



## New Mexico Public Education Commission (PEC)

### Governing Body Member Change Notification Instructions

**Purpose:** To notify the Public Education Commission (PEC) of a change in a member or members of the school's Governing Body. The school may report multiple member resignations/removals and designations on the same form.

**Submission Deadline:** Changes to the Governing Body membership do not require prior approval of the PEC; however, notice must be received within 30 calendar days of the change. Vacancies must be filled within 45 days; one 30-day extension may be requested.

Notifications completed 14 days prior to the next PEC meeting will be placed on the next agenda. Notifications of this type are typically placed on the consent agenda; however, any notification may be removed from the consent agenda and moved to the regular agenda for full discussion and possible action by the PEC.

Meeting minutes of the governing board of the school and the PEC will serve as an amendment to, or compliance with, the charter contract regarding this membership change. The documentation will be added to the board of finance documentation on file with CSD.

#### **The school must provide:**

- Fully completed form
- Approved board minutes or certification of the board's vote accepting the new member
- Resignation Letter or board meeting minutes removing the previous member
- Statement of Governing Body Member to Consult with PED
- Affidavit of Governing Body Member
- Assurances of Governing Body Member

Contact [charter.schools@ped.nm.gov](mailto:charter.schools@ped.nm.gov) with questions about completing or submitting documents.

## Governing Body Member Change Notification Form

Submit this form and all supporting documents to [charter.schools@ped.nm.gov](mailto:charter.schools@ped.nm.gov)

**The Charter Contract was entered into by and between the New Mexico Public Education Commission (PEC) and Roots and Wings Community School, hereafter "the school," effective on 7/1/2024.**

**Current Governing Body Members and Positions:** Scotney Blackburn President, Erica Lannon Vice-President, Aline Robertson Secretary, Elizabeth Anderson Member, Andrea Griffin Member

**Governing Body Member(s) Resigning or Removed:** Aline Robertson and Scotney Blackburn

**New Governing Body Member(s) and Position(s):** , Victor Castillo Secretary, Odalys Diaz Member

**Contact information for New Governing Body Member(s) (phone, email):** Victor Castillo 737-222-9551 [vcastillo.gc@rwcs.org](mailto:vcastillo.gc@rwcs.org), Odalys Diaz 512-412-2289 [odiaz.gc@rwcs.org](mailto:odiaz.gc@rwcs.org)

**Is the school requesting an extension to fill a vacancy:**  yes  no

**If so, provide date of vacancy:** [Click or tap here to enter text.](#)

**Number of personnel changes (Head Administrator/Business Manager/Procurement Officer, Governing Board Member), including this change, submitted to PEC in the last 12 months:** 1

**Effective Date:** January 30<sup>th</sup>, 2024

**The school's notification is hereby submitted by:** Erica Lannon

**Signature of School Representative:** 

**Date:** 5/27/24

**Signature of Governing Board Chair:** 

**Date:** 5/27/24

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### For PEC/CSD use only

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**PEC Meeting Date:**

**Agenda:**  Consent (typical)  Regular (unusual circumstance)

**The school's notification was:**  Accepted  Rejected (provide reason)

**Electronic signature of CSD Director:** \_\_\_\_\_ **Date:** \_\_\_\_\_



**Scotney Blackburn** <sblackburn.gc@rwcs.org>

to Jon, Sarah, me, Elizabeth, Andrea ▾

Tue, Jan 30, 2:17 PM



Dear Jon, Sarah, and Board Members

I hope this letter finds you well. It is with a heavy heart that I submit my immediate **resignation** from my position on the Roots and Wings School Board. After careful consideration, I have come to the realization that I can no longer continue to serve in this capacity due to lack of time and availability in my schedule. With the new year, I have realized that I need to put my family and myself first, as this has been one of the most challenging years of our lives. It would be a disservice for me to continue working at such a low capacity and having a valuable President is something that this school needs.

My time on the school board has been a valuable and enriching experience, and I am grateful for the opportunity to have contributed to the growth and success of Roots and Wings. I have immense respect for the dedication and hard work of my fellow board members, as well as the entire school community.

I want to assure you that this decision was not made lightly, and I have the utmost confidence in the ongoing success and prosperity of Roots and Wings School under the capable leadership of the current board.

I appreciate the support and camaraderie I have experienced during my time on the board and look forward to witnessing the continued achievements of Roots and Wings School in the future. I am grateful for the relationships I have built and the lessons I have learned throughout this journey.

Thank you for understanding my decision. I wish the school, the board, and the entire community all the best in their future endeavors.

