

**BOARD OF TRUSTEES
FREDERICK COMMUNITY COLLEGE**

**November 17, 2021
Regular Meeting**

The Board of Trustees of Frederick Community College met in regular session on Wednesday, November 17, 2021 in the Student Center (H202/203). A virtual option to participate was provided due to the COVID-19 public health emergency. Participating in person were: Trustees Tom Lynch, Chair; Carolyn Kimberlin, Vice Chair; Ellis Barber; Gary Fearnow; Theodore Luck; Dr. April Miller; and Dr. John Molesworth.

Also attending in person were Interim President Dr. Thomas Powell, Secretary/Treasurer of the Board; Jerry Boyd, Special Assistant to the President for Institutional Effectiveness; Dr. Nora Clark, Vice President (VP) for Learning Support; Lewis Godwin, Chief of Operations; Dr. Cathy Jones, VP for Finance and Human Resources; Adam Reno, Interim Director of Technology/Chief Information Officer; Larry Johnston, Director of Athletics; Deborah Powell, Executive Director for the Office of Institutional Advancement and the FCC Foundation; Caroline Cole, Director of Communications to the President; Edmund O'Meally, PK Law, College legal counsel; and Kari Melvin, Recording Secretary.

Participating virtually were Janice Spiegel, Director of Education and Special Initiatives; Dr. Tony Hawkins, Provost/Executive Vice President (EVP) for Academic Affairs, Continuing Education, and Workforce Development (AACEWD); Dr. Perry Wood, Chair, Faculty Association (FA); Frank Seidel, Vice Chair, FA; Laura Cordova, Treasurer, FA; Robin Shusko, Vice Chair, College Senate; Sheri Bailey, Support Staff Association (SSA) Executive; Shelby Carmon, SSA Executive; Kelly Stewart,

Administrative Staff Association (ASA) Executive; Alan Whelan, President, Student Government Association (SGA); Dr. Candice Baldwin, Associate Vice President (AVP) for Student Success; Theresa Dorsey, Administrative Associate II, President’s Office; Fred Hockenberry, Executive Director of Auxiliaries; Kevin Martin, Senior Researcher for Institutional Effectiveness; Jennifer McAninley, Academic Advisor; and Amy Stake, AVP for Finance.

CALL TO ORDER

The meeting was called to order by Board Chair Lynch at 4:30 p.m.

ESTABLISHMENT OF QUORUM

Interim President Powell confirmed the presence of a quorum of the Board.

APPROVAL OF MINUTES

The Chair called for approval of the minutes of the October 20, 2021 board conversation and regular meeting.

On a motion made by Trustee Luck and seconded by Trustee Barber, the Board approved the minutes 6-0-1, as presented, with Trustee Molesworth absent.

The Chair called for approval of the minutes of the November 3, 2021 joint meeting with the Frederick County Public Schools Board of Education.

On a motion made by Vice Chair Kimberlin and seconded by Trustee Luck, the Board approved the minutes 6-0-1, as presented, with Trustee Molesworth absent.

CHAIR’S REPORT

Chair Lynch asked Vice Chair Kimberlin to provide an update on the presidential search. Vice Chair Kimberlin reported that the search committee met yesterday virtually. The meeting included a presentation by Dan West on diversity, equity, and inclusion

considerations. Academic Search consultant Dr. Eric Richtmyer conducted a norming exercise on how to evaluate applications. There are currently 36 applicants and the best by consideration date is November 29, 2021. The search committee will meet in December to select semi-finalists for interviews in January. Vice Chair Kimberlin said she is very excited about the progress, and it is a great group of people working on the search committee. Trustee Fearnow added that the consultants have done a great job and he loves the energy of the search committee. Trustee Luck agreed and said the norming exercise was excellent. Chair Lynch thanked the Trustees on the search committee for all of their work and asked for them to extend his appreciation to the rest of the members on the committee.

Chair Lynch commented on the joint meeting with the Frederick County Public Schools Board of Education last week. He said that Beth Duffy and Andrew McClain are remarkable assets to FCC. The presentations with their counterparts at FCPS were nothing short of extraordinary. The article in the Frederick News-Post did not do justice to the positive information presented at the meeting. The students who presented could not have been more diverse and their presentations were exceptional.

