in its entirety.

Board discussion took place on the transition plan as follows:

- the feelings of all students – not all are in agreement
- the need to move forward with a transition plan for the students sake
- representation on the committee
- somehow recognizing Centrals history and traditions

Upon a vote on Member Johnston's amendment to Member Wasson's motion (to delete the third paragraph in its entirety, the same fails 3-4 as follows:

Yea: Glass Johnston, Kasper

Nay: Cameron, Grover, Seliga Punyko, Wasson

Upon a vote on Member Wasson's motion, the same was approved 6-1 as follows:

Yea: Cameron, Grover, Kasper , Johnston, Seliga Punyko, Wasson

Abstain: Glass

Chair Grover reminded members that an abstention is same as a no vote without a conflict of interest.

Member Cameron withheld Item A.4. – Office of Education Equity Budget Recommendation, to address her concerns that within the reallocation of funds that we maintain programs that have been effective at closing the achievement gap.

Member Glass noted that there are many more issues that need to be dealt with in the transition plans other than what the Students for the Future presented. Superintendent Dixon stated that administration is aware of that and that they are working on the entire package.

Member Kasper indicated that he would like more information on what they are going to do to close the achievement gap before we change the opportunities we have now.

Ron Haglund, Office of Education Equity Director, stated that the information presented tonight is only informational but that we need to move forward in order to close the achievement gap and that the magnet schools have not been a failure but are not working in closing that gap.

M-Seliga Punyko, S-Cameron, to approve the remainder of the Education Committee report as presented. Upon a vote taken the same was approved – unanimously.

Human Resources Committee Report

February 2010

Member Cameron presented the Human Resources Committee report, a copy of same being in the hands of each school board member.

Member Cameron presented the resolution:

RESOLUTION

Duluth District-Wide Instructional Administrators' Association

RESOLVED, By the School Board of Independent School District #709, St. Louis County, Minnesota, that the Collective Bargaining Agreement between Independent School District #709 and the Duluth District-Wide Instructional Administrators' Association, a summary of which is in the hands of all School Board members, be approved and adopted for the period July 1, 2009 to July 31, 2011, inclusive, and that the Chairperson and Clerk of the School Board be hereby authorized to execute said Agreement on behalf of the School District.

B-2-10-2723

February 23, 2010

Board discussion took place regarding previous delivery of the agreement outline, concerns regarding increased health insurance costs, and board member participation in negotiations.

M-Cameron, S-Wasson, to approve the Resolution HR-2-10-2723 – Duluth District-Wide Instructional Administrators' Association Contract. Upon a vote, the same was approved – 6-1 as follows:

Yea: Cameron, Glass, Grover, Kasper, Seliga Punyko, Wasson

Nay: Johnston

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Member Cameron presented the resolution:

RESOLUTION
Paraprofessionals

RESOLVED, By the School Board of Independent School District 709, St. Louis County, Minnesota, that the Collective Bargaining Agreement between Independent School District 709 and Paraprofessionals, a summary of which is in the hands of all School Board members, be approved and adopted for the period July 1, 2009 to June 30, 2011, inclusive, and that the Chairperson and Clerk of the School Board be hereby authorized to execute said Agreement on behalf of the School District.

B-2-10-2719

February 23, 2010

Member Johnston raised concerns about the board not being consulted on the contract prior to approval. Member Glass raised questions regarding health insurance costs.

M-Cameron, S-Seliga Punyko, to approve the Resolution HR-2-10-19-2719 Paraprofessionals Contract. Upon a vote, the same was approved – 6-1 as follows:

Yea: Cameron, Glass, Grover, Kasper, Seliga Punyko, Wasson

Nay: Johnston

Member Glass and Member Johnston withheld Item B.4. – Staffing for 2010-11 Transition into Two High Schools, to ask about the timelines and when board members will be receiving information on the results. Discussion also took place about the number of students in classes, retirements offsetting layoffs, and bringing people up from within the district for promotional opportunities.

M-Cameron, S-Seliga Punyko, to approve the remainder of the Human Resources Committee report as presented. Upon a vote, the same was approved – 6-1 as follows:

Yea: Cameron, Glass, Grover, Kasper, Seliga Punyko, Wasson

Abstain: Johnston

The board took a brief recess at 9:15 pm

Business Committee Report

February 2010

Member Wasson presented the Business Committee report, a copy of same being in the hands of each school board member.

M-Wasson, S-Seliga Punyko, to approve the Business Committee report as presented.

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Member Wasson withheld the Resolution Items C.5.a.-C.5.o.

Member Johnston withheld the Business Committee Report for general comments.

Member Glass withheld Items C.1.a., and Policy Section C.3.a.1)-7)

Member Grover withheld the Bids to request a separate vote.

Member Johnston withheld the Business Committee item as a whole for general comments. He indicated that he has questions with process and who is presenting and/or responsible for the contents. Chair Grover indicated that the entire agenda is developed by board leadership along with administration and the superintendent. He stated that they would discuss procedure further at the next business committee meeting.

Board discussion continued regarding how it is decided where items go on the agenda and the process being discussed at an upcoming Committee of the Whole meeting along with parliamentary procedures.

Member Glass withheld C.1.a.- Financial Report to note payments to Johnston Controls.

Member Grover asked to withhold Bid Items C.2.a.1), 2), and 3), 4) and 5) to ask for roll call votes on each of the items.

Upon a roll call vote on Item C.2.a.1) – Bid 1164, the same was approved – 6-1 as follows:

Yea: Cameron, Grover, Johnston, Kasper, Seliga Punyko, Wasson

Nay: Glass

Upon a roll call vote on Item C.2.a.2) – Bid 1175, the same was approved – 5-1-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Abstain: Johnston

Upon a roll call vote on Item C.2.a.3) – Bid 1175-1, the same was approved – 5-1-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Abstain: Johnston

Upon a roll call vote on Item C.2.a.4) – Bid 1176, the same was approved – 6-1 as follows:

Yea: Cameron, Grover, Johnston, Kasper, Seliga Punyko, Wasson

Nay: Glass

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Upon a roll call vote on Item C.2.a.5) – Bid 1178, the same was approved – 5-1-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Abstain: Johnston

Member Glass withheld Item C.3.a.1) to ask who requested the change to the policy. Chair Grover stated that the board has asked in the past to have the policy brought into line with state statute. Board discussion continued regarding the policy, the limits set within the policy, and the recommendations by the MSBA regarding the policy changes.

Member Johnston indicated that Policy 9105 requires two votes for approval. Secretary Thibault indicated that it had been voted on at the last board meeting as part of the committee report as a whole. Member Johnson disagreed. Chair Grover indicated that Secretary Thibault was correct. Member Johnson indicated that he still disagreed.

M-Johnston to make revisions to Regulation 3075R.

Secretary Thibault indicated that the regulations are brought forth as informational only and that the board does not vote on the regulation changes. Chair Grover agreed and stated that Member Johnston's motion was out of order. Member Johnston appealed Chair Grover's ruling.

Upon a vote to uphold Chair Grover's ruling the same passed 5-2 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

M-Johnston, S- NONE, suggests changing Policy 9105 to delete the last line so it doesn't have to be changed when the newspaper changes hands.

Chair Grover asks for a vote on the Business Committee as a whole. Member Johnston states that he had a motion on the floor. Chair Grover indicated that there was not a second to his motion.

Member Wasson presented the resolution:

RESOLUTION

Approving the Working Drawings Related to New Construction at
Lincoln Piedmont Elementary School

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the Working Drawings related to New Construction at Lincoln Piedmont Elementary School, as presented at the February 8, 2010 Business Committee Meeting and attached hereto are hereby approved.

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M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2729- Resolution to Approve the Working Drawings Related to New Construction at the Lincoln Piedmont Elementary School. Upon a vote taken, the same was approved 5-2 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

Member Wasson presented the resolution

RESOLUTION

Approving the Schematic Design Related to New Construction at
Grant Nettleton Elementary School

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the Schematic Design Related to New Construction at Grant Nettleton Elementary School, as presented at the February 8, 2010 Business Committee Meeting with revisions and site options presented on 2/23/10 and attached hereto are hereby approved.

B-2-10-2730

February 23, 2010

Kerry Leider, Facilities Management Supervisor indicated that there was an amended resolution at the board members places. The resolution was read with the amendment (included above).

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2730- Resolution to Approve the Schematic Design Related to New Construction at the Grant Nettleton Elementary School as amended. Upon a vote taken, the same was approved 5-2 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

Member Wasson presented the resolution:

RESOLUTION AUTHORIZING THE DISTRICT TO ENTER INTO A LINE OF
CREDIT AGREEMENT WITH A FINANCIAL INSTITUTION

BE IT RESOLVED, ISD 709 Duluth Public Schools, Minnesota (the District), as follows:
WHEREAS, the Minnesota Department of Education will be withholding planned aid payments to the District scheduled for March 15, March 30, and April 15, 2010, and

WHEREAS, the District is authorized to enter into a line of credit agreement (the Agreement) with a financial institution, pursuant to Minnesota Statutes, Section 123B.12(b);

WHEREAS, the District has negotiated and reached a tentative Agreement, subject to Board approval and Bank acceptance, with Associated Bank N.A., in Green Bay, Wisconsin; and

WHEREAS, the Board desires to enter into the Agreement with the Bank;

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

1. Upon the effective date of this resolution, the District hereby agrees to enter into the

Agreement with the Bank and, thereby, establish a revolving line of credit (the Line) with the Bank whereby the Bank will advance funds to the District. The Agreement shall have a term not exceeding five years.

2. The amount advanced in any fiscal year under the Line will not exceed ninety-five percent (95%) of the District's average expenditure per month of operating expenditures in the previous fiscal year.
3. Each advance under the Line will be repaid no later than forty-five (45) days after the day of advancement with interest on the outstanding principal amount at an interest rate not exceeding 2.95% per annum.
4. The Director of Business Services or a designee selected by the Director of Business Services is directed to prepare, or have prepared, and execute such documents as may be necessary to comply with the above paragraphs or any other requirements for the Agreement.
5. The amounts advanced under the Line are not designated as "Qualified Tax Exempt Obligations" for the purposes of Section 265 of the Internal Revenue Code of 1986, as amended.
6. This resolution shall be effective upon receipt by the Director of Business Services on behalf of the Board of written acceptance of its terms by an authorized official of the Bank, and thereafter shall constitute the terms of the Agreement.

B-2-10-2724

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Member Johnston asked questions about the withholding of funds from the state. Bill Hanson, Director of Business Services gave an explanation of the process and how this process will work.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2724- To Establish a Short-Term Borrowing Line of Credit. Upon a vote taken, the same was approved – unanimously.