Sincerely,

Scotney Blackburn

January 16<sup>th</sup>, 2024

Dear RWCS Governing Council,

After much deliberating I have decided to resign from the council effective February 1<sup>st</sup> 2024, or at an earlier date if it makes sense for the board to best do its business. I do intend to wrap up as many duties as possible before this date as to leave the new secretary in a good state with the documents.

First and foremost, I want to say thank you all for the opportunity to learn about school governance and serve our community when I joined this board in 2019. In that time a lot has happened with our school, our community, and the world at large. I think I've run my tenure and my helpfulness to this board and I don't want to deteriorate or cause conflict for you all. I hope that my resigning will make your business easier.

I do have some concerns that I will share at a later date that I hope would be listened to and taken into consideration going forward.

Thank you,

Aline Robertson

CERTIFICATE OF GOVERNING BODY VOTE

This document certifies that on March 5th 2024 at 5:30 pm, a meeting of the Governing Body of Roots and Wings Community School,, a New Mexico public charter school, was held at 35 La Lama Rd, Questa NM 87556. The meeting and all votes were conducted in compliance with the New Mexico Open Meetings Act.

A quorum of the Governing Body's members being present and voting, it was voted 4 in favor and none opposed **to bring Odalys Diaz onto the Governing Council.**

The members voting in favor were: Erica Lannon, Andrea Griffin, Elizabeth Anderson, Victor Castillo.

The members voting in opposition were: none

The members abstaining were: none

I, the undersigned, certify that this is a true copy.



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Signature

5/27/24

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Date

Erica Lannon

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Printed name

President

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Title

## APPROVED

### Governing Council Regular Meeting Minutes

5:30 pm, December 19, 2023

In-Person at school or via Google Meeting [Link](#)

(Phone: (US) +1 617-675-4444 PIN: 277 534 402 0981#)

\*\*The RWCS GC may take agenda items out of order to better facilitate the business at hand \*\*

#### I. OPENING BUSINESS

- A. Call to Order- at 5:32pm by Erica Lannon.
- B. Roll Call- President: Scotney Blackburn - Present  
Vice President: Erica Lannon- Present  
Secretary: Aline Robertson- Present  
Members: Elizabeth Anderson- absent (joined at 5:34pm) & Andrea Griffin- absent  
We do have a  $\frac{2}{3}$  quorum.  
Others in attendance: Jon Orris & Victor Castillo  
Sarah Pina (joined at 5:37)

#### C. Reading of RWCS Mission Statement

- 1. *Our mission is to inspire our students to academic & personal excellence. Our innovative learning community creates classroom, farm & wilderness adventure— Engaging the head, hands & heart – Enabling students to achieve more than they think possible & to take an active role in our ever-changing world!*

- D. Vote to Approve Agenda- by Erica. Aline motions to approve as presented. 2nd by Scotney. Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

- E. Vote to Approve Prior Meeting Minutes- by Erica. 10/17/23 & 11/28/23 Scotney motions to approve the October & November MM's with language adjustments mentioned.

Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

#### II. PUBLIC COMMENT (3 minutes/person or 12 minutes max) If more time is needed, a letter/email should be sent to the GC before the meeting or request the topic be on a future agenda.

**NOTE:** “ Due to restrictions of the Open Meetings Act, the GC cannot respond to public comments presented at this time as the Public has not been sufficiently notified of the discussion. The GC will take all comments under advisement. The public should understand that any

*comments made in the public comment if defamatory may subject them to liability for which the governing council is not responsible."*

### III. ACTION ITEM

- A. New Board Member- by Erica. Victor Castillo has submitted a Letter of Intent & a Resume to join the GC. Conversation & questions to Mr. Castillo.

Elizabeth Anderson makes a motion to accept Victor Castillo as our new board member. 2nd by Aline. Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

### IV. DISCUSSION ITEMS

- A. Director's Report- by Jon. Logged into the PED hearing, didn't hear that anyone in the public comment was in favor. Will hear back in the next month.
- B. Finance Report- by Aline. Nothing out of the ordinary, no discrepancies. October: Payroll liabilities were \$66,108.04 and Accounts Payables were \$25,854.96 No stale dated checks. Operational Fund balance is \$297,392.45  
November: Payroll liabilities were \$67,079.27 and Accounts Payables were \$28,131.40 for NOVEMBER. Operational Fund balance is \$294,675 which keeps our reserve well over 12% There were no differences between checking register & GL. There are no stale dated checks. Most of the RFR's have been submitted & very few are still awaiting funding. We finally got reimbursed for the \$18k Federal Fund grant. FY 22-23 but it took a long time for this Federal reimbursement to happen.
- C. Facilities Report- by Erica. Getting closer & closer for final negotiations on property purchase. Talking with our lobbyist (Gabe Cisneros) about a grant for Phase III (interior/exterior finishes) of the modular project. Quote just came in today for this & is just under \$50k for this portion of the project. Need a new PO for Alix Henry as her current P.O. is about used up.
- D. LLMDWCA water rate increase for RWCS- by Jon. Though we very rarely have gone over 40k gallons of water usage, they are changing their pricing to reflect a higher rate if any user goes over 40k gallons per billing cycle. We will now be paying \$150/year for our annual membership since we are not considered a 'household' water user. Our previous annual fee was \$75/year. This was a suggestion made by RWCS as we applied for membership. Effective January. They bill 2x per year
- E. Business Manager contract revision- by Sarah. A document was sent before the meeting outlining the proposed changes. Proposing ending date of current contract as Sole Proprietor as of 12-31-23 & start a new contract as of 01-01-24 through June 30, 2024 for her new business as Elevate School Business Solutions, LLC. This will include an increase of \$7500 for that 6 month period. The increase was going to be proposed upon her next contract renewal & the increase is prorated. Next year the full