INTERIM PRESIDENT’S MONTHLY REPORT

Board members received the Interim President’s written report in their meeting packet. Also included in the President’s written report were: FY 2023 Budget Preparations; CIP Construction Projects Update; Maryland Association of Community Colleges Legislative Agenda; and Purchasing Thresholds Survey.

Interim President Powell welcomed Interim Director of Technology/Chief Information Officer Adam Reno.

Trustee Molesworth arrived at 4:44 p.m.

Interim President Powell announce that the winter holiday luncheon will be held on December 13, 2021 at Warehouse Cinemas. He continued that the Maryland Association of Community Colleges (MACC) Trustee Leadership Conference has been scheduled for January 19, 2022 and it conflicts with the regularly scheduled Board of Trustees Meeting.

There was consensus by the Board of Trustees to reschedule the January 19, 2022 board meeting to accommodate attendance at the MACC Trustee Leadership Conference.

Interim President Powell summarized the Purchasing Thresholds Survey. The Code of Maryland Regulations (COMAR) now defines a small procurement to be \$50,000 or less. COMAR previously identified a small procurement as \$25,000 or less and FCC has kept board approval at that threshold. Only four other community colleges require board approval at this level.

There was consensus by the Board of Trustees to add this as an action item on the January board agenda.

Interim President Powell distributed a summary of the recipients and projects for the President's Innovation Fund Awards. He commented that these are all wonderful and creative initiatives, and he was very pleased at the response. The Board of Trustees will be provided periodic reports on progress during the course of the year.

Interim President Powell reported that senior leadership is diligently working on preparing the FY 2023 budget. We expect level funding from the state and talks are underway with the County Executive to request funding for employee raises. Enrollment projections are down nationally for the second year in a row. The plan is to keep any increases in tuition minimal, but a new fee may need to be established for health and wellness initiatives.

INFORMATION/DISCUSSION ITEMS

Update from Legal Counsel on Occupational Safety and Health Administration (OSHA) Emergency Temporary Standard for COVID-19 Vaccination and Testing for Employees – Edmund O’Meally, College legal counsel, presented this item. As per President Biden’s September 9, 2021 announcement, the Occupational Safety and Health Administration (OSHA) Emergency Temporary Standard (ETS) was issued in early November. Enforcement and implementation of the ETS was stayed by the U.S. Court of Appeals for the Fifth Circuit on November 12, 2021. A number of cases have been brought across the country. Since these cases cover multiple jurisdictions, they will be consolidated and assigned to a single circuit court which is chosen by lottery. As a result, this will go to the U.S. Court of Appeals for the Sixth Circuit. The decision of the Fifth Circuit remains in place in the meantime.

Mr. O’Meally commented that the decision by the Fifth Circuit was pretty powerful with respect to the jurisdiction of OSHA and the constitutional and jurisdictional prohibition against the national order. This puts us back into the position before the President made his announcement. The FCC Board of Trustees can introduce a policy to require a vaccination mandate in one form or another for employees and staff. Mr. O’Meally noted that the OSHA ETS did not apply to students. As was discussed at last month’s board meeting, a case is currently pending against the University System of Maryland (USM) regarding their mandate. A ruling is expected in the very near future. One of the interesting things from the decision of the Fifth Circuit, which ties back to the case against the USM, is that it notes a state’s police powers would be the basis for issuing a greater mandate. However, it is not likely that Maryland will issue a mandate. This leaves

the decision of a mandate for FCC up to the Board of Trustees. Mr. O'Meally provided examples of what our neighboring community colleges are doing. Montgomery College requires vaccinations for students and employees. Howard Community has a requirement that is going into effect with a testing option. Carroll Community College and Hagerstown Community College are strongly encouraging vaccinations, but not requiring them. The policy questions are really for the Board of Trustees to decide with the advice of the President. The current state of law gives the Board of Trustees discretion.

The Trustees discussed issues surrounding a possible mandate and medical and religious exemptions. It was noted that this is an issue upon which very reasonable people have very different and strong opinions.

