



The special meeting of the MSA Board of Directors was held on:
Tuesday July 16th, 2024
MSA Building A Room 4, 8430 Woodbury Crossing, Woodbury MN 55125.
MEETING MINUTES

1. BOD Organizational Meeting Call to Order by Chair at 5pm.

2. Roll Call of Members

Name	Present/Absent
Tamara Brooks, Teacher Member	Present
Dan Ellingson, Parent Member	Absent
Sarah Harms, Teacher Member	Absent <i>present at 5:17pm</i>
Jules Kinkel, Community Member	Present
Kari Koerner, Parent Member	Present
Isaac Leonhardi, Teacher Member	Present
Brian Linzmeier, Community Member	Present
Wendell Sletten, Teacher Member	Present
Mary Yapp, Parent Member	Present
Kate Hinton, Ex-officio, Executive Director	Present

3. Reading of Mission, Vision, Land Acknowledgement

Vision and Mission read by Kinkel.
 Land Acknowledgement read by Linzmeier.

4. Swearing in Ceremony

a. School Board Member Oath of Office conducted for members Tamara Brooks, Kari Koerner, and Brian Linzmeier.

5. Agenda Review and Approval

Motion	I move to approve the agenda for Tuesday, July 17th, 2024 for the Math and Science Academy Organizational Meeting as amended.
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Made By	Kinkel	Seconded By	Yapp
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Discussion	Under item 9b, include the Property Discussion/Decision. This would include the presentation from JB Vang.
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Vote		Yes	Brooks Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	None	Abstain	None
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Decision	The motion was carried unanimously.
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6. Election of Officers

- a. Chair
 - i. Sletten, self nomination- 6 Votes
 - ii. Yapp, self nomination- 1 Vote

Harms arrived at 5:17pm.

- b. Vice Chair
 - i. Yapp, self nomination- 2 Votes
 - ii. Brian Linzmeier, self nomination- 6 Votes
- c. Treasurer
 - i. Leonhardi, self nomination- 8 Votes
- d. Secretary
 - i. Harms, self nomination- 8 Votes

7. Annual Action Items

- a. MSA Board Committee Selection
 - i. Finance Committee

Motion	I move to approve Issac Leonhardi as chair of the Finance Committee.
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Made By	Kinkel	Seconded By	Yapp
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Discussion	Acknowledgement of Leonhardi doing a great job in the last fiscal year and looks forward to another year.
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision The motion was carried unanimously.

ii. Governance Committee

Motion Self-nomination from Kinkel to chair the Governance Committee.

Made By Kinkel **Seconded By** Linzmeier

Discussion *No further discussion.*

Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision The motion was carried unanimously.

b. Approval of the 2024-2025 School Board Meeting Dates

Motion I motion to approve the 2024-2025 BOD meeting dates.

Made By Linzmeier **Seconded By** Koerner

Discussion Request to move the November date from the 26th to the 19th and the workshop to the 5th, due to the holiday in November. Members are in agreement for this change.



Request to shift the May meetings up one week for workshop and meeting. The school activities calendar will need to be reviewed prior to making this change. Members are in agreement to move the may meetings up one week. There is a potential that a special meeting will need to be called, due to the length of time between meetings. Concern expressed of the June meetings, with the potential for the buildings being prepped for moving at that time frame. The board is able to reevaluate the meeting schedule for June in January for a potential change.

November 26th is changed to November 19th, and May 27th is moved to May 20th for BOD meetings.

Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision The motion was carried unanimously.

c. Designate Contracted Authority

Motion I move to approve the sum of \$10,000 as the designated contract authority.

Made By Leonhardi **Seconded By** Brooks

Discussion This is the recommended amount.

Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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d. Designation of Identified Official with Authority for the MDE User Access Recertification System (IoWA)

Motion	I move to approve Dr. Kate Hinton as MSA's Identified Official with Authority.
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Made By	Linzmeier	Seconded By	Kinkel
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Discussion	<i>No further discussion.</i>
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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e. Designation of District Depositories

Motion	I move to designate Old National Bank as the district depository.
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Made By	Leonhardi	Seconded By	Yapp
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Discussion	Question arose regarding if we have looked into higher interest rates. Verification provided that the interest rate from Old National Bank is slightly over 5%.
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten	No	<i>None</i>	Abstain	<i>None</i>
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			Yapp				
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Decision	The motion was carried unanimously.
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f. Designation of District Legal Counsel