contract will be requested at \$60k, which is a \$15k increase from the current contract.

- F. PCSNM Conference debrief- by Erica. Want to schedule a get together to debrief & have a work session to discuss the recent conference. Potluck Tuesday the 9th sometime in the evening at Erica's place. There will be a quorum of the GC Board, but no action will be taken.

## V. ACTION ITEMS

- A. Budget Adjustments Requests- by Sarah.

570-000-2324-0009-IB Fund 31200 - PSCOC Lease Assistance Initial Budget \$ 42,739 This will cover the entire lease amount.

570-000-2324-0010-I Fund 11000 - Operational Increase \$ 28,068 (Budgeted vs. actual cash. Truing up the operational balance to what was used.)

570-000-2324-0012-I Fund 23000 - Student Activity Increase \$ 1,381 (Budgeted vs. actual cash. Truing up the operational balance to what was used.) Used for camping trips.

570-000-2324-0013-I Fund 25153 - Medicaid Increase \$ 1,783 (Budgeted vs. actual cash. Trueing up the operational balance to what was used.) General supplies & materials for the health office.

570-000-2324-0014-I Fund 29102 - Private Direct Grants Increase \$ 77 (Budgeted vs. actual cash. Trueing up the operational balance to what was used.) Used remaining balance from RWYEP for background checks.

570-000-2324-0015-I Fund 31701 - SB-9 Local Increase \$ 1,659 Budgeted to Maintenance & Repair for grounds.

570-000-2324-0017-D Fund 31703s - SB-9 State Match Decrease \$ (1,581) (Budgeted vs. actual cash. Trueing up the operational balance to what was used.) Reducing this b/c PED didn't get their

Scotney motions to approve BARS as presented. 2nd by Aline.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Abstain  
Motion passes.

- B. AP-PR Vouchers - by Sarah.

October: Payroll liabilities were \$66,108.04 and Accounts Payables were \$25,854.96

November: Payroll liabilities were \$67,079.27 and Accounts Payables were \$28,131.40



Aline motions to approve Vouchers as presented. 2nd by Scotney.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Abstains  
Motion passes.

C. Business Manager contract revision (if needed)- by Erica.  
Erica motions to table any motions. 2nd by Scotney.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Yes  
Motion tabled.

D. Mission Statement- by Erica. Scotney makes a motion to remove the  
School's Mission Statement from the Agenda & bring a new GC Mission  
Statement for consideration at a future date. 2nd by Aline.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Yes  
Motion passes.

E. Contract with Lobbyist- by Erica. Discussion about entering into another  
contract with Gabe Cisneros for future project funding needs & what is  
needed. Will look at past maintenance & repair concerns as well as  
landscaping needs to help come up with an appropriate number.  
Erica motions to give Jon Orris the authority to enter into & ready the  
contract with the lobbyist. 2nd by Scotney.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Abstains  
Motion passes.

**VI. Closed Session -** *Closed Session Pursuant to Section 10-15-1(H)(8) NMSA 1978, the Board will meet in closed session to discuss the purchase of real property.*

A. Vote to go into Closed Session: Erica motions to go into Closed Session  
*Pursuant to Section 10-15-1(H)(8) NMSA 1978, the Board will meet in closed session to discuss the purchase of real property & Pursuant to NM Statute Section 10-15-1 H(2) limited personnel matters.* Invited Sarah & Jon to join.

Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Victor- Yes  
Motion passes. Begin closed session at 7:01pm

B. Following Closed Session the Council will return to Open Session and may take action. Only the item listed above will be discussed.

**Closed Session -** *Closed Session Pursuant to NM Statute Section 10-15-1 H(2) limited personnel matters*

A. Vote to go into Closed Session:

B. Following Closed Session the Council will return to Open Session and may take action. Only the item listed above will be discussed.