Interim President Powell stated that the infrastructure is in place to upload and track vaccination cards. Chair Lynch asked about the availability of testing. Interim President Powell answered that our Pandemic Coordinator has identified a contractor to provide testing for faculty and staff and the cost will be covered by money received through the Higher Education Emergency Relief Fund. He added that testing could be expanded to students.

There was further discussion regarding medical exemptions and accommodations. Mr. O'Meally clarified that if a person with a disability necessitates a reasonable accommodation from a vaccination mandate, the reasonable accommodation may be that they get tested and wear a mask.

The majority of Trustees expressed support to strongly encourage vaccinations, but not to mandate them. Chair Lynch asked if any of the Trustees would like to make a proposal for a motion.

Trustee Molesworth moved that the Board of Trustees strongly encourage COVID-19 vaccinations for faculty, staff, and students. The motion was seconded by Trustee Luck and approved by the Board 6-1, with Chair Lynch opposed.

Chair Lynch asked if any Trustees would like to propose that testing be made available on campus.

Trustee Molesworth moved that the Board of Trustees provide COVID-19 testing on campus and charge Interim President Powell with accomplishing this. The costs of such testing will be paid by HEERF funds and there is to be no charge to those being tested. The motion was seconded by Trustee Fearnow and unanimously approved by the Board.

Chair Lynch thanked Mr. O'Meally for the update and asked him to keep the Board apprised of any updates.

ACTION ITEMS

In the interest of time, Interim President Powell presented each action item which Trustees received in their meeting packet.

Approval of Nominations for Emeritus Status for 2021 – Emeritus and Distinguished Status may be awarded to retired or deceased administrators, faculty, or support personnel who served the College for more than 10 years. Members of the Faculty Association, Administrative Staff Association, and Support Staff Association affinity groups can nominate eligible individuals annually using their criteria. The Senior Leadership Team selects employees from the affinity group recommendations who will be forwarded to the Board of Trustees for approval. The following individuals were nominated by their affinity group for approval: faculty Dr. Paula Chipman, Maura David,

and Pei W. Taverner for Emeritus Status; and administrators Marsha Mason-Sowell and Rachel Nachlas for Emeritus Status. The Support Staff Association did not receive any nominations for Distinguished Status this year.

On a motion made by Vice Chair Kimberlin and seconded by Trustee Molesworth, the Board unanimously approved the 2021 Emeritus Status nominations, as nominated by their affinity groups.

Approval of CIP and County Budget Request (FY 2023-FY 2028) - The College is required every year to submit to the County their capital improvements program (CIP) and capital budget request for the next six years, for review and budget approval.

The FY 2023 – FY 2028 capital improvements program has been developed to use funds to revitalize and repurpose existing spaces. The projects requested would include renovation/addition to Building D (Athletics Center); renovation/addition to Building P (Plant Operations); renovation/addition to Building F (Visual & Performing Arts); life safety systems and fire sprinkler upgrades; ADA accessibility repairs and upgrades; Central Plant replacement/upgrades; roof repairs/replacements; mechanical/electrical/plumbing systems upgrades; exterior building door and window replacements and façade maintenance; as well as other deferred maintenance and ongoing renovations.

Trustee Fearnow asked about conflicting figures in the spreadsheet. The Board decided to come back to this item after COO Godwin obtained clarification.

Approval of Recommendation to Award – RFB #22-CPPM-02 for Film/Video/Graphics Relocation/Renovation (Building F) in the amount of \$469,700 plus a 5% contingency of \$23,485 – The College recently requested bids from qualified general contractors for construction services related to the Film/Video/Graphics

Relocation/Renovation Building F (Visual & Performing Arts Center) project. The renovations are intended to provide improved facilities. The RFB included a request for an add alternate quote for LED Lighting. It is the intent to complete this project by May 27, 2022.

Henley Construction Company, Inc. was the low responsive bidder with a total bid price of \$469,700. The College elected not to award the add alternate for the LED lighting. Henley Construction Company, Inc. has provided the required information as outlined in the RFB document, and the College has checked references and confirmed pricing by Henley Construction Company, Inc.

Funds for the proposed award amount of \$469,700, plus a 5% contingency of \$23,485 to cover any potential unforeseen or hidden conditions, are available in the Systemics/Miscellaneous Renovations CIP Budget.

