

**UMPQUA COMMUNITY COLLEGE**

*Umpqua Community College transforms lives and enriches communities.*

**VOL. LIV, No. 9 BOARD OF EDUCATION SPECIAL MEETING**

**March 17, 2020; Noon; Via Zoom, call:**

**+1 346 248 7799 or +1 646 558 8656 or +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799**

**Meeting ID 680 158 037**

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**AGENDA - REVISED**

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**MEMBERS:**

Steve Loosley, Chair \_\_\_\_\_  
Guy Kennerly, V. Chair \_\_\_\_\_  
Doris Lathrop \_\_\_\_\_  
David Littlejohn \_\_\_\_\_

Randy Richardson \_\_\_\_\_  
Erica Mills \_\_\_\_\_  
Twila McDonald \_\_\_\_\_

**ADMINISTRATION:**

Debra Thatcher \_\_\_\_\_  
Kacy Crabtree \_\_\_\_\_

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|-------------|--|----------------------|---------------|
| <b>I.</b>   | <b>CALL TO ORDER</b>   | <b>Chair Loosley</b> |               |
| <b>II.</b>  | <b>ATTENDANCE</b>  | <b>Chair Loosley</b> |               |
| <b>III.</b> | <b>CHANGES TO THE AGENDA</b>   | <b>Chair Loosley</b> |               |
| <b>IV.</b>  | <b>OLD BUSINESS</b>  |                      |               |
|             | <b>A. Res. No. 13 – Authorizing the refunding of the District’s Series 2010 Obligations and Paying Costs of Issuance</b> | <b>Chair Loosley</b> | <b>pp 1-4</b> |
| <b>V.</b>   | <b>NEW BUSINESS</b>  |                      |               |
|             | <b>A. Res. No. 14 – Declare Emergency</b>  | <b>Chair Loosley</b> | <b>pp 5-7</b> |
| <b>VI.</b>  | <b>BOARD COMMENTS</b>  | <b>Chair Loosley</b> |               |
| <b>VII.</b> | <b>ADJOURNMENT</b>   | <b>Chair Loosley</b> |               |

**NEXT BOARD MEETING:**

- Board Meeting, April 8, 2020, 4:30 pm, HNSC 101

Robynne Wilgus, Board Assistant, 541-440-4622 voice, Oregon Relay TTY: 711. The UCC Board will provide, upon request, reasonable accommodation during Board meetings for individuals with disabilities.

<p style="text-align: center;"><b>BOARD OF EDUCATION UMPQUA COMMUNITY COLLEGE DOUGLAS COUNTY, OREGON</b></p>	<p style="text-align: center;">___ Information Item ___x_ Action Item</p>
<p>Subject: Resolution No. 13: Authorizing the Refunding of the District's Series 2010 Obligations and Paying Costs of Issuance</p>	<p>Date: 03/17/2020</p>
<p>Board approval is requested to authorize the issuance of a full faith and credit financing agreement (the "Financing Agreement") to refund the Refundable Obligations and pay costs of issuance. The Financing Agreement shall be sold and issued as provided in this Resolution and pursuant to ORS Chapter 287A and ORS 271.390. The Financing Agreement shall be issued in an amount necessary to refund the Refundable Obligations and to pay costs of issuance. The District finds that the refunding is needed and that the estimated weighted average life of the Financing Agreement will not exceed the dollar weighted average life of the projects being refinanced with the Financing Agreement, as required by ORS 271.390.</p>	
<p>Recommendation by:</p> <p style="text-align: center;"><i>N. Brown</i></p>	<p>Approved for Consideration:</p> <p style="text-align: center;"><i>Debra Hatcher</i></p>

## RESOLUTION NO. 13

### A RESOLUTION OF THE BOARD OF EDUCATION OF THE UMPQUA COMMUNITY COLLEGE DISTRICT, DOUGLAS COUNTY, OREGON AUTHORIZING THE REFUNDING OF THE DISTRICT'S SERIES 2010 OBLIGATIONS AND PAYING COSTS OF ISSUANCE

**WHEREAS**, Umpqua Community College District, located in Douglas County, Oregon (the "District") previously issued its Full Faith and Credit Obligations, Series 2010 (Federally Taxable Recovery Zone Economic Development Obligations), dated September 23, 2010 (the "Refundable Obligations"); and