Member Wasson presented the resolution:

**RESOLUTION PROVIDING FOR THE ISSUANCE, SALE AND DELIVERY
OF \$8,785,000 GENERAL OBLIGATION SCHOOL BUILDING
REFUNDING BONDS, SERIES 2010A,
OF INDEPENDENT SCHOOL DISTRICT NO. 709;
ESTABLISHING THE TERMS AND CONDITIONS THEREFOR;
DIRECTING THEIR EXECUTION AND DELIVERY;
CREATING A DEBT SERVICE FUND THEREFOR;
AND AWARDING THE SALE THEREOF**

BE IT RESOLVED by the School Board (the "School Board") of Independent School District No. 709 (Duluth), St. Louis County, Minnesota (the "District"), as follows:

Section 1. **Bond Purpose, Authorization and Award.**

1.01 The District previously issued its \$13,710,000 General Obligation School Building Refunding Bonds, Series 2001B, dated November 1, 2001 (the "2001 Bonds").

1.02 Under and pursuant to the provisions of Minnesota Statutes, Chapter 475 (the "Act") and Section 475.67, Subdivisions 1 through 4 of the Act, the District is authorized to issue

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and sell its general obligation bonds to refund obligations and the interest thereon before the due date of the obligations, if consistent with covenants made with the holders thereof, when determined by the District to be necessary or desirable for the reduction of debt service costs to the District or for the extension or adjustment of maturities in relation to resources available for their payment.

1.03 The School Board hereby determines that in order to reduce debt service costs to the District, it is necessary, expedient and in the best educational interest of the District's pupils and citizens that the District issue, sell and deliver its \$8,785,000 General Obligation School Building Refunding Bonds, Series 2010A (the "Bonds"), to refund the outstanding 2001 Bonds maturing on and after February 1, 2011 (the "Refunded Bonds"), of which \$8,755,000 in principal amount is subject to prepayment and redemption on March 30, 2010. (March 30, 2010 is herein referred to as the "Redemption Date.")

1.04 Northland Securities, Inc., financial consultant to the District, has given notification as required by the Act to at least five firms determined by Northland Securities, Inc. to be prospective bidders on the Bonds at least two days (omitting Saturdays, Sundays, and legal holidays) before the date set for receipt of bids on the Bonds.

1.05 Pursuant to such solicitation for bids for the sale of the Bonds, the School Board has received and considered all bids presented pursuant to the official terms of offering and has determined that the most favorable bid is that of UBS Financial Services, Inc. of New York, New York (the "Purchaser"), to purchase the Bonds at a cash price of \$8,859,115.50 plus accrued interest on the total principal amount from March 1, 2010, to the date of delivery and upon the terms and conditions hereafter specified in this Resolution. The School Board, after due consideration, finds such offer reasonable and proper and most favorable to the District, and the offer of the Purchaser is hereby accepted. The Chair and the Clerk are hereby authorized and directed to execute on the part of the District a contract for the sale of the Bonds in accordance with the Purchaser's bid, and to acknowledge receipt of the good faith check given as security for the bid. All actions of the Chair and the Clerk with regard to the sale of the Bonds are hereby ratified and approved. The Treasurer of the District is directed to deposit the good faith check of the Purchaser.

Section 2. Terms of the Bonds.

2.01 The Bonds to be issued hereunder shall be dated March 1, 2010, as of the date of original issue, shall be issued in the denomination of \$5,000, or any integral multiple thereof, in fully registered form and lettered and numbered R-1 and upward. The Bonds shall bear interest at the annual rates indicated below and shall mature on February 1 in the following respective years and amounts:

Year	Amount	Interest Rate
2011	\$1,635,000	2.00%
2012	\$1,975,000	2.00%
2013	\$2,030,000	2.00%
2014	\$2,060,000	2.00%
2015	\$535,000	2.50%
2016	\$550,000	3.00%

2.02 Interest Payment Dates; Record Date.

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A. The Bonds shall bear interest at the annual rates stated therefor in Section 2.01. The interest shall be payable semiannually on August 1 and February 1 in each year (each referred to herein as an "Interest Payment Date") commencing on August 1, 2010. Interest will be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board.

B. The Bond Registrar designated below shall make all interest payments with respect to the Bonds by check or draft mailed to the person in whose name each Bond is registered (the "Holder") and in each case at the address shown on the bond registration records maintained by the Bond Registrar at the close of business on the 15th day (whether or not on a business day) of the calendar month next preceding the Interest Payment Date (the "Regular Record Date"). Any such interest not so timely paid or duly provided for shall cease to be payable to the person who is the Holder thereof as of the Regular Record Date, and shall be payable to the person who is the Holder thereof at the close of business on a date fixed for the payment of such defaulted interest (the "Special Record Date"). The Special Record Date shall be fixed by the Bond Registrar whenever money becomes available for payment of the defaulted interest and notice of the Special Record Date shall be given by the Bond Registrar to the Holders not less than ten (10) days prior thereto. The term "Holder" shall also include those lawfully entitled to take actions on behalf of the beneficial owners of the Bonds for purposes of any consent or approvals given by Holders.

C. If the date for payment of the principal of, premium, if any, or interest on the Bonds shall be a Saturday, Sunday, legal holiday or a day on which banking institutions in the City of New York, New York, or the city where the principal office of the Bond Registrar is located are authorized by law or executive order to close, then the date for such payment shall be the next succeeding day which is not a Saturday, Sunday, legal holiday or a day on which such banking institutions are authorized to close, and payment on such date shall have the same force and effect as if made on the nominal date of payment.

2.03 Redemption. A. The Bonds maturing in the year 2011 shall not be subject to redemption and prepayment before maturity, but those maturing in the year 2012 and in subsequent years shall each be subject to redemption and prepayment at the option of the District on August 1, 2011, and on any date thereafter, in whole or in part, and if in part, at the option of the District. The prepayments shall be at a price equal to the principal amount thereof plus accrued interest.

B. In the event any of the Bonds are called for prepayment and redemption pursuant to Section 2.03A., notice thereof identifying the Bonds to be redeemed will be given by the Bond Registrar by mailing a copy of the redemption notice by first class mail (postage prepaid) at least 30 days but not more than 60 days prior to the date fixed for redemption to the registered owner of each Bond to be redeemed at the address shown on the registration books kept by the Bond Registrar; provided, however, that so long as the Bonds are registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York ("DTC"), notice of redemption shall be given in accordance with the terms of the Representation Letter hereinafter described. Failure to give notice by mail to any registered owner, or any defect therein, will not affect the validity of any proceeding for the redemption of Bonds not affected by such defect or failure. Bonds so called for redemption will cease to bear interest after the specified redemption date, provided that the funds for the redemption are on deposit with the place of payment at that time.

C. If less than all the Bonds of a maturity are called for redemption while the Bonds

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are registered in the name of Cede & Co., the District or the Bond Registrar designated below will notify DTC of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interest in such maturity to be redeemed. If less than all the Bonds of a maturity are called for redemption and the Bonds are not registered in the name of Cede & Co., the Bond Registrar will determine by lot or other manner deemed fair, the amount of each maturity to be redeemed. All prepayments shall be at a price equal to the principal amount thereof plus accrued interest.

2.04 A. The Bonds shall be prepared for execution in accordance with the approved form and shall be signed by the manual or facsimile signature of the Chair and attested by the manual or facsimile signature of the Clerk. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be an officer before delivery of the Bonds, such signature or facsimile shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until delivery.

B. The Clerk is authorized and directed to obtain a copy of the proposed approving legal opinion of Fryberger, Buchanan, Smith & Frederick, P.A. of Duluth, Minnesota, which is to be complete and cause the opinion to be attached to each Bond, together with a certificate to be signed by the manual signature of the Clerk in substantially the form set forth in Section 3.01, but only if the opinion is not manually executed. The Clerk is authorized and directed to execute the certificate in the name of the District upon receipt of the opinion, if required by the preceding sentence, and to file the opinion in the District offices.

2.05 A. The District hereby appoints U.S. Bank National Association in St. Paul, Minnesota, as registrar, authenticating agent, paying agent and transfer agent for the Bonds (such bank or its successors is herein referred to as the "Bond Registrar"). No Bond shall be valid or obligatory for any purpose unless or until the Bond Registrar's authentication certificate on such Bond, substantially set forth in Section 3.01 hereof, shall have been duly executed by an authorized representative of the Bond Registrar. Authentication certificates on different Bonds need not be signed by the same representative. The executed Authentication Certificate on each Bond shall be conclusive evidence that it has been authenticated and delivered under this Resolution.

B. The District shall cause to be kept at the principal corporate office of the Bond Registrar a bond register in which, subject to such reasonable regulations as the Bond Registrar may prescribe, the District shall provide for the registration of the Bonds and the registration of transfers of the Bonds entitled to be registered or transferred as herein provided. In the event of the resignation or removal of the Bond Registrar or its incapability of acting as such, the bond registration records shall be maintained at the office of the successor Bond Registrar as may be appointed by the School Board.

C. At the option of the registered owners, the Bonds may be exchanged for other Bonds of any authorized denomination, of a like aggregate principal amount, maturing upon the same date, upon surrender of the Bonds to be exchanged at the principal corporate office of the Bond Registrar. Whenever any Bonds are so surrendered for exchange, the District shall execute and the Bond Registrar shall authenticate, if required by law or this Resolution, and deliver the Bonds which the registered owner making the exchange is entitled to receive. Upon surrender for transfer of any Bond at the principal corporate office of the Bond Registrar, the District shall execute and the Bond Registrar shall authenticate, if required by law or this Resolution, and deliver, in the names(s) of the designated transferee(s), one or more new bonds of a like aggregate

principal amount, as requested by the transferor. All Bonds surrendered upon the exchange provided for in this Resolution shall be promptly cancelled by the Bond Registrar and thereafter disposed of as directed by the School Board. All Bonds issued in exchange for or upon transfer of the Bonds shall be valid obligations of the District evidencing the same debt and entitled to the same benefits under this Resolution as the Bonds surrendered for such exchange or transfer. Every Bond presented for a transfer or exchange shall be duly endorsed or be accompanied by a written instrument of transfer, in form satisfactory to the District and the Bond Registrar, duly executed by the registered owner thereof or the owner's attorney duly authorized in writing. The District or the Bond Registrar may require payment of a sum sufficient to cover any tax or other governmental charge that may be imposed in connection with the transfer or exchange of the Bonds, other than exchange expressly provided in this Resolution to be made, without expense or without charge to the registered owner.