Came out of closed session at 8:01pm No action was taken & only the matters listed above were discussed.

Scotney makes a motion that the Facilities Committee is able to send the Seller correspondence as discussed. 2nd by Elizabeth.

Scotney-Yes Erica-Yes Aline- Yes Elizabeth- Yes Victor- Yes  
Motion passes.

Scotney makes a motion that the Board make an offer of intent to rehire Director, Jon Orris at a base salary of \$101,000 pending legal advice on our ability to enact that salary this school year. 2nd by Erica.

Scotney-Yes Erica-Yes Aline- No Elizabeth- Yes Victor- Yes  
Motion passes.

## **VII. CLOSING BUSINESS**

- A. Agenda Items for Next Meeting- Outreach & Community Engagement
- B. Next Meeting - January 16, 2024 at 5:30 pm
- C. Adjourn- at 8:06pm

If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact [jorris@rwcs.org](mailto:jorris@rwcs.org) or (575) 586-2076 at least 48 hours prior to the meeting or as soon as possible. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact Mr. Orris at the phone number or email address above if a summary or other type of accessible format is needed.

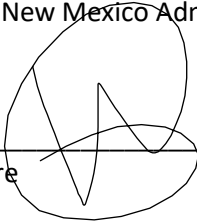
## CERTIFICATE OF ASSURANCES

My name is Victor Alejandro Castillo and I reside in Questa, NM. I am a member of the governing body for Roots and Wings Community School a charter school which is located at Lama, Questa, NM, I certify that the CHARTER SCHOOL complies with all applicable federal and state laws governing the organizational programmatic, and financial requirements applicable to charter schools, including:

1. The CHARTER SCHOOL'S admission processes are in compliance with Sections 22-2-4(A)-(D) and 22-8B-4.1 NMSA 1978.
2. The CHARTER SCHOOL'S admission process do not discriminate against anyone regarding race, color, age, religion, national origin, ancestry, sex, sexual orientation, gender identity, spousal affiliation, physical or mental disability, or serious medical condition.
3. The CHARTER SCHOOL is a nonsectarian and non-religious public school.
4. Except as otherwise provided in Section 22-12-5(C) NMSA 1978 the Public School Code, the CHARTER SCHOOL does not charge tuition or have admission requirements.
5. The CHARTER SCHOOL complies with all state and federal health and safety requirements applicable to public schools, complies with Sections 22-8B-4.2(A), (C), and (D) NMSA 1978, and must produce an E-Occupancy certificate for all school facilities.
6. The governing body does not and will not contract with a for-profit entity for the management of the CHARTER SCHOOL.
7. The CHARTER SCHOOL complies with all applicable state and federal laws and rules related to identifying and providing special education services.
8. The CHARTER SCHOOL complies with provisions regarding public property identified in the Public School Code, the New Mexico Procurement Code, and the New Mexico Prohibited Sales Act, the Internal Revenue Code, and other applicable federal and state regulations.
9. The CHARTER SCHOOL ensures that criminal background checks are conducted on all employees and applicable reporting is completed in accordance with Section 22-10A-5 NMSA 1978.
10. The CHARTER SCHOOL ensures that it complies with state regulations regarding the use of volunteers set out in Section 6. 50.18 NMAC.
11. The CHARTER SCHOOL complies with the Age Discrimination Act of 1975, Title VI and Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendments of 1972, Section 504 of the Rehabilitation Act of 1973, and the Individuals with Disability Education Act.
12. The CHARTER SCHOOL provides equitable access to and participation in its federally assisted program for students, teachers, and other program beneficiaries with special needs.
13. Meetings of the CHARTER SCHOOL Governing Body comply with the New Mexico Open Meetings Act, Sections 10-15-1 et seq., NMSA 1978 and the Inspection of Public Records Act, Section 14-2-1 et seq., NMSA 1978.
14. The CHARTER SCHOOL complies with all requirements of The Family Educational Rights and Privacy Act (FERPA) 20 U.S.C. § 1232g; 34 CFR Part 99.
15. The CHARTER SCHOOL has and will adopt all policies and procedures required by the Public School Code, the New Mexico Administrative Code, and the Public Education Commission.

16. The Governing Body or head administrator of the CHARTER SCHOOL recognizes and works with employee labor representatives, if any.
17. The CHARTER SCHOOL has and will develop personnel policies that comply with all applicable federal and state labor laws, regulations and rules implementing them.
18. The CHARTER SCHOOL had and will develop a curriculum that is aligned to the New Mexico State Standards found in Title 6 Chapter 29 of the New Mexico Administrative Code, as amended.