Motion	I move to designate both Ratwick, Roszak and Maloney, and James K. Martin Law Firm as the district legal counsel.
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Made By	Kinkel	Seconded By	Linzmeier
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Discussion	Verification that we do not currently pay a retainer fee to either party. RRM was primarily used the previous fiscal year and they are also our bond counsel.
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	None	Abstain	None
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Decision	The motion was carried unanimously.
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g. Designation of Individuals with Authority to Contact Legal Counsel

Motion	I move to designate authority to the BOD Chair, with the approval of the Executive Director or Vice Chair, to contact legal counsel.
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Made By	Harms	Seconded By	Brooks
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Discussion	Question regarding the chair having the approval to contact the attorney without approval. Verification that the Executive Director has the authority to contact legal counsel, and that when a matter involves the BOD Chair it is their fiduciary duty to step back and allow the Vice Chair to address the attorney. Clarification of language questioned, as the Chair is the spokesperson for the BOD.
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If there was a concern with the chair, the Executive Director could still connect with the attorney.
 After discussion, it was questioned if Harms wished to revise their motion. Harms verified they were comfortable with moving forward with the motion as stated.
 Members are invited to direct questions to Dr. Hinton as they arise.

Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision The motion was carried unanimously.

- 8. Consent Agenda
 - a. Policy 721- Uniform Grant Guidance Policy Regarding Federal Revenue Sources
 - b. Purchasing of Chromebooks

Motion I move to approve the Consent Agenda for the July 16th, 2024 Board of Directors Meetings.

Made By Kinkel **Seconded By** Linzmeier

Discussion *No further discussion.*

Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision The motion was carried unanimously.



9. Discussion/Decision Items

a. Activity/Event Sign-up

- i. All members should have received a schedule from Dr. Hinton. As a reminder, it is part of the fiduciary responsibility to attend events as able. New members will receive a name badge to wear at these events to identify themselves as a BOD member. No items where there is a risk for quorum as no decisions will be made at them. Dr. Hinton will update as events are scheduled. Members are invited to sign up ahead of time for events. A reminder to members that the BOD speaks as one voice, and that members are united.

b. Property Discussion/decision

- i. An overview of the property up for decision was presented by the Owner's Representative, JB Vang. 7/15/24 an agreement between the property owner and our representative was reached to present at today's meeting. Once a purchase agreement is done, 180 days of due diligence will be conducted. An overview of the timeline, property, and budgetary items were provided by the Owner's Representative. Tonight, the team is seeking approval to move forward with executing a purchase agreement.

Motion	I move to approve the letter of intent and authorize the Board Chair and Executive Director to execute a purchase agreement consistent with the letter of intent and council approval.
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Made By	Kinkel	Seconded By	Brooks
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Discussion	<p>The motion is needed to move forward. The updated budget will be provided to ensure that we have the funds to move forward</p> <p>A budget will be drawn up for the ABC (Building Company) and for the school to authorize the pre-development cost.</p> <p>Two resolutions will come before the BOD to go out to market for bonds..</p> <p>Before going to market, an investment banker will provide an overview of the project.</p> <p>An overview of the bond selling process was provided by the Owner's Representative.</p>
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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Pre-development Budget

Motion	I move to approve the pre-development budget up to \$215,535 with the intent to revisit and discuss the additional \$640,000 for Architectural Design costs at a later date.
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Made By	Yapp	Seconded By	Brooks
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Discussion	<i>No further discussion.</i>
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Decision	The motion was carried unanimously.
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10. Future BOD Items

- a. Expansion Decision
- b. Parent/Student Handbook- August
- c. BOD/ED Goals- August
- d. Parent Committee Members- September
- e. BOD Retreat- held at the Ravine Landing in Cottage Grove from 9am- 1pm on August 10th, 2024.
 - i. Please complete the color assessment next week and finish by August 7th. It will be sent out by TeamWorks.



- f. Strategic Plan Development
- g. Financial Professional Development for BOD

11. Adjournment

Motion	I move to adjourn the meeting.
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Made By	Brooks	Seconded By	Yapp
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Vote		Yes	Brooks Harms Kinkel Koerner Leonhardi Linzmeier Sletten Yapp	No	<i>None</i>	Abstain	<i>None</i>
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Meeting adjourned at 7:14pm
Submitted: Shauni Holt, Board Recorder
Approved: Sarah Harms, Secretary