D. Each Bond delivered upon transfer of or in exchange for or in lieu of any other Bond shall carry all of the rights to interest, accrued and unpaid and to accrue, which are carried by such other Bond. Each Bond shall be dated by the Bond Registrar as of the date of its authentication or manual execution, as the case may be. The District and the Bond Registrar shall not be required (i) to make any transfer or exchange during the 15 days next preceding any Interest Payment Date, (ii) to make any transfer or exchange of any Bonds called for redemption, or (iii) to make any such exchange or transfer of the Bonds during the 15 days next preceding the date of the first publication or the mailing (if there is no publication) of notice of redemption in the case of a proposed redemption of the Bonds.

2.06 Book-Entry System.

A. In order to make the Bonds eligible for the services provided by DTC, the District has previously agreed to the applicable provisions set forth in the Blanket Issuer Letter of Representations which has been executed by the District and DTC (the "Representation Letter").

B. Notwithstanding any provision herein to the contrary, so long as the Bonds shall be in Book-Entry Form, the provisions of this Section 2.06 shall govern.

C. All of the Bonds shall be registered in the name of Cede & Co., as nominee for DTC. Payment of interest on and principal of any Bond registered in the name of Cede & Co. shall be made by wire transfer or New York Clearing House or equivalent same day funds by 10:00 a.m. CT or as soon as possible thereafter following the Bond Registrar's receipt of funds from the District on each Interest Payment Date to the account of Cede & Co. on each Interest Payment Date at the address indicated in or pursuant to the Representation Letter.

D. DTC (or its nominees) shall be and remain recorded on the Bond Register as the holder of all Bonds which are in Book-Entry Form. No transfer of any Bond in Book-Entry Form shall be made, except from DTC to another depository (or its nominee) or except to terminate the Book-Entry Form. All Bonds of such stated maturity of any Bonds in Book-Entry Form shall be issued and remain in a single Bond certificate registered in the name of DTC (or its nominee); provided, however, that upon termination of the Book-Entry Form pursuant to the Representation Letter, the District shall, upon delivery of all Bonds of such series from DTC, promptly execute, and the Bond Registrar shall thereupon authenticate and deliver, Bonds of such series to all persons who were beneficial owners thereof immediately prior to such termination; and the Bond Registrar shall register such beneficial owners as holders of the applicable Bonds.

The Bond Registrar shall maintain accurate books and records of the principal balance, if any, of each such outstanding Bond in Book-Entry Form, which shall be conclusive for all purposes whatsoever. Upon the authentication of any new Bond in Book-Entry Form in

exchange for a previous Bond, the Bond Registrar shall designate thereon the principal balance remaining on such bond according to the Bond Registrar's books and records.

No beneficial owner (other than DTC) shall be registered as the holder on the Bond Register for any Bond in Book-Entry Form or entitled to receive any bond certificate. The beneficial ownership interest in any Bond in Book-Entry Form shall be recorded, evidenced and transferred solely in accordance with the Book-Entry System.

Except as expressly provided to the contrary herein, the District and the Bond Registrar may treat and deem DTC to be the absolute owner of all Bonds of each series which are in Book-Entry Form (i) for the purpose of payment of the principal of and interest on such Bond, (ii) for the purpose of giving notices hereunder, and (iii) for all other purposes whatsoever.

E. The District and the Bond Registrar shall each give notices to DTC of such matters and at such times as are required by the Representation Letter, including the following:

- (i) with respect to notices of redemption; and
- (ii) with respect to any other notice required or permitted under this Bond Resolution to be given to any holder of a Bond.

All notices of any nature required or permitted hereunder to be delivered to a holder of a Bond in Book-Entry Form shall be transmitted to beneficial owners of such Bonds at such times and in such manners as shall be determined by DTC, the participants and indirect participants in accordance with the Book-Entry System and the Representation Letter.

F. All payments of principal, redemption price of and interest on any Bonds in Book-Entry Form shall be paid to DTC (or Cede & Co.) in accordance with the Book-Entry System and the Representation Letter in same day funds by wire transfer.

2.07 Lost or Damaged Bonds. If a Bond becomes mutilated or is destroyed, stolen or lost, the Bond Registrar will deliver a new Bond of like amount, number, maturity date and tenor in exchange and substitution for and upon cancellation of the mutilated Bond or in lieu of and in substitution for any Bond destroyed, stolen or lost, upon the payment of the reasonable expenses and charges of the Bond Registrar and the District in connection therewith, including the cost of printing new Bonds; and, in the case of a Bond destroyed, stolen or lost, upon filing with the Bond Registrar and the District of evidence satisfactory to them that the Bond was destroyed, stolen or lost, and of the ownership thereof, and upon furnishing to the Bond Registrar and the District of an appropriate bond or indemnity in form, substance and amount satisfactory to them and as provided by law, in which both the District and the Bond Registrar must be named as obligees. Bonds so surrendered to the Bond Registrar will be canceled by the Bond Registrar and evidence of such cancellation must be given to the District. If the mutilated, destroyed, stolen or lost Bond has already matured or been called for redemption in accordance with its terms, it is not necessary to issue a new Bond prior to payment.

2.08 Payment of Bonds.

A. The District and the Bond Registrar may treat the person in whose name any Bond is registered as the owner of such Bond for the purpose of receiving payment of principal of and interest on such Bond and for all other purposes whatsoever, whether or not such Bond be overdue, and neither the District nor the Bond Registrar shall be affected by notice to the contrary.

B. The principal of and interest on the Bonds shall be payable by the Bond Registrar in such funds as are legal tender for the payment of debts due the United States of America. The District shall pay the reasonable and customary charges of the Bond Registrar for the disbursement of principal and interest.

2.09 Delivery. Delivery of the Bonds and payment of the purchase price shall be made

at a place mutually satisfactory to the District and the Purchaser. Printed or typewritten and executed Bonds shall be furnished by the District without cost to the Purchaser. The Bonds, when prepared in accordance with this Resolution and executed, shall be delivered by or under the direction of the Clerk to the Purchaser upon receipt of the purchase price plus accrued interest.

Section 3. Form of the Bonds.

3.01 The Bonds shall be printed or typewritten in substantially the following form:

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF ST. LOUIS

R-_____ \$_____

INDEPENDENT SCHOOL DISTRICT NO. 709
(DULUTH)
GENERAL OBLIGATION SCHOOL BUILDING REFUNDING BOND,
SERIES 2010A

<u>Rate</u>	<u>Maturity Date</u>	<u>Date of Original Issue</u>	<u>CUSIP</u>
____%	February 1, ____	March 1, 2010	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: DOLLARS

Independent School District No. 709, St. Louis County, Minnesota (the "District"), for value received, promises to pay to the registered owner specified above, or registered assigns, the principal amount specified above, on the maturity date specified above, and to pay interest on said principal amount to the registered owner hereof from the date of original issue, or from the most recent Interest Payment Date to which interest has been paid or duly provided for, until the principal amount is paid, said interest being at the rate per annum specified above. Interest is payable semiannually on February 1 and August 1 of each year (each referred to herein as an "Interest Payment Date") commencing on August 1, 2010. Both principal hereof and interest hereon are payable in lawful money of the United States of America by check or draft at the main office of U.S. Bank National Association, in St. Paul, Minnesota, as bond registrar, authenticating agent, paying agent and transfer agent (the "Bond Registrar"), or at the office of such successor Bond Registrar as may be designated by District. The Bond Registrar shall make all interest payments with respect to this Bond directly to the registered owner hereof shown on the bond registration records maintained on behalf of the District by the Bond Registrar at the close of business on the 15th day of the month next preceding the Interest Payment Date (whether or not a business day) at such owner's address shown on said bond registration records, without, except for payment of principal of the Bond, the presentation or surrender of this Bond, and all such payments shall discharge the obligation of the District to the extent of the payments so made. Payment of principal shall be made upon presentation and surrender of this Bond to the Bond

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Registrar when due. For the prompt and full payment of such principal and interest as they become due, the full faith and credit and taxing power of the District are irrevocably pledged.

This Bond is one of a series issued by the District in the aggregate amount of \$8,785,000, all of like date and tenor, except as to number, maturity date, denomination, redemption privilege and interest rate, pursuant to the authority contained in Minnesota Statutes, Chapter 475, Section 475.67, Subdivisions 1 through 4, and all other laws thereunto enabling, and pursuant to an authorizing resolution adopted by the governing body of the District on February 23, 2010 (the "Resolution"), for the purpose of providing money to refund, on a current refunding basis, on March 30, 2010 the outstanding principal amount of the District's \$13,710,000 General Obligation School Building Refunding Bonds, Series 2001B, dated November 1, 2001 (the "Refunded Bonds"). The Bonds are payable from a direct ad valorem tax levied upon all of the taxable property within the territory of the District, as set forth in the Resolution to which reference is made for a full statement of rights and powers thereby conferred. The principal and interest on the Bonds will be payable from an account in a special fund of the District entitled "2010 General Obligation School Building Refunding Bonds Debt Service Fund."

The Bonds of this series maturing in the year 2011 are not subject to redemption and prepayment prior to maturity, but the Bonds maturing in the year 2012 and subsequent years are subject to redemption and prepayment at the option of the District on August 1, 2011, and on any day thereafter, in whole or in part, and if in part at the option of the District and in such manner as the District shall determine and by lot as to Bonds maturing in the same year, at a price of par plus accrued interest.

Not more than 60 days and no fewer than 30 days prior to the date fixed for redemption and prepayment of any Bonds, notice of redemption shall be mailed to each registered owner of a Bond to be redeemed; provided, however, that so long as the Bonds are registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), notice of redemption shall be given in accordance with the terms of the Blanket Issuer Letter of Representations executed by the District and DTC.

If less than all the Bonds of a maturity are called for redemption while the Bonds are registered in the name of Cede & Co., the District or the Bond Registrar designated below will notify DTC of the particular amount of such maturity to be prepaid. DTC will determine by lot the amount of each participant's interest in such maturity to be redeemed and each participant will then select by lot the beneficial ownership interest in such maturity to be redeemed. If less than all the Bonds of a maturity are called for redemption and the Bonds are not registered in the name of Cede & Co., the Bond Registrar will determine by lot or other manner deemed fair, the amount of each maturity to be redeemed. All prepayments shall be at a price equal to the principal amount thereof plus accrued interest. If any Bond is redeemed in part, upon surrender of the Bond being redeemed, the District shall deliver or cause to be delivered to the registered owner of such Bond, a Bond in like form in the principal amount equal to that portion of the Bond so surrendered not being redeemed.

The District has qualified the Bonds for participation in the State of Minnesota program to preclude default of school district debt, pursuant to Minnesota Statutes, Section 126C.55. If the District is unable to make any portion of the principal or interest payments on the Bonds as they become due, the State of Minnesota has agreed to make such payment in the District's place.