Victor Alejandro Castillo  
Printed Name

  
Signature

6/10/2024  
Date

**AFFIDAVIT OF GOVERNING BODY MEMBER**

STATE OF NEW MEXICO )

COUNTY OF )

I, ~~Odalis Diaz~~ Odalis Diaz, after being duly sworn, state:

1. My name is Odalis Diaz and I reside in Questa, New Mexico.

2. I am a member of the governing body of the <sup>Roots and Wings</sup> ~~[insert name of school]~~ in Loma, New Mexico.

3. I attest that I am currently not a current governing body member of any other charter school authorized in the state of New Mexico.

4. I have never been a governing body member of a charter school that was suspended or failed to receive or maintain their board of finance designation.

5. I understand that as a member of the [insert name of school]'s governing body, I am entrusted with oversight of expenditure of public funds in accordance with all applicable laws, regulations and rules, including but without limitation any laws or rules pertaining to conflicts of interest, public school finance, and procurement.

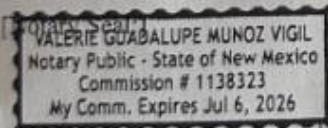
Odalis Diaz  
[Signature]

13 March 2024  
Date

Odalis Diaz  
[Print]

**VERIFICATION**

The forgoing Affidavit of Governing Body Member was subscribed and sworn to before me, this 13 day of March 2024



Valerie Guabalupe  
NOTARY PUBLIC

My commission expires: July 6, 2026

## ASSURANCES

My name is odalya diaz and I reside in Questa new Mexico. I am a member of the governing body for Roots and Wings a charter school which is located at Lama New Mexico, I assure that in my capacity as a member of the governing body, the CHARTER SCHOOL complies with all applicable federal and state laws governing the organizational, programmatic, and financial requirements applicable to charter schools, including:

1. The CHARTER SCHOOL'S admission processes are in compliance with Sections 22-2-4(A)-(D) and 22-8B-4.1 NMSA 1978.
2. The CHARTER SCHOOL'S admission process do not discriminate against anyone regarding race, color, age, religion, national origin, ancestry, sex, sexual orientation, gender identity, spousal affiliation, physical or mental disability, or serious medical condition.
3. The CHARTER SCHOOL is a nonsectarian and non-religious public school.
4. Except as otherwise provided in Section 22-12-5(C) NMSA 1978 the Public School Code, the CHARTER SCHOOL does not charge tuition or have admission requirements.
5. The CHARTER SCHOOL complies with all state and federal health and safety requirements applicable to public schools, complies with Sections 22-8B-4.2(A), (C), and (D) NMSA 1978, and must produce an E-Occupancy certificate for all school facilities.
6. The governing body does not and will not contract with a for-profit entity for the management of the CHARTER SCHOOL.
7. The CHARTER SCHOOL complies with all applicable state and federal laws and rules related to identifying and providing special education services.
8. The CHARTER SCHOOL complies with provisions regarding public property identified in the Public School Code, the New Mexico Procurement Code, and the New Mexico Prohibited Sales Act, the Internal Revenue Code, and other applicable federal and state regulations.
9. The CHARTER SCHOOL ensures that criminal background checks are conducted on all employees and applicable reporting is completed in accordance with Section 22-10A-5 NMSA 1978.
10. The CHARTER SCHOOL ensures that it complies with state regulations regarding the use of volunteers set out in Section 6. 50.18 NMAC.
11. The CHARTER SCHOOL complies with the Age Discrimination Act of 1975, Title VI and Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendments of 1972, Section 504 of the Rehabilitation Act of 1973, and the Individuals with Disabilities Education Act.
12. The CHARTER SCHOOL provides equitable access to and participation in its federally assisted program for students, teachers, and other program beneficiaries with special needs.
13. Meetings of the CHARTER SCHOOL Governing Body comply with the New Mexico Open Meetings Act, Sections 10-15-1 et seq., NMSA 1978 and the Inspection of Public Records Act, Section 14-2-1 et seq., NMSA 1978.

14. The CHARTER SCHOOL complies with all requirements of The Family Educational Rights and Privacy Act (FERPA) 20 U.S.C. § 1232g; 34 CFR Part 99.
15. The CHARTER SCHOOL has and will adopt all policies and procedures required by the Public School Code, the New Mexico Administrative Code, and the Public Education Commission.
16. The Governing Body or head administrator of the CHARTER SCHOOL recognizes and works with employee labor representatives, if any.
17. The CHARTER SCHOOL has and will develop personnel policies that comply with all applicable federal and state labor laws, regulations and rules implementing them.
18. The CHARTER SCHOOL had and will develop a curriculum that is aligned to the New Mexico State Standards found in Title 6 Chapter 29 of the New Mexico Administrative Code, as amended.

odalys diaz

Printed Name



Signature

3/11/2024

Date







**STATEMENT OF GOVERNING BODY TO CONSULT WITH PED**

We, the undersigned, make up the governing body of the Roots and Wings Community School, located in Lama, New Mexico.


