

**McClave School District No. Re-2****September 23, 2025**

President Hemphill brought to order the meeting at 12:18 p.m.

Board members present at the special meeting of the McClave Board of Education included Terri Beckett, Jack Goble, Teale Hemphill, Stephanie Malone, and Derek White Heckman. Superintendent Howe, Principal Pacino, and Brittany Henson were also in attendance. Coulter Bump with Caplan and Earnest attended via Zoom. The audience consisted of Brad Malone.

Jack Goble moved to amend the agenda to add item 4b: Approval of the Cell Site License Agreement with Industrial Tower West, LLC, doing business as Viaero Wireless, subject to final review and approval by counsel with action. He also proposed moving item 4b to 4c, which is the SECCHA Purchase and Sale Agreement Approval, with action. Terri Beckett seconded the motion.

VOTED:	Terri Beckett	YEA <u>X</u> NAY <u>  </u>
	Jack Goble	YEA <u>X</u> NAY <u>  </u>
	Teale Hemphill	YEA <u>X</u> NAY <u>  </u>
	Stephanie Malone	YEA <u>X</u> NAY <u>  </u>
	Derek White Heckman	YEA <u>X</u> NAY <u>  </u>

## 1. ISSUES AND CITATIONS

- *PRESIDENT*: I want to clarify on the record that the Board of Education has issues to discuss in Executive Session as follows:

“The Board of Education may proceed into executive session pursuant to C.R.S. § 24-6-402(4)(b) for purposes of conferring with the attorney for the Board of Education to receive advice on specific legal questions concerning the Board’s authority to license its property for telecommunication purposes and any limitations or restrictions on that authority under the existing License Agreement with NE Colorado Cellular, Inc. d/b/a Viaero Wireless and the Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless; and an executive session pursuant to C.R.S. § 24-6-402(4)(e)(I) for purposes of determining positions relative to matters that may be subject to negotiations and developing strategy for negotiations and instructing negotiators as related to the determination and negotiation of the terms of a Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless.”

*PRESIDENT*: Do I have a motion to go into Executive Session for the previously stated purposes? Jack Goble reads:

“I move that the Board of Education proceed into executive session executive session pursuant to C.R.S. § 24-6-402(4)(b) for purposes of conferring with the attorney for the Board of Education to receive advice on specific legal questions concerning the Board’s authority to license its

property for telecommunication purposes and any limitations or restrictions on that authority under the existing License Agreement with NE Colorado Cellular, Inc. d/b/a Viaero Wireless and the Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless; and an executive session pursuant to C.R.S. § 24-6-402(4)(e)(I) for purposes of determining positions relative to matters that may be subject to negotiations and developing strategy for negotiations and instructing negotiators as related to the determination and negotiation of the terms of a Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless.”

*PRESIDENT:* Identify board member who seconds the motion: Terri Beckett

- *PRESIDENT:* Discussion?
- *PRESIDENT:* Calls for roll call vote on motion to convene into executive session (need affirmative vote of 2/3’s of the quorum present) All voted yes.
- *PRESIDENT:* Announce who will be joining the Board in the executive session:
  - Superintendent Howe
  - Other: District’s legal counsel, Coulter Bump
  - Board members, Principal Howe, and Brittany Henson

## 2. ADJOURN & RECONVENE IN CONFERENCE ROOM AND CLOSE DOOR

- *PRESIDENT:* [Confirm tape recorder is ON. It is now 12:23 pm. Identify those present in the executive session – The following persons are present in executive session: Superintendent Howe, Principal Pacino, all five board members, District’s legal counsel, and Brittany Henson.

“Our topics for executive session are pursuant to C.R.S. § 24-6-402(4)(b) for purposes of conferring with the attorney for the Board of Education to receive advice on specific legal questions concerning the Board’s authority to license its property for telecommunication purposes and any limitations or restrictions on that authority under the existing License Agreement with NE Colorado Cellular, Inc. d/b/a Viaero Wireless and the Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless; and an executive session pursuant to C.R.S. § 24-6-402(4)(e)(I) for purposes of determining positions relative to matters that may be subject to negotiations and developing strategy for negotiations and instructing negotiators as related to the determination and negotiation of the terms of a Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless.”

## 3. DISCUSSION WILL BE OFF THE RECORD FOR **SPECIFIC LEGAL ADVICE FROM COUNSEL** - C.R.S. § 24-6-402(4)(b)

- *PRESIDENT:* “We will proceed with the first executive session discussion, which is to confer with the attorney for the Board of Education to receive advice on specific legal questions concerning the Board’s authority to license its property for telecommunication purposes and any limitations or restrictions on that authority under the existing License Agreement with NE Colorado Cellular, Inc. d/b/a Viaero Wireless and the Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless.”

*Note time discussion on this topic begins:* The time is 12:28 p.m.

*Attorney will make a record to stop the recording.*

***Discussion by the Board.***

*At 12:41 p.m.* Superintendent Howe called Eric finger with Artaic Group regarding a question concerning the existing services contract and the call lasted less than a minute.

*Attorney will make a record to start the recording.*

- *PRESIDENT:* This concludes the first executive session. *Note time discussion on this topic ends:* The time is now 1:24 p.m.

**4. DISCUSSION WILL BE ON THE RECORD FOR NEGOTIATIONS - C.R.S. § 24-6-402(4)(e)(I)**

- *PRESIDENT:* “We have just finished the first executive session discussion and we will now proceed with the second executive session, which is pursuant to C.R.S. § 24-6-402(4)(e)(I), for purposes of determining positions relative to matters that may be subject to negotiations and developing strategy for negotiations and instructing negotiators as related to the determination and negotiation of the terms of a Cell Site License Agreement proposed by Industrial Tower West, LLC d/b/a Viaero Wireless.”

*Note time discussion on this topic begins:* The time is 1:24 p.m.

***Discussion by the Board.***

- *PRESIDENT:* This concludes the second executive session. *Note time discussion on this topic ends:* The time is now 1:49 p.m.

**5. CONCLUDE EXECUTIVE SESSION**

- *PRESIDENT:* The executive sessions are now adjourned at: 1:50 p.m.
- Reconvene in Board room in open session – follow agenda.

Jack Goble moved to accept the Viaero Cell Site License Agreement as proposed by the District's legal counsel at today's meeting subject to final review by counsel. Stephanie Malone seconded the motion.

VOTED:	Terri Beckett	YEA <u>X</u> NAY ____
	Jack Goble	YEA <u>X</u> NAY ____
	Teale Hemphill	YEA <u>X</u> NAY ____
	Stephanie Malone	YEA <u>X</u> NAY ____
	Derek White Heckman	YEA <u>X</u> NAY ____

Jack Goble proposed putting the property located at 302 N Grant Avenue, McClave, CO 81057, up for public bids. The property is specifically described as Block 1, West 100 feet of Lot 2 in the Town of McClave, with a bid deadline set for September 30, 2025. Stephanie Malone seconded the motion.

VOTED:	Terri Beckett	YEA <u>X</u> NAY ____
	Jack Goble	YEA <u>X</u> NAY ____
	Teale Hemphill	YEA <u>X</u> NAY ____
	Stephanie Malone	YEA <u>X</u> NAY ____
	Derek White Heckman	YEA <u>X</u> NAY ____

The meeting was adjourned at 1:54 p.m.

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Derek White Heckman, BOCES Director

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Jack Goble, Treasurer

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Stephanie Malone, Vice-President

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Terri Beckett, Secretary

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Teale Hemphill, President