The Bonds of this series are issued as fully registered bonds without coupons, in the denomination of \$5,000 or any integral multiple thereof. Subject to the limitations set forth in the Resolution, the District will, at the request of the registered owner, issue one or more new fully

registered bonds in the name of the registered owner in the aggregate principal amount equal to the unpaid principal balance of this Bond, all of like tenor except as to number and principal amount. Subject to the limitations set forth in the Resolution, this Bond is transferable by the registered owner hereof upon surrender of this Bond for transfer at the principal corporate office of the Bond Registrar, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Bond Registrar and executed by the registered owner hereof or the owner's attorney duly authorized in writing. Thereupon the District shall execute and the Bond Registrar shall authenticate and deliver, in exchange for this Bond, one or more new fully registered bonds in the name of the transferee of an authorized denomination, an aggregate principal amount equal to the unpaid principal amount of this Bond, of the same maturity, and bearing interest at the same rate. No service charge shall be made for any transfer or exchange hereinbefore referred to, but the District may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith.

IT IS CERTIFIED AND RECITED that all acts and conditions required by the laws and the Constitution of the State of Minnesota to be done and to exist precedent to and in the issuance of this Bond, in order to make it a valid and binding general obligation of the District in accordance with its terms, have been done and do exist in form, time and manner as so required; that all taxable property within the limits of the District is subject to the levy of ad valorem taxes to the extent needed to pay the principal hereof and the interest hereon when due, without limitation as to rate or amount and that the issuance of this Bond does not cause the indebtedness of the District to exceed any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Resolution until the Bond Registrar's Authentication Certificate hereon shall have been executed by the Bond Registrar by one of its authorized representatives.

IN WITNESS WHEREOF, Independent School District No. 709, St. Louis County, Minnesota, by its governing body, has caused this Bond to be executed in its name by the manual or facsimile signature of the Chair and attested by the manual or facsimile signature of the Clerk.
Section 4. Covenants, Accounts and Tax Levies.

4.01 Debt Service Fund. A. For the convenience and proper administration of the monies to be borrowed and repaid on the Bonds and to provide adequate and specific security for the Purchaser and holders from time to time of the Bonds, there is hereby created a special account to be designated the 2010 General Obligation School Building Refunding Bonds Debt Service Fund (the "Debt Service Fund") within the District's Debt Service Fund to be administered and maintained by the Treasurer as a bookkeeping fund separate and apart from all other funds maintained in the official financial records of the District. The Debt Service Fund shall be maintained in the manner herein specified until all of the Bonds and interest thereon have been fully paid. There shall be maintained in the Debt Service Fund two separate accounts, to be designated the Prepayment Account and the Debt Service Account.

B. Debt Service Account. There is pledged and appropriated and there shall be credited to the Debt Service Account: (i) the Accrued Interest in the amount of 11,236.81 and the rounding amount of \$610.19; (ii) the ad valorem taxes hereinafter levied; (iii) all funds remaining in the 2001 General Obligation School Building Refunding Bonds Debt Service Fund (the "Prior Debt Service Fund") created by the District's resolution dated October 30, 2001, authorizing the issuance and sale of the 2001 Bonds (the "Prior Resolution") after redemption of the Refunded Bonds on the Redemption Date; (iv) any and all other monies which are properly available and are appropriated by the governing body of the District to the Debt Service Account; and

(v) investment earnings on the monies identified in the foregoing clauses (i) through (iv). The proceeds of the Bonds described in clause (i) of the preceding sentence shall be used for payment of interest on the Bonds.

The money in such account shall be used for no purpose other than the payment of principal and interest and redemption premium, if any, on the Bonds and any other general obligation bonds of the District hereafter issued by the District and made payable from said account as provided by law; provided, however, that if any payment of principal or interest shall become due when there is not sufficient money in the Debt Service Account, the Treasurer shall pay the same from any other fund of the District, which fund shall be reimbursed from the Debt Service Account when the balance therein is sufficient.

C. Prepayment Account. On receipt of the purchase price of the Bonds, the District shall credit (a) proceeds from the sale of the Bonds less amounts allocated to accrued interest paid by the Purchaser upon closing and delivery of the Bonds (the "Accrued Interest") and the rounding amount to the Prepayment Account. From the Prepayment Account there shall be paid the amount necessary to pay the Refunded Bonds in full on the Redemption Date and pay all costs and expenses of issuing the Bonds including, but not limited to, costs of legal, financial advisory, and other professional services, printing and publication costs; and the monies in said account shall be used for no other purpose except as otherwise provided by law.

D. Prior Debt Service Fund. Upon redemption of the Refunded Bonds on the Redemption Date, the Prior Debt Service Fund shall be terminated, and all monies remaining therein not required to refund the Refunded Bonds shall be transferred to the Debt Service Account. All ad valorem taxes levied under the Prior Resolution and collected after the Redemption Date shall be deposited in the Debt Service Account.

E. The construction fund created by the Prior Resolution has been terminated and no monies remain therein.

4.02 To provide monies for payment of principal and interest on the Bonds when due, there is hereby levied a direct annual irrevocable ad valorem tax upon all taxable property in the territory of the District as direct, annual ad valorem taxes to be spread upon the tax rolls and collected with and as part of other general property taxes in the territory of the District. Said levies are for the years and in the amounts set forth in Attachment A hereto, which is incorporated by reference as though fully set forth herein. The tax levies are such that if collected in full they will produce between five and six percent in excess of the amount needed to meet when due the principal and interest payments on the Bonds. The tax levies shall be irrevocable so long as any of the Bonds are outstanding and unpaid; provided, however, that on November 30 of each year, while any Bonds remain outstanding, the District shall reduce or cancel the above levies to the extent of funds available in the Debt Service Account to pay principal and interest due during the ensuing year, and shall direct the County Auditor to reduce the levy for such calendar year by that amount.

4.03 The School Board hereby covenants and obligates itself to be bound by the provisions of Minnesota Statutes, Section 126C.55. The School Board covenants to deposit with the Bond Registrar as paying agent three business days prior to any Interest Payment Date an amount sufficient to make the payment of principal and interest due or to notify the State of Minnesota Commissioner of Education not less than 15 working days prior to such Interest Payment Date that it is unable to make all or a portion of the payment due on such Interest Payment Date. All actions of the Chair, Clerk, District staff and Northland Securities, Inc. to qualify the Bonds under such program are ratified and approved.

4.04 It is hereby determined that upon the receipt of the proceeds of the Bonds (the "Proceeds") for payment of the Refunded Bonds that an irrevocable appropriation to the Prior Debt Service Fund shall have been made within the meaning of Section 475.61, Subdivision 3 of the Act and the Clerk is hereby authorized and directed to certify such fact to and request the County Auditor to cancel any and all tax levies made by the Prior Resolution, except for the levy for taxes payable in 2010 which shall be deposited in the Debt Service Account.

4.05 Investments. Monies on deposit in the Prepayment Account and in the Debt Service Account may, at the discretion of the Treasurer, be invested in securities permitted by Minnesota Statutes, Chapter 118A, that any such investments shall mature at such times and in such amounts as will permit for payment of project costs and/or payment of the principal and interest on the Bonds when due.

Section 5. Refunding; Findings; Redemption of Refunded Bonds.

5.01 It is hereby found and determined that based upon information presently available from the District's financial advisors, as of the date of the issuance of the Bonds, the issuance of the Bonds will result in a reduction of debt service cost to the District. The Bonds are being sold less than six months prior to the date the Refunded Bonds mature or are called for prepayment and redemption.

5.02 It is hereby found and determined that the Proceeds and Funds available and appropriated to the Prior Debt Service Fund will be sufficient to prepay all of the principal and interest on the Refunded Bonds to and including the Redemption Date and to prepayment of the Refunded Bonds due by reason of redemption on the Redemption Date.

5.03 The Refunded Bonds shall be redeemed and prepaid in accordance with their terms and in accordance with the terms and conditions set forth in the form of Notice of Call for Redemption attached hereto as Attachment B, which terms and conditions are hereby approved and incorporated herein by reference. The Clerk or her designee is hereby authorized and directed to forthwith, no later than one month prior to the Redemption Date, to send written notice of call to the registered owners and paying agent of the Refunded Bonds in accordance with their terms and the terms of the Representation Letter, all of which terms and conditions are hereby approved and incorporated herein by reference.

5.04 When the principal of the Refunded Bonds and all interest thereon have been discharged as provided in this Section, all pledges, covenants and other rights granted by this Resolution to the holders of the Refunded Bonds shall cease, except that the pledge of the full faith and credit of the District for the prompt and full payment of the principal and interest on the Refunded Bonds shall remain in full force and effect.

Section 6. Tax Covenants.

6.01 The District covenants and agrees with the holders of the Bonds that the District will (i) take all action on its part necessary to cause the interest on the Bonds to be exempt from federal income taxes including, without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the Bonds and investment earnings thereon, making required payments to the federal government, if any, and maintaining books and records in a specified manner, where appropriate, and (ii) refrain from taking any action which would cause interest on the Bonds to be subject to federal income taxes, including, without limitation, refraining from spending the proceeds of the Bonds and investment earnings thereon on certain specified purposes.

6.02 A. No portion of the proceeds of the Bonds shall be used directly or indirectly to acquire higher yielding investments or to replace funds which were used directly or indirectly to

acquire higher yielding investments, except (i) for a reasonable temporary period until such proceeds are needed for the purpose for which the Bonds were issued, and (ii) in addition to the above, in an amount not greater than the lesser of five percent of the proceeds of the Bonds or \$100,000. To this effect, any proceeds of the Bonds and any sums from time to time held in the Debt Service Fund (or any other District account which will be used to pay principal and interest to become due on the Bonds) in excess of amounts which will be used to pay principal and interest to become due on the Bonds) in excess of amounts which under the applicable federal arbitrage regulations may be invested without regard as to yield shall not be invested at a yield in excess of the applicable yield restrictions imposed by the arbitrage regulations on such investments after taking into account any applicable temporary periods of minor portion made available under the federal arbitrage regulations.

B. In addition, the proceeds of the Bonds and money in the Debt Service Fund shall not be invested in obligations or deposits issued by, guaranteed by or insured by the United States or any agency or instrumentality thereof if and to the extent that such investment would cause the Bonds to be federally guaranteed within the meaning of Section 149(b) of the Internal Revenue Code of 1986, as amended (the "Code").

C. The District hereby covenants not to use the proceeds of the Bonds, or to cause or permit them to be used, in such a manner as to cause the Bonds to be "private activity bonds" within the meaning of Sections 103 and 141 through 150 of the Code.