On a motion made by Trustee Miller and seconded by Trustee Molesworth, the Board unanimously approved the award to Henley Construction Company, Inc., as presented.

Approval of Recommendation to Award – RFB #22-OPS-02 for Snow Removal Services in the amount not to exceed \$60,000 for FY 2022 – The College recently requested bids from general contractors to provide snow removal services beginning with the Fall/Winter 2021/2022 season on a labor and equipment basis, as described in the specification package. Through the coordination with the Plant Operations team, the selected contractor will be responsible for clearing parking lots in the designated priority order, and depending on the College class schedules, Children’s Center operating schedule, Athletic Center schedule (games, other activities), and the extent of the weather forecast at

the time of the decision to begin campus clearing operations. The designated priority order for clearing the parking lots was included in the specification package.

BLC, LLC was the low responsive bidder. BLC, LLC has provided the required information as outlined in the RFB document, and the College has checked references and confirmed pricing. The College will be invoiced per snow event at the hourly rates listed above for BLC, LLC.

The initial contract term shall be effective from the date of award through June 30, 2022. The contract may be extended for four additional one-year terms from July 1, 2022 through June 30, 2023; July 1, 2023 through June 30, 2024; July 1, 2024 through June 30, 2025; and July 1, 2025 through June 30, 2026; at the discretion of the Chief of Operations, with all terms and conditions of the original contract remaining unchanged. Bidders automatically accept the possibility of contract renewal as a condition of award.

The proposed award amount is not-to-exceed \$60,000 and is within the College approved operating budget for snow removal services (15-302107 / Snow Removal).

On a motion made by Trustee Luck and seconded by Trustee Fearnow, the Board unanimously approved the award to BLC, LLC, as presented.

Approval of the Telework Policy and Procedures – Under the direction of the Vice President for Human Resources, a cross-functional workgroup was formed in October 2020 to research current and best practices in telework policies and procedures among institutions of higher education and to monitor pending Maryland legislation guiding telework.

The workgroup provided a first draft policy for legal review in March 2021 and was asked to pause its work pending the finalization of the Maryland legislative action

regarding Telework for Institutions of Higher Education and the transition of College leadership.

In August 2021, the workgroup reconvened. The workgroup anchored its work in existing FCC policies and procedures, Maryland legislation, existing federal regulations governing institutions of higher education, and council provided by P.K. Law.

Chair Lynch commented that he appreciated receiving the associated forms and he thought this was well done. Trustee Miller asked for clarification on whether this is for a full-time telework situation, noting that FCC is first and foremost a service institution. She also questioned how this will be fairly administered to ensure student needs are met.

Interim President Powell answered that final approval rests with senior leaders. VP Jones added that the vision is that the senior leader will work with their entire team to ensure constant coverage. Chair Lynch commented he is comfortable with the way it is written because it is revocable. He added there are circumstances where it is absolutely appropriate to telework, and where student service is key it is absolutely not appropriate. It is another tool in the toolbox that makes FCC a more attractive employer.

On a motion made by Trustee Miller and seconded by Trustee Luck, the Board unanimously approved the Telework Policy and Procedures, as presented.

Approval of Sole Source Procurement from Resero Retail Technologies LLC for CampusCloud Software, Hardware, and Training in the amount of \$37,288 – Resero Retail Technologies, LLC provides a Bookstore point-of-sale, eCommerce, and inventory management system that integrates seamlessly and completely with the operational SmartLockers on campus. The SmartLockers have been instrumental in the Bookstore

continuing to provide uninterrupted service to our students. At the present time, the Resero Retail Technologies, LLC system is the only system that integrates with the lockers.

The funds for this purchase are provided through Higher Education Emergency Relief Fund (HEERF).

On a motion made by Trustee Fearnow and seconded by Vice Chair Kimberlin, the Board unanimously approved the sole source procurement from Resero Retail Technologies LLC, as presented.

Approval of Resolution Regarding Refinancing of Series 2010A Certificates – On December 21 2010, the Board entered into an agreement to finance the construction and acquisition costs of a parking garage and a student services building along with related improvement costs. On that same day, the Board issued the Frederick Community College Certificates of Participation, Series 2010A (federally taxable recovery zone economic development bonds) in the amount of \$5,735,000.