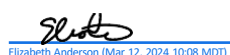
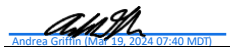
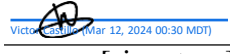

In accordance with 6.80.4.16 NMAC, we agree to consult with the New Mexico Public Education Department on any matter not covered by the manual of accounting and budgeting before taking any action related to funds held as a board of finance.

We make this statement as part of Roots and Wings Community School’s application to the Public Education Commission for status as a board of finance under 6.80.4.16 NMAC.

We understand that we must retain or hire a Licensed School Business Manager as soon as financial feasible and, thereafter, notify the New Mexico Public Education Commission within 30 days of hiring and/or changing in a Licensed School Business Manager for the school, and a new, signed “Affidavit of Financial Custodian” must be submitted.

We understand that we must submit an Affidavit of Governing Body Member to the Public Education Commission within 60 days of a change in membership of our governing body.

THE FOLLOWING MEMBERS OF THE ROOTS AND WINGS COMMUNITY SCHOOL GOVERNING COUNCIL GIVE THE FOREGOING STATEMENT THIS 8 DAY OF March, 20 24.

1.   
[signature]  
Erica Lannon  
[print]
2.   
[signature]  
Elizabeth Anderson  
[print]
3.   
[signature]  
Andrea Griffin  
[print]
4.   
[signature]  
Victor Castillo  
[print]
5.   
[signature]  
Odalys Diaz  
[print]

## Governing Council Special Meeting

### Minutes APPROVED

6:00 pm, February 13, 2024

In-Person at school or via Google Meeting [Link](#)

(US) +1 904-580-9474 PIN: 475 226 824#

\*\*The RWCS GC may take agenda items out of order to better facilitate the business at hand \*\*

#### **I. OPENING BUSINESS**

- A. Call to Order - meeting called to order at 6:02pm
  - B. Roll Call - Erica Lannon present, Elizabeth Anderson present, Victor Castillo present. We have a quorum.
  - C. Vote to Approve Agenda - Motion to approve the agenda made by Victor Castillo, Elizabeth Anderson seconds. Victor Castillo yes, Elizabeth Anderson yes, Erica Lannon yes. Motion carries.
  - D. Vote to Approve Prior Meeting Minutes - Motion to approve Jan 16th minutes made by Elizabeth Anderson, Victor Castillo seconds. Victor Castillo yes, Elizabeth Anderson yes, Erica Lannon yes. Motion carries.
- Andrea Griffin has joined the meeting at 6:12pm

#### **II. PUBLIC COMMENT**

No public comment

#### **III. CLOSED SESSION** - *Closed Session Pursuant to Section 10-15-1(H)(8) NMSA 1978, the Board will meet in closed session to discuss the purchase of real property.*

Motion to go into closed session made by Erica Lannon, Elizabeth Anderson seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.

The board came out of closed session at 6:26pm. No action was taken and only the matters listed on the agenda were discussed.

President: The Roots and Wings Community School's Governing Council has considered the acquisition of its current campus from Todd Wynward and Margaret T. Bartlett the current owners. The campus is more particularly described as two (2) single story buildings used for classrooms and administrative space totaling approximately 4,119 square feet with certain improvements, located on approximately 2.0 acres of land. The Land and Improvements (Property) are located at 35 La Lama Road, Questa, Taos

County, New Mexico. The purchase will be accomplished by making an advanced principal payment of \$60,000 on execution of the LPA, the source of which is capital outlay and/or operational funds. A second principal payment of \$346,500.00 must be paid on or before June 30, 2024 or the original purchase price will increase by 5%; if not paid by June 30, 2025 the adjusted original purchase price will be increased by another 5%. The final payment on the LPA must be paid on or before June 30, 2026. The balance of the sales price after payment of the first principal payment will be paid for by using a financing instrument known as a Public School Lease Purchase Arrangement.