6.03 A. For purposes of qualifying for the 6-month spending exceptions to the federal arbitrage rebate requirement set forth in Section 148(f)(4)(B) of the Internal Revenue Code of 1986, as amended (the "Code"), the District hereby finds, determines and declares that the proceeds of the Refunded Bonds have been totally expended for the governmental purpose for which the Refunded Bonds were issued; within six months of the date of issue of the Bonds, the gross proceeds of the Bonds will be totally expended for the purpose of prepaying and redeeming the Refunded Bonds and paying costs of issuance of the Bonds; therefore, no rebate of arbitrage profit is required under the Code.

B. The District shall use its best efforts to comply with any federal procedural requirements which may apply in order to effectuate the designation made by this Section.

Section 7. Defeasance.

7.01 When all Bonds and all interest thereon have been discharged as provided in this paragraph, all pledges, covenants and other rights granted by this Resolution to the holders of the Bonds shall cease, except that the pledge of the full faith and credit of the District for the prompt and full payment of the principal of and interest on the Bonds shall remain in full force and effect. The District may discharge all Bonds which are due on any date by depositing with the Bond Registrar on or before that date a sum sufficient for the payment thereof in full. If any Bond should not be paid when due, it may nevertheless be discharged by depositing with the Bond Registrar designated in Section 2.05 hereof a sum sufficient for the payment thereof in full with interest accrued to the date of such deposit. The District may also at any time discharge and cause defeasance of the Bonds in their entirety by complying with the provisions of Section 475.67 of the Act, except that the funds deposited in escrow in accordance with said provisions may (to the extent permitted by law) but need not be, in whole or in part, proceeds of bonds as therein provided, without the consent of any bondholders.

Section 8. Certificate of Proceedings.

8.01 The Clerk is directed to file with the County Auditor a certified copy of this Resolution and such other information as the County Auditor may require, and to obtain from the

County Auditor a certificate stating that the Bonds herein authorized have been duly entered on his register.

8.02 The officers of the District are authorized and directed to prepare and furnish to the Purchaser of the Bonds and to bond counsel certified copies of all proceedings and records of the District relating to the authorization and issuance of the Bonds and other affidavits and certificates as may reasonably be requested to show the facts relating to the legality and marketability of the Bonds as such facts appear from the official books and records of the officers' custody or otherwise known to them. All of such certified copies, certificates and affidavits, including any heretofore furnished, constitute representations of the District as to the correctness of facts recited therein and the actions stated therein to have been taken.

8.03 The Chair and the Clerk are hereby authorized and directed to certify that they have examined the Official Statement prepared and circulated in connection with the issuance and sale of the Bonds and that to the best of their knowledge and belief the Official Statement is a complete and accurate representation of the facts and representations made therein as of the date of the Official Statement.

8.04 In the event of the absence or disability of the Chair or the Clerk, such officers or members of the School Board as in the opinion of the District's attorney may act in their behalf shall, without further act or authorization, execute and deliver the Bonds, and do all things and execute all instruments and documents required to be done or executed by such absent or disabled officers.

Section 9. Continuing Disclosure. The District acknowledges that the Bonds are subject to the continuing disclosure requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the "Rule"). The Rule governs the obligations of certain underwriters to require that issuers of municipal bonds enter into agreements for the benefit of the bondholders to provide continuing disclosure with respect to the bonds. To provide for the public availability of certain information relating to the Bonds and the security therefor and to permit underwriters of the Bonds to comply with the Rule, which will enhance the marketability of the Bonds, the Chair and the Clerk are hereby authorized and directed to execute a Continuing Disclosure Certificate substantially in the form of the Certificate currently on file in the office of the District.

ATTACHMENT A

\$8,785,000 GENERAL OBLIGATION SCHOOL BUILDING REFUNDING BONDS, SERIES
2010A
INDEPENDENT SCHOOL DISTRICT NO. 709

<i>Levy Year</i>	<i>Collection Year</i>	<i>Tax Levy</i>
2009	2010	\$1,893,730*
2010	2011	\$2,232,484
2011	2012	\$2,248,759
2012	2013	\$2,237,629
2013	2014	\$593,119
2014	2015	\$594,825

* To be paid from 2001 Bonds Tax Levy.

ATTACHMENT B

NOTICE OF CALL FOR REDEMPTION
Independent School District No. 709 (Duluth), Minnesota
\$13,710,000 General Obligation School Building Refunding Bonds, Series 2001B
Dated November 1, 2001

NOTICE IS HEREBY GIVEN that, by order of the School Board of Independent School District No. 709 (Duluth), Minnesota (the "Issuer"), there have been called for redemption and prepayment on March 30, 2010 (the "Redemption Date"), all outstanding bonds of the Issuer designated above, having stated maturity dates of February 1 in the years 2011 through 2016, both inclusive, totaling \$8,755,000 in outstanding principal amount, and with the following CUSIP numbers:

Certificate No.	Maturity (February 1)	Amount*	Rate	CUSIP No.**
R-7	2011	\$1,525,000	4.00%	264471 HG1
R-8	2012	\$1,910,000	4.10%	264471 HH9
R-9	2013	\$2,000,000	4.30%	264471 HJ5
R-10	2014	\$2,080,000	4.50%	264471 HK2
R-11	2015	\$605,000	4.60%	264471 HL0
R-12	2016	\$635,000	5.00%	264471 HM8

The Bonds are being called at a price of par plus accrued interest to the Redemption Date, on which date all interest on said Bonds will cease to accrue. Holders of the Bonds hereby called for redemption are requested to present their Bonds for payment at the office of U.S. Bank National Association, formerly known as U.S. Bank Trust National Association, Corporate Trust Services, Mailcode: EP-MN-WS3C, 60 Livingston Avenue, St. Paul, Minnesota 55107-2292, on or before the Redemption Date.

Important Notice: In compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001, federal backup withholding tax will be withheld at the applicable backup withholding rate in effect at the time of the payment by the redeeming institutions if they are not provided with your social security number or employer identification number, properly certified. This requirement is fulfilled by submitting a W-9 Form, which may be obtained at a bank or other financial institution.

* Indicates full call of stated maturity.

** Neither the Issuer nor the Bond Registrar/Paying Agent shall be responsible for the selection of or use of the CUSIP number, and no representation is made as to its correctness indicated in the Notice of Call for Redemption. CUSIP numbers are included solely for the convenience of the Holders.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2726- Resolution Providing For The Issuance, Sale And Delivery Of \$8,785,000 General Obligation School Building Refunding Bonds, Series 2010a, Of Independent School District No. 709; Establishing The Terms And Conditions Therefor; Directing Their Execution And Delivery; Creating A Debt Service Fund Therefor; And Awarding The Sale Thereof . Upon a vote taken, the same was approved – unanimously.

Member Wasson presented the resolution:

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY
OF A SECOND AMENDMENT TO INSTALLMENT PURCHASE CONTRACT AND
A SECOND SUPPLEMENT TO DECLARATION OF TRUST AND APPROVING
THE ISSUANCE, SALE AND DELIVERY OF \$2,620,000 FULL TERM REFUNDING
CERTIFICATES OF PARTICIPATION, SERIES 2010B**

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, Minnesota (the “District”), as follows:

Section 1. A. Pursuant to the authority contained in Minnesota Statutes, Section 126C.40, Subd. 6 (the “Act”), the District is authorized to purchase real property under an installment contract or may lease real property with an option to purchase under a lease purchase agreement for any instructional purpose.

B. Under and pursuant to the Act and Resolution No. B-2-95-1573, adopted February 2, 1995 (the “1995 Resolution”), the District authorized the execution and delivery of an Installment Purchase Contract with First Trust National Association, now U.S. Bank National Association (the “Trustee”), dated March 1, 1995 (the “1995 Contract”), to provide for the acquisition, construction and equipping of a vocational technical school facility at Central High School on property legally described on Exhibit A hereto (the “Project”) through the issuance of \$6,500,000 Certificates of Participation, Series 1995A (Installment Purchase Contract), dated March 1, 1995 (the “1995 Certificates”), pursuant to a Declaration of Trust between the Trustee and the District, dated March 1, 1995 (the “1995 Declaration”).

C. Under and pursuant to the Act, Minnesota Statutes, Section 475.67, Subdivisions 1 through 4 and Resolution No. B-10-01-2074, adopted October 16, 2001, the District determined that it was necessary, in order to reduce debt service costs, to refinance the 1995 Certificates through the issuance of refunding certificates of participation.

D. Under and pursuant to the Act and Resolution No. B-10-01-2077, adopted October 30, 2001 (the “2001 Resolution”), the District authorized the execution and delivery of (i) an Amendment to Installment Purchase Contract with the Trustee, dated November 1, 2001 (the “First Amendment to Contract”); (ii) a Supplement to Declaration of Trust with the Trustee, dated November 1, 2001 (the “First Supplement to Declaration”); and (iii) \$5,885,000 Refunding Certificates of Participation (the “2001 Certificates”) to refund in advance of maturity the 1995 Certificates maturing on and after March 1, 2002.

E. Under and pursuant to the Act, Minnesota Statutes, Section 475.67, Subdivisions 1 through 4 and Resolution No. B-1-10-2721, adopted January 19, 2010, the District determined that it is necessary, in order to reduce debt service costs, to refinance the 2001 Certificates through the issuance of refunding certificates of participation.

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F. The School Board hereby determines that the District will issue its \$2,620,000 Full Term Refunding Certificates of Participation, Series 2010B, dated March 1, 2010 (the “2010 Certificates”), to provide funds to prepay, on a current refunding basis, the March 1, 2011 through March 1, 2015 maturities of the District’s 2001 Certificates on March 30, 2010 (the “Redemption Date”).

G. Forms of the following documents relating to the refinancing have been prepared and submitted to the School Board:

(1) the Second Amendment to Installment Purchase Contract (the “Second Amendment to Contract”) proposed to be made and entered into between the Trustee and the District, to provide for the payment of the principal and interest on the 2010 Certificates (the 1995 Contract, the First Amendment to Contract and the Second Amendment to Contract are collectively referred to herein as the “Contract”); and

(2) the Second Supplement to the Declaration of Trust (the “Second Supplement to Declaration”) proposed to be made and entered into between the District and the Trustee, which provides for the issuance of the 2010 Certificates, the terms thereof and the security therefor (the 1995 Declaration, the First Supplement to Declaration and the Second Supplement to Declaration are collectively referred to herein as the “Declaration”).