**WHEREAS**, Oregon Revised Statutes ("ORS") Section 271.390 and Chapter 287A authorize the District to refund all or a portion of the Refundable Obligations and pay costs of issuance; and

**NOW, THEREFORE**, the Board of Education (the "Board") of the Umpqua Community College District, Douglas County, Oregon resolves as follows:

#### SECTION 1. BORROWING AUTHORIZED

The District hereby authorizes the issuance of a full faith and credit financing agreement (the "Financing Agreement") to refund the Refundable Obligations and pay costs of issuance. The Financing Agreement shall be sold and issued as provided in this Resolution and pursuant to ORS Chapter 287A and ORS 271.390. The Financing Agreement shall be issued in an amount necessary to refund the Refundable Obligations and to pay costs of issuance. The District finds that the refunding is needed and that the estimated weighted average life of the Financing Agreement will not exceed the dollar weighted average life of the projects being refinanced with the Financing Agreement, as required by ORS 271.390.

#### SECTION 2. DELEGATION

The Chair, President or Chief Financial Officer or a person designated by the Chair, President or Chief Financial Officer to act on behalf of the District under this Resolution (each of whom is referred to herein as a "District Official") is hereby authorized, on behalf of the District and without further action by the Board, to:

- (1) Determine if the Financing Agreement shall be placed with a bank or other financial institution or sold through the public markets;
- (2) Determine the final principal amount, interest rates, payment dates, prepayment rights, fees and all other terms of the financing;
- (3) Approve of and authorize the distribution of the preliminary and final Official Statements to prospective purchasers, if necessary;
- (4) Negotiate and execute a purchase agreement for the Financing Agreement;
- (5) Execute, negotiate and deliver the Financing Agreement;
- (6) Execute and deliver an escrow agreement that certifies the interests of the Financing Agreement to investors if deemed beneficial;
- (7) Enter into additional covenants for the benefit of the lender that a District Official determines are desirable to obtain more favorable terms for the Financing Agreement;

- (8) Covenant for the benefit of the lender to comply with all provisions of the Code that are required for the interest paid under the Financing Agreement to be excluded from gross income for federal income tax purposes, if applicable;
- (9) Select the maturities of the Refundable Obligations to be refunded and cause notice of call and redemption to be given if required by law;
- (10) Execute an Escrow Deposit Agreement;
- (11) Subscribe for and obtain eligible securities to be deposited in an escrow fund for the Refundable Obligations; to the extent that any such action has been taken prior to the date of this Resolution, such action is hereby ratified;
- (12) Determine whether the certificated interest in the Financing Agreement shall be Book-Entry certificates and take such actions as are necessary to qualify for the Book-Entry System of DTC, including the execution of a Blanket Issuer Letter of Representations as necessary;
- (13) Seek to obtain a rating if determined by the District Official to be in the best interest of the District;
- (14) Apply for municipal bond insurance if determined to be in the best interests of the District, and expend proceeds to pay any insurance premiums and to execute and deliver any required insurance agreement;
- (15) Approve, execute and deliver Continuing Disclosure Certificates pursuant to SEC Rule 15c2-12, as amended (17 CFR Part 240, § 240.15c2-12), if necessary;
- (16) Approve, execute and deliver a Tax Certificate, if applicable;
- (17) Designate the Financing Agreement as a “qualified tax-exempt obligation” pursuant to Section 265(b)(3) of the Code, if applicable;
- (18) Engage the services of Hawkins Delafield & Wood LLP as Special Counsel and D.A. Davidson & Co., as Underwriter/Placement Agent and any other professionals whose services are desirable for the financing;
- (19) Make any clarifying changes or additional covenants not inconsistent with this Resolution; and
- (20) Execute and deliver any other certificates or documents and take any other actions that a District Official determines are desirable to carry out this Resolution.

### **SECTION 3. SECURITY**

The District shall pay the amounts due under the Financing Agreement from any and all of its legally available taxes, revenues and other funds as authorized by ORS 271.390. The District hereby pledges its full faith and credit and taxing power within the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution to pay the amounts due under the Financing Agreement pursuant to ORS 287A.315.

**SECTION 4. EFFECTIVE DATE**

This Resolution is effective immediately upon adoption.

ADOPTED by the Board of Education of Umpqua Community College District, located in Douglas County, Oregon this day 17th of March, 2020.