The College has determined that current prevailing interest rates permit the College to realize significant interest rate savings by refinancing the Series 2010A Certificates through the issuance of new certificates. The Board has received a proposal from Raymond James & Associates, Inc. to underwrite the new certificates.

The refinancing of the Series 2010A bonds requires the adoption, by the Board, of a resolution authorizing the transactions. The proposed resolution was prepared by Venable LLP, the College legal counsel hired to assist in the refinancing process.

On a motion made by Trustee Barber and seconded by Trustee Luck, the Board unanimously approved the Resolution, as presented, which is attached hereto and incorporated herein.

The Board considered the next two items together:

- Approval of Sole Source Procurement from Phillips for the Service Agreement for three V60 BiPAP non-invasive ventilators (NIV) in the amount of \$7,800.00
- Approval of Hill-Rom Maintenance/Service Agreement for 19 Centrella Smart+ Beds and Mattresses in the amount of \$23,313.00; Piggyback of the Montgomery College Contract Resulting from RFB E521-019

Interim President Powell explained that the service and maintenance agreements were not included with the original procurements approved by the Board of Trustees on September 22, 2021.

On a motion made by Trustee Luck and seconded by Vice Chair Kimberlin, the Board unanimously approved the sole source procurement from Phillips and the piggyback with Hill-Rom, as presented.

Approval of Proposal for New Public Safety Umbrella Degree Program (Associate of Applied Science & Areas of Concentration) – The Mid-Atlantic Center for Emergency Management & Public Safety (MACEM&PS) serves as the academic public safety department for FCC, and currently offers several degree programs distributed between public safety topics, including Emergency Management, Fire Service Administration, Police Science, and Criminal Justice. These are organized as several independent A.A.S. degrees and a single A.A. degree (Criminal Justice).

In addition to serving as FCC’s academic public safety department, MACEM&PS is also a nationally recognized partner in the development of trainings, events, and public safety products with FEMA and across the public safety industry; it has also served for more than eight years as the postsecondary affiliate of the Maryland State Department of Education (MSDE) Career and Technical Education (CTE) program in Homeland Security and Emergency Preparedness (HSEP), developing curricula and working with the teachers and students of Maryland’s high schools and tech centers as they teach several public safety disciplines at the high school level. The resulting network allows MACEM&PS to connect students to and with partners in the local, regional, and national public safety industry at all levels of their educational experience.

The proposed program would serve to unify and integrate several of these degrees by creating a single, overarching Public Safety A.A.S. “umbrella” degree with three distinct areas of concentration: Emergency Management (EM), Fire Service Administration (FSA), and National Security & Intelligence (NSI). The EM and FSA areas of concentration will replace their existing counterparts - the “Emergency Management A.A.S. Track II - Residency Program” and the “Fire Service Administration A.A.S.” - and the NSI area of concentration will allow FCC to explore and capitalize on the new disciplinary territory (and rapidly growing job markets) of the national security, intelligence analysis, and information security spaces. Concurrently, the existence of the overarching Public Safety A.A.S. “umbrella” program will provide a means both for traditional students to explore the public safety discipline before committing to a particular disciplinary focus, and for non-traditional or returning students to find the most flexibility

in utilizing their previous college coursework, potential articulated credit, and/or credit from prior learning assessment to make degree progress.

The integrated structure of the proposed programs will allow a student's learning experience to mimic the natural progression and habits of the public safety industries. Emergency response of any kind (and the prevention, planning, mitigation, response, and recovery efforts accompanying it) necessarily requires agencies across the industry to work together toward a common goal. Operating an Emergency Operations Center or Fusion Center cannot be done properly if one is unfamiliar with the needs of firefighters/EMS/law enforcement/other first responders; likewise, serving as an intelligence analyst or homeland security strategist is made much easier with an awareness of the needs of the agencies and response personnel who will actually execute any developed strategy. By organizing departmentally-required coursework into three distinct batches - a required public safety "core," a concentration-specific "focus" and an "extension" area for building interdisciplinary connection - in a consistent structure across each program, students will all be provided a similarly consistent, yet adaptable, experience.