Section 2. A. Northland Securities, Inc., financial consultant to the District, has given notification to at least five firms determined by Northland Securities, Inc. to be prospective bidders on the 2010 Certificates at least two days (omitting Saturdays, Sundays, and legal holidays) before the date set for receipt of bids on the 2010 Certificates.

B. The District has solicited bids for the sale of the 2010 Certificates and an offer has been received from Hutchinson, Shockey, Erley & Co. of Chicago, Illinois (the “Purchaser”), to purchase the 2010 Certificates at a cash price of \$2,600,350.00, plus accrued interest on the total principal amount from March 1, 2010, to the date of delivery and upon condition that the 2010 Certificates mature and bear interest as follows and are payable at the times and on the terms set forth in the Second Amendment to Contract and the Second Supplement to Declaration.

The District, after due consideration, finds such offer reasonable and proper and the offer of the Purchaser is hereby accepted. The Chair and the Clerk are authorized to execute on the part of the District a contract for the sale of the 2010 Certificates in accordance with the Purchaser’s proposal. All actions of the Chair and the Clerk with regard to the sale of the 2010 Certificates are hereby ratified and approved.

C. The 2010 Certificates to be issued shall mature on March 1 in the respective years and amounts stated and shall bear interest at the annual rates as follows:

Year	Amount	Interest Rate
2011	\$500,000	1.50%
2012	\$510,000	1.50%
2013	\$520,000	2.00%
2014	\$540,000	2.10%
2015	\$550,000	2.30%

D. The 2010 Certificates maturing in the year 2011 shall not be subject to redemption

and prepayment before maturity, but those maturing in the year 2012 and in subsequent years shall be subject to redemption and prepayment at the option of the District on September 1, 2011, and on any date thereafter, in whole or in part, and if in part, at the option of the District and in such manner as the District shall determine at a price of par plus accrued interest to the date of redemption, as provided for in the Second Supplement to Declaration.

Section 3. It is hereby found, determined and declared by the School Board that:

A. It is desirable and in the best interests of the District to enter into the Second Amendment to Contract and the Second Supplement to Declaration;

B. The terms of the Second Amendment to Contract and the Second Supplement to Declaration are found to be advantageous to the District and are hereby approved; and

C. The installment payments under the Contract, as amended, are absolute and unconditional as provided for in Article III of the Contract and are not subject to annual appropriation of the District.

Section 4. It is hereby found and determined, based upon information presently available from the District's financial advisors, that:

A. The issuance of the 2010 Certificates will result in a reduction of debt service cost to the District and thus a reduction of installment payments under the Contract;

B. The proceeds of the 2010 Certificates will be sufficient to pay the interest coming due on the 2001 Certificates on the Redemption Date, and to prepay and redeem the principal of the 2001 Certificates maturing on and after March 1, 2011, on the Redemption Date; and

C. The Chair and the Clerk are hereby authorized and directed to provide the certification and notice of call for redemption and other documents required under the Declaration for the prepayment and redemption of the 2001 Certificates. The notice of call for redemption shall be in substantially the form set forth on Exhibit C hereto.

Section 5. A. For the prompt and full payment of the installment payments under the Contract when due, there is hereby levied a direct, annual, ad valorem tax, as an additional capital expenditure levy pursuant to Minnesota Statutes, Section 126C.40 and other laws, upon all taxable property within the District which shall be extended upon the tax rolls and collected with and as part of the other general property taxes in the District for the years and in the amounts set forth on Exhibit B hereto. Such levy amends and is in substitution for the levy authorized by the 2001 Resolution.

B. The District maintains a Debt Service Fund on its books and records. A separate account is hereby created within the Debt Service Fund and is designated as the "2010B Installment Purchase Contract Account" (the "Contract Account"). The tax levies provided for in this Section 5 are hereby pledged to, and shall be used for no purpose other than, the payment of installment payments under the Contract; provided, however, that if any such installment payment shall become due when there is not sufficient money in the Contract Account, the Treasurer shall pay the same from any other funds of the District and said funds shall be reimbursed for such advance out of the proceeds of the taxes herein levied or appropriated.

C. Such tax levies shall be irrevocable as long as the Contract remains in effect; provided, however, that by November 30 of each year, while the 2010 Certificates are outstanding, the District may reduce or cancel the above levies to the extent of (i) the amount which has been appropriated by the School Board to and deposited in the Contract Account to pay installment payments under the Contract, which otherwise would have been paid by such tax levy; plus (ii) any

additional amount which is on deposit in the Contract Account and available to pay the installment payments under the Contract, which otherwise would have been paid by such tax levy. Thereafter the District may direct the County Auditor to reduce the levy for such year by that amount.

Section 6. The Second Amendment to Contract and the Second Supplement to Declaration are hereby approved. The Chair and the Clerk are hereby authorized and directed to execute and deliver the Second Amendment to Contract and the Second Supplement to Declaration substantially in the forms now on file with the Clerk, with such necessary and appropriate omissions, modifications, insertions and additions as do not materially affect the substance of the transaction, consistent with the Act, as the Chair in his discretion shall determine. The execution of the Second Amendment to Contract and the Second Supplement to Declaration by the Chair, with the advice of the Attorney for the District, shall be conclusive evidence of such determination. All of the provisions of the Second Amendment to Contract and the Second Supplement to Declaration, when executed and delivered as authorized herein, shall be deemed to be a part of this Resolution as fully and to the same extent as if incorporated herein and shall be in full force and effect from the date of execution and delivery thereof. The District approves the 2010 Certificates being registered as depository obligations with The Depository Trust Company, New York, New York, as set forth in the Second Supplement to Declaration.

Section 7. The Chair and the Clerk are hereby authorized to execute and deliver, on behalf of the District, such other documents as are necessary or appropriate in connection with the Second Amendment to Contract and the Second Supplement to Declaration, and the issuance, sale and delivery of the 2010 Certificates.

Section 8. All covenants, stipulations, obligations and agreements of the District contained in this Resolution, the Second Amendment to Contract and the Second Supplement to Declaration shall be deemed to be the covenants, stipulations, obligations and agreements of the District to the full extent authorized or permitted by law, and all such covenants, stipulations, obligations and agreements shall be binding upon the District upon execution and delivery of such documents. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the District or its officers by the provisions of this Resolution or of the aforementioned documents to be executed and delivered by the District shall be executed or performed by the District or by such officers of the District, or such board, body, authority or agency thereof as may be required by law to exercise such powers and to perform such duties.

Section 9. Except as herein otherwise expressly provided, nothing in this Resolution or in the Second Amendment to Contract or the Second Supplement to Declaration, expressed or implied, is intended or shall be construed to confer upon any person or firm or corporation, other than the District, the Trustee, the Purchaser, or any holder of the 2010 Certificates issued under the provisions of this Resolution, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any provision hereof, that the aforementioned documents and all of their provisions being intended to be and being for the sole and exclusive benefit of the District, the Trustee, the Purchaser, and any holder from time to time of the 2010 Certificates issued under the provisions of this Resolution.

Section 10. The officers and other agents or employees of the District are hereby authorized to do all acts and things required of them by or in connection with this Resolution, the Second Amendment to Contract, the Second Supplement to Declaration and the 2010 Certificates for the full, punctual and complete performance of all the terms, covenants and agreements contained in the 2010 Certificates, the aforementioned documents and this Resolution.

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Section 11. In the event any of the officers of the District authorized to execute the documents on behalf of the District under this Resolution shall for any reason be unable to do so, any other officer of the District authorized to act for such designated officer is hereby directed and authorized to do so on behalf of the District with the same effect as if executed by the officer authorized to do so in this Resolution.

Section 12. All actions of the members, officers, employees and staff of the District heretofore taken and in furtherance of this financing are hereby approved, ratified and confirmed.

Section 13. A. The Clerk of the District is directed to file in the office of the County Auditor of St. Louis County a certified copy of this Resolution and such other information as the County Auditor may require, and to obtain from the County Auditor a certificate stating that the 2010 Certificates herein authorized have been duly entered on his register.

B. The Chair, the Clerk, the Treasurer and other officers of the District are authorized and directed to prepare and furnish, with regard to the issuance of the 2010 Certificates, certified copies of all proceedings and records of the District relating to the 2010 Certificates and such other affidavits, certificates and opinions as may be required to show the facts relating to the legality, tax exemption and marketability of the 2010 Certificates as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; that all such certified copies, certificates, affidavits and opinions, including any heretofore furnished, shall constitute representations of the District as to the truth of all statements made by the District and contained herein.

Section 14. The School Board has covenanted and has obligated itself in Resolution No. B-1-10-2721 to be bound by the provisions of Minnesota Statutes, Section 126C.55. The School Board hereby reaffirms such covenants and obligations.

Section 15. The District hereby authorizes the circulation of the Official Statement in connection with the sale and delivery of the 2010 Certificates.

Section 16. Tax Covenants.

A. The District covenants and agrees with the holders of the 2010 Certificates that the District will (i) take all action on its part necessary to cause the interest on the 2010 Certificates to be exempt from federal income taxes including, without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the 2010 Certificates and investment earnings thereon, making required payments to the federal government, if any, and maintaining books and records in a specified manner, where appropriate, and (ii) refrain from taking any action which would cause interest on the 2010 Certificates to be subject to federal income taxes, including, without limitation, refraining from spending the proceeds of the 2010 Certificates and investment earnings thereon on certain specified purposes.

B. No portion of the proceeds of the 2010 Certificates shall be used directly or indirectly to acquire higher yielding investments or to replace funds which were used directly or indirectly to acquire higher yielding investments, except (i) for a reasonable temporary period until such proceeds are needed for the purpose for which the 2010 Certificates were issued, and (ii) in addition to the above, in an amount not greater than the lesser of five percent of the proceeds of the 2010 Certificates or \$100,000. To this effect, any proceeds of the 2010 Certificates and any sums from time to time held in the Contract Revenue Fund by the Trustee (or the Contract Account or any other District account which will be used to pay principal and interest to become due on the 2010 Certificates) in excess of amounts which under the applicable federal arbitrage regulations may be invested without regard as to yield shall not be invested at a yield in excess of the

applicable yield restrictions imposed by the arbitrage regulations on such investments after taking into account any applicable temporary periods of minor portion made available under the federal arbitrage regulations. In addition, the proceeds of the 2010 Certificates and money in the Contract Revenue Fund shall not be invested in obligations or deposits issued by, guaranteed by or insured by the United States or any agency or instrumentality thereof if and to the extent that such investment would cause the 2010 Certificates to be federally guaranteed within the meaning of Section 149(b) of the Internal Revenue Code of 1986, as amended (the "Code").