## TERMS OF TRANSACTION

1. The parties to the LPA and Purchase Agreement are the School and the Owners.
2. The Purchase Agreement creates a commitment between the Owners and the School to complete the transaction contingent on provisions typical of a real estate transaction, such as obtaining financing (here the Department's approval of the LPA), the School agreeing to the state of the title, the School agreeing to any boundary issues revealed by a survey or Improvement Location Report, the School reviewing and accepting matters revealed by documents provided by Owners related to the property.
3. The LPA includes provisions that are required by the Public School Lease Purchase Act; i.e., these are mandatory provisions. Key terms are:
  - i. No obligation from year to year; however, Lessor (here Owners) bound to the agreement unless default per terms of the lease.
  - ii. Lease payments must include a principal and interest component; principal is applied to the purchase price;
  - iii. "Public building" – Once the LPA is signed, use of SB9 and HB33 and other appropriations to make improvements to the property is permissible (but require Owners' prior approval per terms negotiated). Also, may use SB9 and/or HB33 to supplemental lease payments, but should be unnecessary under the terms of the LPA.
  - iv. School assumes 100% responsibility for taxes, operations, maintenance, repairs.
4. Before the LPA can be submitted to the Department, the law requires the Council to approve the terms of transaction and pass a formal resolution. The Resolution must accompany the LPA to the Department. The President and Secretary will sign the Resolution after a vote has been taken. No signature on LPA until it has been approved by PED.
5. The School will continue to pay rent under the terms of its current lease with Owners until Closing (the LPA has been fully executed), which is contingent upon the Department's approval of the LPA and issuance of a Notice of Obligation (appropriation funds to flow to RWCS).
6. If the sale does not close due to actions by the PED or RWCS deciding that the property is not acceptable after completing due diligence, the Owners will continue to be your landlord under the terms of the current Lease. If it does close, the lease with the Owners is canceled without further obligation to either party. The LPA will then govern the relationship between the parties. Note: Rent under the LPA is equal to the current

amount received from the PSCOC lease reimbursement grant. (See, Rent Schedule in LPA).

7. Legal title to the property remains in the Owners until the School makes its final payment of the purchase price.

## **PRICE/PAYMENT TERMS.**

1. The LPA specifies a purchase price of \$444,000. The purchase will be accomplished by making an advanced principal payment of \$60,000 on execution of the LPA, the source of which is capital outlay and/or operational funds. A second principal payment of \$346,500.00 must be paid on or before June 30, 2024 or the original purchase price will increase by 5%; if not paid by June 30, 2025 the adjusted original purchase price will be increased by another 5%. The final payment on the LPA must be paid on or before June 30, 2026. If not the LPA is canceled, and the Lessors (Wynward and Bartlett) will retain all principal payments to date. Owners refused to agree to a savings clause during negotiations.
2. Payment due date: first of the month. Looking for April 1, 2024, if not sooner, depends on PED.
3. Prepayments of principal are permitted at any time pursuant to the terms of the LPA without penalty. The Council can decide to advance principal payments or pay off the obligations without penalty.
4. Source of Funds document has been provided.

## **OTHER TERMS.**

1. Attached to the LPA are the following exhibits:
  - Exhibit A – Legal Description of the property
  - Exhibit B – Rent Payment Schedule
  - Exhibit C - Copies of the New Mexico Public Education Department's and Public School Facilities Authority's individual approvals of this Agreement (once the Department provides a letter from the Secretary with approval).
2. The School is responsible for all maintenance and repairs and must maintain the building to Statewide Adequacy Standards. The Owners will have no responsibility for upkeep, or any other cost related to the facility after the LPA is executed by the School.
3. The School will pay real property taxes until it qualifies for an exemption. Typically, request for exemption from property taxes must be requested from the Taos County Tax Assessor as soon as notice of values are issued. This property will qualify because the building will be tax exempt once under an LPA.
4. As of January 1, 2025, RWCS will be eligible for an exemption from the real estate taxes on the property. Must apply by the deadline.
5. The Resolution authorizes the President to approve minor changes to the LPA if requested by the Department and on advice of counsel and, after approval of the Department, to execute the LPA. However, if there are material changes to the LPA required by the Department, the Council will have to review and vote to approve those changes as well as the Sellers will have to review and agree.

## OF NOTE.

1. The School must publish notice that it passed this resolution to acquire the facility through a lease purchase agreement. NMSA 1978, §22-26A-13 (PM – Provided). After 30 days if no objections, the public cannot object to the transaction.

Members of the RWCS Governing Council have been provided a Summary of the Purchase Agreement's and Lease Purchase Arrangement's terms and conditions, a copy of the Purchase Agreement and Lease Purchase Arrangement with exhibits prepared by our attorney, as well as a document titled "Source of Funds for Facility Payments Pursuant to the Lease Arrangement," and a copy of the proposed Resolution that if approved would permit the school to enter the Purchase Agreement and the Lease Purchase Arrangement under the conditions stated and after the Secretary of the New Mexico Public Education Department has given approval. The terms of the transaction and acquisition were discussed in closed session. We are now in an open meeting.

President: Is there a motion for RWCS to enter into the Purchase Agreement and the Lease Purchase Arrangement with the Owners to buy the Property?