The proposed programs integration and streamlining of content allows for the development of a more thorough, accessible pipeline for Maryland students into jobs and further study in that set of industry connections - one that expands the utility and amount of credits a high school student can apply toward their degree, and better prepares them for what happens after. This will result in improved, smoother student experiences, and many cases reduce cost by shortening the necessary time to completion without sacrificing educational rigor.

From the perspective of College internal academic quality, the proposed programs' blend of flexibility and integration via the "Core/Focus/Extension" model will: reduce duplicative coursework, expand opportunities for the development of transfer/articulation agreements, make advising students how to connect coursework with career exploration easier, permit the development of coursework in a growing (as yet untapped) market segment, make the MACEM&PS program offerings more consistent with other College programs, and improve the student experience of pursuing a degree and career in public safety. The consolidation and integration of coursework across multiple disciplines and programs should also: increase per-course enrollment, reduce course cancellations, and place these Public Safety degree areas on a more stable trajectory for development and growth over time.

The curriculum committee has reviewed and approved this program proposal, which directly supports the mission of FCC by providing more "flexible access to ... education" that better "responds to the needs of diverse learners and the community" ... and does so in a manner that both increases the scope of that access (e.g., increasing course utility across programs, opening up fire education to populations beyond current firefighters) and the range of job and transfer opportunities that access will provide. The result will be the provision to students of an educational experience that thoroughly prepares them for the nature of their eventual careers, and that lives up to FCC's core values of excellence, learning, diversity, and innovation.

This action requires MHEC approval. Upon approval by the Board of Trustees, the program proposal will be submitted to MHEC for review.

On a motion made by Trustee Miller and seconded by Trustee Molesworth, the Board unanimously approved the new Public Safety Umbrella Degree Program (Associate of Applied Science & Areas of Concentration), as presented.

Approval of Piggyback Contract with Long Fence Company, Inc. for Baseball Stadium Fencing Project in the amount of \$106,821.72 plus a 5% contingency of \$5,341.09; Piggyback of the Prince George's County Public Schools Contract resulting from IFB #003-18 – This procurement is being made to ensure that the health and safety measures at the baseball and soccer fields comply with NJCAA and NCAA guidelines. This will ensure the safety of our spectators, coaches, athletes, and staff, as well as protect vehicles in our parking facilities from foul balls. The scope of work includes the baseball stadium backstop, player protection fence, and visitor bullpen area, as well as the baseball stadium foul poles (as recommended by the NCAA).

Long Fence Company, Inc. quoted this project without using the piggyback pricing and the quote was \$121,776. Including the 5% contingency fee of \$6,088.80, this project would cost \$127,864.80 without using the piggyback. By piggybacking the Prince George's County Public Schools contract, the College will save \$15,701.99.

The cost of this purchase is \$112,162.81 and funds are available in the CIP budget and in FY 2022 Operating Funds.

On a motion made by Trustee Molesworth and seconded by Trustee Miller, the Board unanimously approved the piggyback with Long Fence Company, Inc., as presented.

Approval of Piggyback Contract with Daktronics, Inc. for Baseball, Soccer/ Lacrosse, Softball, and Basketball Scoreboards in the amount of \$162,991.00 plus a 5% contingency of \$8,149.55; Piggyback of Omnia Contract R170101, Lead Public Agency:

National IPA Region 4 Education Service Center – By piggybacking the Omnia Contract, the College will be able to move forward immediately with this urgent procurement that is being made to replace the current outdated and malfunctioning scoreboards for baseball, soccer/lacrosse, softball, and basketball. As of spring 2022, NJCAA/NCAA is requiring that all baseball scoreboards include a pitch count timer. A delay in this procurement may jeopardize the ability of the College to comply with NJCAA/NCAA requirements. The time-sensitive nature of this project does not allow for the College to go out for competitive bid. Piggybacking the Omnia Contract satisfies COMAR requirements for a competitive bid process.

The cost of this purchase is \$171,140.55 and funds are available in the CIP budget and in FY 2022 Operating Funds.

On a motion made by Trustee Molesworth and seconded by Trustee Miller, the Board unanimously approved the piggyback with Daktronics, Inc., as presented.