C. Six-Month Spending Exemption to Rebate. The District expects all proceeds of the 2010 Certificates will be spent within six months of the date of closing and delivery of the 2010 Certificates and no rebate of arbitrage profits will be required. In the event proceeds of the 2010 Certificates are not so spent, the District will compute and cause the payment to the United States of all amounts required under the rebate requirement of Section 148(f) of the Code and the Regulations issued thereunder.

Section 17. Continuing Disclosure. The District acknowledges that the 2001 Certificates are subject to the continuing disclosure requirements of Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934 (17 C.F.R. § 240.15c2-12) (the "Rule"). The Rule governs the obligations of certain underwriters to require that issuers of municipal bonds enter into agreements for the benefit of the bondholders to provide continuing disclosure with respect to the bonds. To provide for the public availability of certain information relating to the 2010 Certificates and the security therefor and to permit underwriters of the 2010 Certificates to comply with the Rule, which will enhance the marketability of the 2010 Certificates, the Chair and the Clerk are hereby authorized and directed to execute a Continuing Disclosure Certificate substantially in the form of the Certificate currently on file in the office of the District.

EXHIBIT A **Project Site Legal Description**

Commencing at the Southeast corner of Section 21, Township 50 North, Range 14 West of the Fourth Principal Meridian; thence North 05 degree 00 minutes 00 seconds West (assumed bearing) along the East line of said Section 21 a distance of 410.24 feet; thence North 89 degrees 57 minutes 00 seconds West 451.75 feet; thence North 05 degrees 00 minutes 00 seconds West 275.00 feet to the POINT OF BEGINNING; thence North 19 degrees 24 minutes 00 seconds East 649.90 feet; thence North 53 degrees 31 minutes 51 seconds East 746.25 feet; thence South 00 degrees 28 minutes 57 seconds West 232.48 feet; thence Southerly along a tangential curve concave to the West having a radius of 993.01 feet, and a central angle of 34 degrees 51 minutes 37 seconds for a distance of 604.17 feet; thence South 48 degrees 39 minutes 20 seconds East 200.00 feet; thence South 73 degrees 17 minutes 13 seconds East 425.17 feet to the POINT OF BEGINNING and there terminating.

Containing 457,602 sq. ft. or 10.50 acres.

Together with an easement for ingress from and egress to the Central Entrance highway over and across the existing private roadway, a portion of which abuts the above-described premises on the northwest; and

Together with an easement for public utility purposes over and across the lands of the Grantor to the above-described premises, together with the right to use the existing utility lines and conduits in common with Grantor.

EXHIBIT B

Tax Levy Schedule

Levy Year	Collection Year	Tax Levy
2009	2010	\$549,540.00
2010	2011	\$552,040.00
2011	2012	\$554,390.00
2012	2013	\$563,990.00
2013	2014	\$562,650.00

The 2009 Tax Levy (collect 2010) for the 2001 Certificates included sufficient funds to pay the September 1, 2010 and March 1, 2011 Installment Payments on the 2010 Certificates in the amount of \$549,540.00

EXHIBIT C

NOTICE OF CALL FOR REDEMPTION

\$5,885,000 Refunding Certificates of Participation, Series 2001
(Installment Purchase Contract)
of Independent School District No. 709 (Duluth), Minnesota
dated November 1, 2001

NOTICE IS HEREBY GIVEN that, by order of Independent School District No. 709 (Duluth), Minnesota (the "District"), there have been called for redemption and prepayment on March 30, 2010 (the "Redemption Date"), all outstanding obligations of the District designated as the \$5,885,000 Refunding Certificates of Participation, Series 2001 (Installment Purchase Contract), dated November 1, 2001, having stated maturity dates of March 1 in the years 2011 through 2015, both inclusive, totaling \$2,560,000 in outstanding principal amount, and with the following CUSIP numbers:

Maturity (March 1)	Amount*	Rate	CUSIP**
2011	\$460,000	4.00%	264474 BE 6
2012	\$485,000	4.20%	264474 BF 3
2013	\$510,000	4.35%	264474 BG 1
2014	\$540,000	4.50%	264474 BH 9
2015	\$565,000	4.65%	264474 BJ 5

The Certificates are being called at a price of par plus accrued interest to the Redemption Date, on which date they will cease to bear interest. Holders of the Certificates hereby called for redemption should present their Certificates for payment to U.S. Bank National Association (f/k/a U.S. Bank Trust National Association), Corporate Trust Services, Mailcode: EP-MN-WS3C, 60 Livingston Avenue, St. Paul, Minnesota 55107-2292, on or before the Redemption Date. It is recommended that you mail your certificate registered or certified mail to guard against loss.

Important Notice: In compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001, federal backup withholding tax will be withheld at the applicable backup withholding rate in effect at the time of the payment by the redeeming institutions if they are not provided with your social security number or federal employer identification number, properly certified. This requirement is fulfilled by submitting a W-9 Form, which may be obtained at a bank or other financial institution.

* Indicates full call of stated maturity.

** Neither the District nor the Bond Registrar/Paying Agent shall be responsible for the selection of or use of the CUSIP number, and no representation is made as to its correctness indicated in the Notice of Call for Redemption. CUSIP numbers are included solely for the convenience of the Holders.

B-2-10-2727

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M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2727- Resolution Authorizing The Execution And Delivery Of A Second Amendment To Installment Purchase Contract And A Second Supplement To Declaration Of Trust And Approving The Issuance, Sale And Delivery Of \$2,620,000 Full Term Refunding Certificates Of Participation, Series 2010b . Upon a vote taken, the same was approved 5-2 As Follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

Member Wasson presented the resolution:

RESOLUTION

Adoption of the Considerations and Investments for the Fiscal Year 2011 Budget

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the attached considerations and investments for the fiscal year 2011 budget as presented to the School Board, be adopted.

B-10-2-2828

February 23, 2010

FY 2011 Budget Considerations CONTINUING OPTIONS February 23, 2010

Eliminate ROTC Program	32,000
Transition to two high schools (accepted/implemented 12/15/09)	1,300,000
Grant/Nettleton@Nettleton	255,000
Reduce Non-Certified Staffing Levels	1,392,000
Review Residential Programs	200,000
Ensure Habitat Program is cost neutral	130,000
Ensure Gifted & Talented Program is cost neutral	60,000
Increase Revenue from OPEB Levy	351,000

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Maximize budget impact of all ARRA Funds (one-time \$)	600,000
Reimbursement from Food Service (Fund 2)	100,000
Operational Efficiency (Payroll Changes, Etc.)	50,000
Cap Overtime budget	30,000
TOTAL	4,500,000

B-2-10-2728

February 23, 2010

Board discussion took place on the budget considerations as follows: Costs of contracts being negotiated, health care costs, and possible bus pass usage savings, technology costs, Non Certified cuts and who it will affect, where money comes from for Smart Boards, and Elimination of RTOC program background.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2728- Adoption of the Considerations and Investments for the Fiscal Year 2011 Budget. Upon a vote taken, the same was approved 5-2 As Follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

Member Wasson presented the resolution:

RESOLUTION (Original version)

Resolution to Appoint a Citizen Advisory Committee for the Red Plan Plus Facilities Plan

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the Duluth School Board appoint a Citizen Advisory Committee for the Red Plan Plus Facilities Plan.

M-Johnston, S-Glass, to add language Member Johnston provided prior to the board meeting (as below):

Resolution to appoint a Special Committee for the Red Plan Plus (Member Johnston's Amendment)

This Committee will consist of the following:

Appointee from the Duluth Mayor's office; appointee from the Duluth City Council; appointee from the local Legislator; two members from the ISD 709 School Board; one member of the ISD 709 administration; one members selected from the Red Plan Plus citizen group; one member selected from the Central Hillside Community group.

This special committee is charged with coming up with an assessment of the feasibility of the Red Plan Plus, the impact on the community, the impact on students and parents, the suitability of Central High school, review the costs to change the schools; and public opinion. The committee will conduct public hearings at the Central High school. Other actions can be taken to complete

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their charge. The Committee will report its recommendation to the school board on the April regular meeting.

This Committee is appointed under the authority of School Board Operations Policy 8015.

B-2-10-2731

February 23, 2010

Member Johnson explained why he put this resolution on the agenda.

Upon a vote on the amended language proposed by Member Johnston, the same was approved – unanimously.

M-Wasson, S-Seliga Punyko, to amend the resolution to read as follows:

Amendment to Resolution B-2-10-2731 as proposed by Member Wasson:

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the Duluth School Board amend the Long-Range Facilities Plan to transfer secondary school operations from two middle schools and two high schools to three grade 7-12 campuses, located on the Denfeld, Central and Ordean campuses starting in the 2013-14 school year; and

BE IT FURTHER RESOLVED that further work on the Wheeler North and East sites be suspended, and district staff and attorneys will enter negotiations with contractors to arrive at reasonable damages for cancelling contractual obligations; and

BE IT FURTHER RESOLVED that district staff will create a committee of middle school teachers to develop a plan for terminating the current middle school curriculum, and begin to develop a new grade 6 and grade 7-8 curriculum for school year 2011-12; and

BE IT FURTHER RESOLVED that a committee of three Board members will be appointed to begin negotiations with the Duluth Federation of Teachers for contract changes necessary to terminate middle schools and reassign teachers under the new model; and

BE IT FURTHER RESOLVED that district staff will create a committee of parents, principals and secondary teachers to make recommendations to the school board for reductions in class offerings commensurate with a three high school, 900 student model; and

BE IT FINALLY RESOLVED that staff prepare the resolutions needed to conduct bond and operating levy referenda this fall to fund the additional district costs from this amendment to the Long-Range Facilities Plan.

Member Johnston indicated that the motion was out of order and not germane to the agenda item. Chair Grover ruled that the motion was germane. Member Johnston appealed Chair Grover's ruling.

Upon a vote to uphold Chair Grover's ruling that the motion is germane to the agenda item, the same was approved 4-3 as follows:

Yea: Cameron, Grover, Seliga Punyko, Wasson

Nay: Glass, Johnston, Kasper

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Member Grover stated that the proposed language by Member Wasson would replace the language that member Johnston suggested. Discussion continued on the relevancy of the motion.

Upon a vote on Member Wasson's amendment to the resolution, the same was approved 4-3 as follows:

Yea: Cameron, Grover, Seliga Punyko, Wasson

Nay: Glass, Johnston, Kasper

M-Wasson, S-Seliga Punyko, to approve Resolution B-2-10-2731 as amended by Member Wasson, the same failed 1-6 as follows:

Yea: Glass

Nay: Cameron, Grover, Johnston, Kasper, Seliga Punyko, Wasson

Member Johnston left the meeting at 11:30 PM

Member Wasson presented the resolution:

RESOLUTION

Resolution to Rescind Resolution B-12-09-2707

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that Resolution B-12-09-2707 – (Transfer of Funds), adopted December 15, 2009, be rescinded.

