

Cherokee County Board of Education
Special Called Meeting of
March 4, 2011
10:45 a.m. – Central Office

Minutes

Board Members Present: Mr. Randy Barnett, Board Chair, Ms. Wanda Arrowood, Vice Chair, Mr. Winfield Clonts, Ms. Debbie Hogan, Mr. Erik Brinke, Mr. Paul Brown, and Mr. Chris Campbell, School Board Attorney (via telephone).

Board Members Absent: Dr. David Ackerman.

1. Call to Order and Welcome. Mr. Randy Barnett called the meeting to order and welcomed all those attending.
2. Amendment number 8 to Renewable Energy Management Program. Mr. Chris Campbell, School Board Attorney, spoke briefly of the purpose of the Special Called Meeting then asked if Dr. Stephen Lane would like to give an update on the Martins Creek School Solar Fields construction and operations progress.

Dr. Stephen Lane spoke of his tour of the Martins Creek Solar Field site on March 3, 2011. He informed the board that the panels had all been installed and announced a possible “ribbon cutting” ceremony scheduled for March 17th. In conclusion, Dr. Lane told the Board that construction was on track and we were where we should be at this point in time.

Mr. Campbell spoke of the ease of working with ESA. He informed the Board that ESA Renewable has actually purchased the Martins Creek Solar, LLC. He advised that ESA were asking about the “clean-up” issues contained in the documents being reviewed and such was very appropriate. He told the Board that there were technical exhibits being generated and that they would be reviewed when received and that he would advise the Board then. He spoke in detail of what ESA is asking with the Proposed Amendment 8 and that the changes were favorable to the Board. Mr. Campbell then explained the proposed motions in detail.

Mr. Erik Brinke asked if the TVA Participation Agreement had been reviewed with regards to it being effective upon signature vice commissioning as stated in item C of the motion.

Mr. Campbell indicated it had not been reviewed but should be.

Mr. Brinke stated that it needed to be reviewed to ensure conformity with the Participation Agreement.

Mr. Campbell said that the proposed motion 1C should be amended to reflect that it is subject to TVAs agreement to accept the power for a 10 year term.

Dr. Lane informed the Board that he spoke with the County Manager and that he was prepared to work with the Board to support the modifications to the agreement. Also, dealing with the original lease with BOA they would accept a written letter in lieu of providing the original agreement for their review. They just require a document that states the day of the pay off of the loan.

Mr. Campbell informed the Board that all the documents would be held in escrow pending paying off the Nantahala Bank Loan, and that when this occurred all the actions being taken would become effective.

Mr. Brinke stated that BRMEMC has been very impressed with ESA and their work ethics.

3. Board of Education Motions.

Motion made (Mr. Erik Brinke) and seconded (Ms. Wanda Arrowood) that subject to final legal review, the Superintendent and Board Chair are authorized to execute agreements with Martins Creek Solar NC, LLC to effectuate the following purposes:

- a. ***Approve Amendment #8 to the REMP including Exhibits.***
- b. ***Approve an appropriate Solar Easement Agreement as required by the REMP.***
- c. ***Approve an amendment to the site lease that provides for a ten year lease term to commence on the date of project commissioning and to accept a full assignment of the existing lease from the County of Cherokee upon conveyance of the property back to the Board of Education. This is subject to conformity to the TVA Participation Agreement.***
- d. ***Approve an appropriate Memorandum of Lease reflecting the new lease term.***

Voting is unanimous.

Motion made (Ms. Debbie Hogan) and seconded (Mr. Winfield Clonts) that the Board of Education hereby agrees to accept assignment of the Site Lease from the County of Cherokee. Voting is unanimous.

4. Adjournment. The next meeting of the Cherokee County Board of Education will be held at Hiwassee Dam School, on March 10, 2011 at 6:00 p.m.

Motion made (Ms. Debbie Hogan) and seconded (Mr. Paul Brown) to adjourn the meeting. Voting is unanimous.

There being no further business to discuss, the meeting adjourned at 11:08 a.m., March 4, 2011.

Stephen E. Lane, Ed.D, Secretary

Randy Barnett, Board Chair