Approval of CIP and County Budget Request (FY 2023-FY 2028) – The Board returned to this item from earlier in the meeting. COO Godwin clarified the correct amounts are \$27,725,464 from Frederick County and \$13,960,786 from the state, for a total of \$41,686,250. The documents will be corrected before submission to Frederick County.

On a motion made by Trustee Fearnow and seconded by Trustee Barber, the Board unanimously approved the CIP and County Capital Budget Request FY 2023 – FY 2028, as revised.

TRUSTEE COMMENTS

Trustee Miller wished everyone a Happy Thanksgiving.

CLOSED SESSION

At 6:20 p.m., the motion was made by Vice Chair Kimberlin to convene in closed session. The motion was seconded by Trustee Molesworth and unanimously approved by the Board.

This action was taken in accordance with Maryland’s Open Meetings Act, Section 3-305(b)(1) to discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of an appointee, employee, or official over whom this public body has jurisdiction; or any other personnel matter that affects one or more specific individuals; Section 3-305(b)(7) to consult with counsel to obtain legal advice; and Section 3-305(b)(13) to comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter. In attendance: Trustees Tom Lynch, Chair; Carolyn Kimberlin, Vice Chair; Ellis Barber; Gary Fearnow; Theodore Luck; Dr. April Miller; and Dr. John Molesworth. Also present were Interim President Dr. Thomas Powell, Secretary/Treasurer of the Board; Edmund O’Meally, PK Law, College legal counsel; and Kari Melvin, Recording Secretary. Dr. Nora Clark, VP for Learning Support, was present for a portion of the meeting.

The Board reviewed closed session minutes from October 20, 2021 pursuant to Section 3-306(c)(3)(ii) of the General Provisions Article of the Maryland Annotated Code. The Chair called for approval of the closed session minutes. One revision was identified.

On a motion made by Trustee Luck and seconded by Trustee Molesworth, the Board unanimously approved the October 20, 2021 closed session minutes, as presented.

The Board discussed personnel issues and obtained legal advice related to the external consultant report on Student Affairs and personnel realignment. No action was taken.

VP Clark left the meeting at 7:14 p.m.

The Board discussed the presidential search process and timeline, and the parameters and range of possible salary, benefits, and other compensation for the purpose of making a competitive offer to candidates for the position of next president following the interview process.

On a motion made by Trustee Miller and seconded by Trustee Molesworth, the Board unanimously approved to adjourn the closed session at 7:26 p.m.

ADMINISTRATIVE FUNCTION

There was no administrative function discussion.

NEXT MEETING

The next regular meeting of the Board will be held on Wednesday, January 26, 2022.

Dr. Thomas Powell
Secretary/Treasurer

Prepared by Kari Melvin
Office of the President
Frederick Community College

Frederick Community College Resolution

A RESOLUTION OF THE BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE REGARDING THE REFINANCING OF THE COSTS OF A PARKING GARAGE AND STUDENT SERVICES BUILDING BY ENTERING INTO A CONDITIONAL PURCHASE AGREEMENT WITH A FINANCIAL INSTITUTION AND SELLING CERTIFICATES OF PARTICIPATION IN THE PAYMENT OF PURCHASE INSTALLMENTS UNDER THE CONDITIONAL PURCHASE AGREEMENT.

WHEREAS, the Board of Trustees of Frederick Community College (“the Board”) is authorized pursuant to Section 16-103(e) of the Education Article of the Annotated Code of Maryland to purchase, lease, condemn, or otherwise acquire any property it considers necessary for the operation of Frederick Community College (the “College”); and

WHEREAS, on December 21, 2010, the Board entered into a Conditional Purchase Agreement dated as of December 1, 2010 (the “2010 Conditional Purchase Agreement”) to finance the construction and acquisition costs of a parking garage and a student services building, together with related improvements (the “Project”), located on land owned by the Board at 7932 Opossumtown Pike, Frederick, Maryland 21702 (the “Land”); and

WHEREAS, on December 21, 2010, the Board caused to be issued the Frederick Community College (Maryland) Certificates of Participation (Federally Taxable – Recovery Zone Economic Development Bonds), Series 2010A in the original aggregate principal amount of \$5,735,000 (the “Series 2010A Certificates”), and

