



Meeting: PACE Career Academy Board of Trustees
Date: Monday, September 27, 2021 (Continuation 2020-21 Annual Meeting)
Time: **6:00PM**
Location: *Via Zoom at:* Join Zoom Meeting
<https://us02web.zoom.us/j/81661182164>
Meeting ID: 816 6118 2164
Join by Phone: 646 558 8656 US (New York) OR

In person at: PACE Career Academy
716 Riverwood Drive
Pembroke, New Hampshire

ATTENDEES: PRESENT:

Clint Hanson
Kris Raymond
Karen Guercia
Amy Parkinson
Mary Woods
Gene Gauss
Amy Manzelli (arrived at 6:33pm)

NOT PRESENT/UNEXCUSED:

Adrienne Evans
Stephanie Sarabia
Sarah Aiken

OTHER:

Biron Bedard, Attorney
Gene Calvano (2020-21 Board member)

AGENDA

1. Call to order: Roll call and Documentation of a quorum (6):

Chair Clint Hanson called the meeting to order at 6:14pm. The Chair reviewed attorney guidance surrounding the participants being able to attend the meeting virtually and attorney Biron Bedard's guidance given via email on 09/15/2021 stated: "*An "emergency" means that immediate action is imperative and that physical presence is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the chairman or presiding officer and the facts upon which the determination is based shall be included in the meeting minutes. I suggest that the meeting be noticed as in person but that the Board if the members cannot make the meeting in person that a zoom link will be provided to them.*"

Based upon the following facts the Chair determined that an emergency exists as noted above. He also noted that notice to all board members had been made including the agenda and a Zoom link has been provided.

The facts are that in July, Eastern Bank and the Charitable Trust Unit of the Attorney General's Office were far more concerned about the lack of action by the PACE Board and Eastern Bank had clearly threatened, in writing, that foreclosure was imminent. Despite the lack of a meeting Eastern appears to have been somewhat mollified by the \$100,000 setoff they took from your account last month. Though, I believe that the risk of foreclosure right now is as great as before because of the lack of action. And it will even be more imminent after this meeting especially if the board does not have a quorum of the board this meeting and does not take action. The Chair noted that a quorum being present, the Board would proceed with the business as published in the agenda of the meeting.

1. Minutes: Annual meeting as distributed—board review/action
—(Majority vote of board members present and eligible to vote—in attendance at 2020-21 Annual Meeting—required)

Karen Guercia made the motion to approve; Kris Raymond seconded.

Approval votes from Clint Hanson, Kris Raymond, Karen Guercia, Amy Parkinson, and Mary Woods. Gene Gauss abstained. **Motion passed.**

2. Immediate Business:

- a. Board actions needed:

- i. Motion to authorize the 2020-21 Executive Committee to execute the sale of PACE Career Academy assets to settle outstanding financial obligations. Included in the motion to liquidate the assets and to authorize Gene Calvano or any other Executive Committee member to sign the documents needed to close.

Kris Raymond made the motion; Karen Guercia seconded.

Discussion: Kris asked for clarification that is it OK for Gene Calvano to proceed with being authorized, even though he's not a current 2021/22 PACE board member. Biron Bedard confirmed that Gene Calvano could indeed be named in the motion to authorize and that we do include the Executive Committee in that motion so that someone could be present to sign documents if Gene Calvano were not available.

Approval votes from Clint Hanson, Kris Raymond, Karen Guercia, Amy Parkinson, Mary Woods, and Gene Gauss. —(A quorum of 6 board members voting in the affirmative are required to ratify)
Motion passed.

- ii. Motion to ratify 2020-21 Executive Committee vote to close PACE Career Academy effective June 30, 2021

Kris Raymond made the motion; Karen Guercia seconded.

Discussion: Kris Raymond talked about Board of Education (BoE) comments from the 08/27/2021 meeting that both Clint and Kris attended to answer the board's questions on PACE. The BoE wants to see this closed with the appropriate PACE board motions. Clint Hanson talked about 2/3rds majority is needed at the Pembroke District Meeting to the BoE.

Karen Guercia asked for clarification around the need for the Pembroke District Meeting to have PACE closure as a warrant article. Clint Hanson said it's part of the latest MOU agreement.

Gene Calvano asked Biron if the warrant article doesn't pass – we can still liquidate all assets, and any excess funds – if there is no district closure vote – then who gets the money???

Biron thinks it could get confusing and we'd have to ask and verify with others as to who gets the excess funds if the school district does not pass the dissolution.

Approval votes from Clint Hanson, Kris Raymond, Karen Guercia, Amy Parkinson, Mary Woods, and Gene Gauss. —(A quorum of 6 board members voting in the affirmative are required to ratify)
Motion passed.

- iii. Motion to authorize the 2020-21 Executive Committee to seek the placement of a warrant article on the March 2022 Pembroke School District annual meeting warrant requesting a vote of the district to dissolve PACE.

Kris Raymond made the motion; Gene Gauss seconded.

Approval votes from Clint Hanson, Kris Raymond, Karen Guercia, Amy Parkinson, Mary Woods, and Gene Gauss. —(Majority vote of board members present is required) **Motion passed.**

- b. Selection of PACE Officers for 2021-22 fiscal year:

Discussion: Kris Raymond asked about a quorum as we have many members who have quit or are no longer being present. Biron Bedard said to the extent we have a quorum, they can challenge the selection of PACE officers. Biron said we should have officers, because when it comes the time to sell the school, the documents need a current chair person.

- i. Chairperson - Kris nominates Clint. Clint accepts.
- ii. Vice-Chairperson - Amy Manzelli nominates Kris. Kris accepts.
- iii. Treasurer – Kris nominates Gene Calvano. Gene accepts.
- iv. Secretary – Amy Manzelli nominates Kris. Kris accepts.

- c. Motion to elect Gene Calvano to a vacant position on the 2021/22 board.

Kris Raymond made the motion; Amy Manzelli seconded. All in favor. **Motion passed.**

- d. Motion to elect the PACE officers as noted above:

Karen Guercia made the motion; Amy Parkinson seconded. All in favor. **Motion passed.**

3. Informational Items: Clint Hanson talked about the 08/27/2021 BoE meeting noting that the PACE Board has covered everything asked of us.

Biron Bedard said he and Gene Calvano will talk to Eastern Bank on 09/28/2021.

Discussion ensued around the timing of when we could begin to sell assets to interested parties such as other SAU53 schools. There have been several people inquiring with members of the Board about wanting certain items within the building. Discussion resulted in that the focus is only on the sale of the building at this time.

4. Adjournment: Motion to adjourn at 6:59pm:

Kris Raymond made the motion; Karen Guercia seconded. All in favor. **Motion passed.**