B-2-10-2732

February 23, 2010

Board discussion took place regarding the original resolution, how the transfer process works, and what actual savings are being used to repay the monies transferred. Discussion also took place about the need for support for a future operating levy.

Member Kasper indicated his concern with the actions by the board regarding Member Johnston's previous resolution.

M-Wasson, Cameron, to approve Resolution B-2-10-2732 - Resolution to Rescind Resolution B-12-09-2707 (Transfer of Funds) passed on December 15, 2009. Upon a vote taken, the same failed 2-4 as follows:

Yea: Glass, Kasper

Nay: Cameron, Grover, Seliga Punyko, Wasson

Absent: Johnston

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Member Wasson presented the resolution:

RESOLUTION

Resolution to Rescind Resolution B-12-09-2703

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that Resolution B-12-09-2703 – (Consolidating Schools), adopted December 15, 2009, be rescinded.

B-2-10-2733

February 23, 2010

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2733 - Resolution to Rescind Resolution B-12-09-2703 (Consolidating Schools) passed on December 15, 2009. Upon a vote taken, the same failed 1-5 as follows:

Yea: Glass

Nay: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION

Resolution to Rescind Resolution B-12-09-2704

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that Resolution B-12-09-2704 – (Working Drawings for the Western Middle School), adopted December 15, 2009, be rescinded.

B-2-10-2734

February 23, 2009

Member Glass indicated that he would like to postpone voting on these resolutions until Member Johnston could be included in the vote. Member Glass and Member Kasper indicated concerns with the site for workability, bussing, and the natural habitat.

M-Wasson, Seliga Punyko, to approve Resolution to Rescind Resolution B-12-09-2704 (Working Drawings for the Western Middle School) passed on December 15, 2009. Upon a vote taken, the same failed 2-4 as Follows:

Yea: Glass, Kasper

Nay: Cameron, Grover, Seliga Punyko, Wasson

Absent: Johnston

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Member Wasson presented the resolution:

RESOLUTION

Resolution to Rescind Resolution B-12-09-2706

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that Resolution B-12-09-2706 – (Wetland Project at the Western Middle School), adopted December 15, 2009, be rescinded.

B-2-10-2735

February 23, 2010

Member Glass indicated concerns with the wetland remediation.

M-Wasson, Cameron, to approve Resolution B-2-10-2735 - Resolution to Rescind Resolution B-12-09-2706 (Wetland Project at the Western Middle School) passed on December 15, 2009. Upon a vote taken, the same failed 2-4 as follows:

Yea: Glass, Kasper

Nay: Cameron, Grover, Seliga Punyko, Wasson

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION (original)

Resolution to Appoint a Citizen Advisory Committee for Morgan and Lincoln Park Plans

BE IT RESOLVED, by the School Board of Independent School District No. 709, St. Louis County, State of Minnesota, that the Duluth School Board appoint a Citizen Advisory Committee for Morgan and Lincoln Park Plans.

Resolution B-2-10-2736

February 23, 2010

M-Glass, S-Grover, to amend the resolution to include language from Member Johnston as below:

Resolution

Resolution B-2-10-2736 to appoint a Special Committee for assessing the Red Plan's impact on the Lincoln Park and Morgan Park communities.

This Committee will consist of the following: appointee from the Duluth Mayor's office; appointee from the Duluth City Council; appointee from the local Legislator; two members from the ISD 709 School Board; one member of the ISD 709 administration; two members of the Lincoln Park community group; two members of the Morgan Park community group;

This special committee is charged with coming up with an assessment of the Red Plan's closure of schools on the Lincoln Park and Morgan Park communities; the impact on students and parents,

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the suitability of the Morgan Park and Lincoln schools; public opinion; and a review of the cost to modernize the existing schools. The committee will conduct public hearings at the Lincoln Park school and at the Morgan Park school. Other actions can be taken to complete their charge.

The Committee will report its recommendations to the school board on the April regular meeting.

This Committee is appointed under the authority of School Board Operations Policy 8015.

Upon a vote on the amended language, the same was approved 6-0 as follows:

Yea: Cameron, Glass, Grover, Kasper, Seliga Punyko, Wasson

Absent: Johnston

Member Glass stated that the Lincoln and Morgan Park communities would like to see continued operations and further dialogue with the District.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2736 - Resolution to Appoint a Citizen Advisory Committee for Morgan and Lincoln Park Plans as amended. Upon a vote taken, the same was failed 2-4 as follows:

Yea: Glass, Kasper

Nay: Cameron, Grover, Seliga Punyko, Wasson

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION

Authorizing the Application for Conveyance of Tax Forfeited Land –
New West Middle School at the North Wheeler Site

WHEREAS, Minnesota Statute 123B.51 SCHOOLHOUSES AND SITES; USES FOR SCHOOL AND NONSCHOOL PURPOSES; CLOSINGS provides that the board may locate and acquire necessary sites of schoolhouses or enlargements, or additions to existing schoolhouse sites by lease, purchase or condemnation under the power of eminent domain; and

WHEREAS, School Board Resolution B-6-07-2452 directs, “the identification and negotiation of land to be acquired as identified in the RED Option. Options to purchase land may be secured where necessary to protect the district’s interests”. The RED Option calls for a New Western Middle School on a site to be determined; and

WHEREAS, the School Board by approving Resolution B-7-08-2558, selected the North Wheeler Site for the new Western Middle School; and

WHEREAS, there exist currently several parcels of Tax Forfeited Land that are of sufficient acreage in total to meet school site size guidelines of the State of Minnesota Department of Education, said parcels legally described on Exhibit A as attached hereto.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

The School Board hereby authorizes the Administration to make Application for Conveyance of

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this Tax Forfeited Land and hereby authorizes the School Board Chair to sign the applications and execute all other documents required for completing and closing these transactions.

B-2-10-2737

February 23, 2010

Member Glass asked about the tax forfeited lands. Kerry Leider, Facilities Management Supervisor gave a brief explanation on the property. Member Kasper suggested the District do research on these types of properties before purchasing them.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2737 - Authorizing the Application for Conveyance of Tax Forfeited Land - New West Middle School at the North Wheeler Site. Upon a vote taken, the same was approved 5-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION

Authorizing the Purchase of Real Property Located at 3309 Chestnut Street

WHEREAS, the School Board by Resolution B-6-07-2452 adopted a Long-range Facilities Plan for the District, and therein also directed the District's administrative staff to commence with the identification and negotiation of land to be acquired as identified in the Plan; and

WHEREAS, the Administration working with Johnson Controls and the District's Legal Counsel have identified property and negotiated terms to purchase the property described above; and

WHEREAS, said property will be used for school purposes including the purposes set forth in Minnesota Statute Section 123B.51.

NOW, THEREFORE, BE IT RESOLVED that the School Board hereby authorizes the purchase of real property located at 3309 Chestnut Street, Assessor's Parcel No. 010-0330-00870, further described as Lot 9, Block 6, Bryant Addition to Duluth, First Division, City of Duluth, in St. Louis County, and;

BE IT FURTHER RESOLVED that the School Board authorizes the School Board Chair to execute a purchase agreement and all other documents required for closing this purchase transaction.

B-2-10-2738

February 23, 2010

M-Wasson, Seliga Punyko, Resolution B-2-10-2738 - Authorizing the Purchase of Real Property Located at 3309 Chestnut Street. Upon a vote taken, the same was approved 5-1 As Follows:

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Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION

Authorizing the Purchase of Real Property Located at 3326 Vernon Street

WHEREAS, the School Board by Resolution B-6-07-2452 adopted a Long-range Facilities Plan for the District, and therein also directed the District's administrative staff to commence with the identification and negotiation of land to be acquired as identified in the Plan; and

WHEREAS, the Administration working with Johnson Controls and the District's Legal Counsel have identified property and negotiated terms to purchase the property described above; and

WHEREAS, said property will be used for school purposes including the purposes set forth in Minnesota Statute Section 123B.51.

NOW, THEREFORE, BE IT RESOLVED that the School Board hereby authorizes the purchase of real property located at 3326 Vernon Street, Assessor's Parcel No. 010-0350-00700, further described as the Northerly 101.28 feet of Westerly 40 feet of Lot 18, Block 5, Bryant Addition to Duluth, Third Division, City of Duluth, in St. Louis County, and;

BE IT FURTHER RESOLVED that the School Board authorizes the School Board Chair to execute a purchase agreement and all other documents required for closing this purchase transaction.

B-2-10-2739

February 23, 2010

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2739 - Authorizing the Purchase of Real Property Located at 3326 Vernon Street. Upon a vote taken, the same was approved 5-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Absent: Johnston

Member Wasson presented the resolution:

RESOLUTION

Authorizing the Purchase of Real Property Located at 3322 Vernon Street

WHEREAS, the School Board by Resolution B-6-07-2452 adopted a Long-range Facilities Plan for the District, and therein also directed the District's administrative staff to commence with the identification and negotiation of land to be acquired as identified in the Plan; and

WHEREAS, the Administration working with Johnson Controls and the District's Legal

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Counsel have identified property and negotiated terms to purchase the property described above; and

WHEREAS, said property will be used for school purposes including the purposes set forth in Minnesota Statute Section 123B.51.

NOW, THEREFORE, BE IT RESOLVED that the School Board hereby authorizes the purchase of real property located at 3322 Vernon Street, Assessor's Parcel No. 010-0330-00730, further described as Lot 1, Block 6, Bryant Addition to Duluth, First Division, City of Duluth, in St. Louis County, and;

BE IT FURTHER RESOLVED that the School Board authorizes the School Board Chair to execute a purchase agreement and all other documents required for closing this purchase transaction.

B-2-10-2741

February 23, 2010

Member Glass asked if board members could get an updated list of properties left to acquire.

M-Wasson, Seliga Punyko, to approve Resolution B-2-10-2741 – Authorizing the Purchase of Real Property Located at 3322 Vernon Street. Upon a vote taken, the same was approved 5-1 as follows:

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass

Absent: Johnston

M-Wasson, S-Seliga Punyko, to approve the remainder of the Business Committee as presented. Upon a vote taken, the same was approved 5-2 as follows: (voted on prior to Member Johnston leaving).

Yea: Cameron, Grover, Kasper, Seliga Punyko, Wasson

Nay: Glass, Johnston

**Other
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Member Glass stated that he needs direction on what the process is to get items on the agenda.

Chair Grover adjourned the regular school board meeting of February 23, 2010 at 12:40 a.m.