WHEREAS, the Board has determined that prevailing interest rates permit the Board to realize significant interest rate savings by refinancing the Series 2010A Certificates by the issuance of new certificates pursuant to a new conditional purchase agreement; and

WHEREAS, the Board has received a proposal from Raymond James & Associates, Inc. (“Raymond James”) to underwrite the new certificates.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF FREDERICK COMMUNITY COLLEGE THIS 17th day of November 2021 as follows:

1. The Board hereby adopts the foregoing recitals as findings of the Board.
2. The Board hereby approves the execution and delivery by the President of the College (the “President”) or the Vice President for Finance and Human Resources of the College (the “Vice President for Finance and Human Resources”) of a conditional purchase agreement. The Board further approves the sale of certificates of participation in the purchase installments payable under the

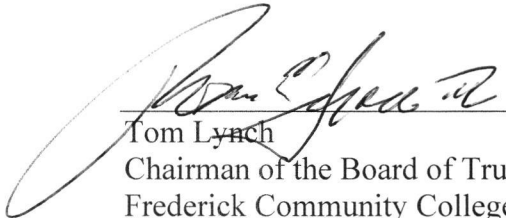
conditional purchase agreement. The conditional purchase agreement may be executed and delivered in order to provide funds sufficient to refinance all or a portion of the Series 2010A Certificates.

3. Notwithstanding any provision hereof to the contrary, the aggregate principal amount of the purchase installments payable under the conditional purchase agreement shall not exceed \$6,000,000, the true interest cost of the purchase installments payable under the conditional purchase agreement on an aggregate basis shall not exceed 5.00%, and the maximum maturity of the purchase installments payable under the conditional purchase agreement shall not exceed 15 years.
4. The College's obligation to make payments under the conditional purchase agreement shall be subject to the legal availability of funds to make such payments. The conditional purchase agreement shall not constitute indebtedness of the College under the Constitution and Laws of Maryland (including, without limitation, Title 16 of the Education Article of the Annotated Code of Maryland).
5. The College shall cause to be sold certificates of participation in the purchase installments payable under the conditional purchase agreement. The Board hereby accepts the proposal of Raymond James to serve as underwriter for the sale of such certificates, and to execute and deliver a securities purchase agreement and related agreements to effect such sale on such terms and conditions as either of such officers may deem to be in the best interests of the College, either such officer's execution and delivery of such agreement to constitute conclusive evidence of such approval. The Board further authorizes the President and the Vice President for Finance and Human Resources to prepare and cause the distribution of an official statement or similar offering document regarding the certificates of participation, and to procure and maintain credit ratings on the certificates of participation from one or more national credit rating agencies.
6. The Board hereby authorizes the President and the Vice President for Finance and Human Resources to execute and deliver other necessary agreements related to the conditional purchase agreement and the sale of the certificates of participation, including, without limitation, a certificate of participation trust agreement with a financial institution and a deed of easement with respect to all or a portion of the Land. Each such agreement shall be on such terms and conditions as either of such officers may deem to be in the best interests of the College, either such officer's execution and delivery of such agreement to constitute conclusive evidence of such approval.
7. The certificates of participation will be sold with the expectation that the interest portion of the purchase installments payable under the conditional purchase agreement will be excludible from gross income for federal income tax purposes. The President or the Vice President for Finance and Human Resources shall be responsible for the execution and delivery of any certificate of the College which complies with the requirements of (a) Section 148 of the Internal Revenue Code

of 1986, as amended and the applicable Treasury regulations thereunder, and (b) counsel rendering an opinion, if any, on the exclusion from gross income for federal income tax purposes of the purchase installments payable under the conditional purchase agreement.

8. The President and Vice President for Finance and Human Resources, and such other officers, officials and employees of the College as the President or the Vice President for Finance and Human Resources shall designate, are hereby authorized to do any and all things, execute all instruments, documents, certificates and otherwise take all actions necessary, proper or expedient in connection with the execution and delivery of the conditional purchase agreement and the issuance and sale of the certificates of participation.

Adopted this 17th day of November, 2021



Tom Lynch
Chairman of the Board of Trustees
Frederick Community College

11/17/2021
Date