**UMPQUA COMMUNITY COLLEGE DISTRICT  
DOUGLAS COUNTY, OREGON**


By: \_\_\_\_\_

Chair

**ATTEST:**

By: \_\_\_\_\_

President

<p><b>BOARD OF EDUCATION UMPQUA COMMUNITY COLLEGE DOUGLAS COUNTY, OREGON</b></p>	<p>___ Information Item __x_ Action Item</p>
<p>Subject: Resolution No. 14: Declaring Emergency Conditions Exist</p>	<p>Date: 03/17/2020</p>
<p>Board approval is requested to declare emergency conditions exist at Umpqua Community College and grant authority to take any and all necessary actions to prepare and respond effectively to the Novel Coronavirus (COVID-19).</p>	
<p>Recommendation by:</p>	<p>Approved for Consideration: </p>

**RESOLUTION 14 OF THE BOARD OF EDUCATION  
UMPQUA COMMUNITY COLLEGE**

**RESOLUTION BY THE UMPQUA COMMUNITY COLLEGE BOARD OF EDUCATION DECLARING  
EMERGENCY CONDITIONS EXIST AT UMPQUA COMMUNITY COLLEGE AND GRANTING  
AUTHORITY TO TAKE ANY AND ALL NECESSARY ACTIONS TO PREPARE AND RESPOND  
EFFECTIVELY TO THE NOVEL CORONAVIRUS (COVID-19)**

**WHEREAS**, on March 8, 2020, Governor of Oregon Kate Brown declared a State of Emergency due to the outbreak and spread of a novel coronavirus (COVID-19); and

**WHEREAS**, on March 12, 2020, Governor Brown issued an Executive Order prohibiting large gatherings of more than 250 people including but are not limited to community, civic, public, leisure, faith-based, or sporting events, concerts, conventions, fundraisers, and any similar events or activities, if a distance of at least three (3) feet between individuals cannot be maintained, and encouraged individuals in high risk populations (those over 60 years of age, or those with an underlying health condition) to avoid gatherings of more than ten (10) people for four weeks until April 8, 2020; and

**WHEREAS**, as of March 16, 2020, there are 39 reported cases of COVID-19 in Oregon and public health officials expect the number of cases to increase; and

**WHEREAS**, on March 17, 2020, Governor Brown will issue an Executive Order prohibiting gatherings of more than 25 people; and

**WHEREAS**, ORS 341.290 gives the Board of Education authority to set rules regarding the government of Umpqua Community College and strict compliance with various existing college policies and administrative procedures/regulations, would prevent, hinder or delay appropriate actions to prevent and mitigate the effects of COVID-19; and

**WHEREAS**, it is imperative to prepare for and implement measures to respond to the potential spread of COVID-19; and

**WHEREAS**, it is imperative to have the tools to ensure the health and safety of students, staff, and visitors on Umpqua Community College's campus; and

**WHEREAS**, it is imperative to have the tools to ensure student learning continues if student education needs to be conducted from alternate locations or virtual learning environments; and

**WHEREAS**, the foregoing circumstances require a response beyond that which occurs routinely; and

**WHEREAS**, the foregoing circumstances are anticipated to remain in effect for at least 30 days;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Education of the Umpqua Community College District:

- (1) Determines that the circumstances described in this Resolution constitute an emergency condition; and
- (2) Authorizes the President and his/her designee to take any and all actions necessary to ensure the continuation of public education, and the health and safety of students and staff at college sites, including but not limited to the relocation of students and staff, provision of alternative education program options, provision of leave of absence to employees with pay due to quarantine or returning from level 3 countries or sick from COVID-19 or illnesses with similar symptoms (cough, fever, shortness of breath) or co-habitants of any individuals without any impact to their benefit time, and/or make needed alterations, repairs or improvements to college property; and
- (3) Declares that emergency procurements of goods and services are authorized pursuant to ORS 279A.010(1)(f), 279B.080, 279C.320, 279C.335(6), and all other applicable rules, and delegates to the President or the President’s designee the authority to approve and execute such emergency contracts in any dollar amount.

**THIS DECLARATION IS EFFECTIVE ON MARCH 17, 2020 AND SHALL REMAIN IN EFFECT UNTIL APRIL 17, 2020, UNLESS EXTENDED.**