Andrea Griffin: makes a motion to adopt Resolution 001-2024 of the Roots and Wings Community School's Governing Council wherein the Council expresses its approval and intent for the school to enter into the Purchase Agreement and a Lease Purchase Arrangement with Todd Wynward and Margaret T. Bartlett in the form presented to the Council on the condition that the Department approves the Lease Purchase Arrangement to finance the balance of the purchase price and the conditions under the Purchase Agreement are met.

Elizabeth Anderson seconds the motion.

President: Before we vote, are there any questions or comments from the staff or the public regarding the resolution or contemplated transaction?

No questions or comments.

President: I am going to call for a Roll Call Vote on this issue:

Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes.  
Motion carries.

## IV. ACTION ITEMS

### A. Designate Officers

Scotney Blackburn's abrupt resignation was made with no plan for a replacement. Abandoned responsibilities fall on the full board. Erica Lannon has historically shouldered much of this responsibility, and cannot continue to do so. A firm request is made for board members to take on

greater responsibility. A firm request is made to recruit new board members.

1. President - Andrea Griffin motions to designate Erica Lannon as President, Elizabeth Anderson seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon no. Motion carries. Erica is committed to staying on until the property purchase closes. A plan must be made to fill the President position once property purchase is closed.
2. Vice-President - Erica Lannon motions to designate Andrea Griffin as Vice-President, Victor Castillo seconds. Victor Castillo yes, Elizabeth Anderson no, Andrea Griffin yes, Erica Lannon yes. Motion carries.
3. Secretary - Erica Lannon motions to designate Victor Castillo as Secretary, Andrea Griffin seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.

Jon Orris will contact PCSNM to see about a training specifically for RWCS council members to help understand their officer positions.

- B. Designate new signer for checks  
Motion is made by Erica Lannon to designate Victor Castillo be added as a check-signer at Hillcrest Bank on behalf of Roots and Wings Community School, Elizabeth Anderson seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.  
Alice Allen as third signer at Hillcrest Bank on behalf of Roots and Wings Community School pending her acceptance.
- C. Budget Adjustments Requests  
BAR 570-000-2324-0018-I Increase in the amount of \$7,476 budgeted to supply assets  
BAR 570-000-2324-0019-I Increase in the amount of \$1 budgeted to professional development.  
Motion to approve BARs as presented made by Elizabeth Anderson, Andrea Griffin seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.
- D. AP-PR Vouchers - no vote taken, documents will be reviewed at the next GC meeting.
- E. [Updated COVID-19 Leave Policy](#)  
Motion to approve updated covid-19 leave policy made by Elizabeth Anderson, Andrea Griffin seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.
- F. [Updated RWCS Attendance Policy](#)  
Motion to approve updated RWCS attendance policy made by Elizabeth Anderson, Andrea Griffin seconds. Victor Castillo yes, Elizabeth Anderson yes, Andrea Griffin yes, Erica Lannon yes. Motion carries.

## V. CLOSING BUSINESS

- A. Agenda Items for Next Meeting - New assignments for committee members on Facilities and Finance committees.
- B. Next Meeting - March 5, 2024 at 5:30 pm. tentative Special meeting or work session to discuss much that is changing. Next regular meeting March 19th, 2024 at 5:30pm
- C. Adjourned at 7:39pm

If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact [jorris@rwcs.org](mailto:jorris@rwcs.org) or (575) 586-2076 at least 48 hours prior to the meeting or as soon as possible. Public documents, including agendas and minutes, can be provided in various accessible formats. Please contact Mr. Orris at the phone number or email address above if a summary or other type of accessible format is needed.



## APPROVED

### Governing Council Regular Meeting Minutes

5:30 pm, January 16, 2024

In-Person at school or via Google Meeting [Link](#)

(Phone: (US) +1 617-675-4444 PIN: 277 534 402 0981#)

\*\*The RWCS GC may take agenda items out of order to better facilitate the business at hand \*\*

#### I. OPENING BUSINESS

A. Call to Order- @ 5:36pm by Scotney Blackburn

B. Roll Call- President: Scotney Blackburn - Present

Vice President: Erica Lannon- Present

Secretary: Aline Robertson- Present

Members: Elizabeth Anderson- Present

Andrea Griffin- Absent

Victor Castillo- Absent

We do have a  $\frac{3}{4}$  quorum. Others in attendance: Jon Orris & Sarah Pina

C. Vote to Approve Agenda 1/16/2024- Erica motions to approve with removing Discussion Item D. 2nd by Aline.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

D. Vote to Approve Prior Meeting Minutes 12/19/23- Erica motions to approve with changes presented. 2nd by Elizabeth.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

II. PUBLIC COMMENT (3 minutes/person or 12 minutes max) If more time is needed, a letter/email should be sent to the GC before the meeting or request the topic be on a future agenda. No public present.

**NOTE:** “ Due to restrictions of the Open Meetings Act, the GC cannot respond to public comments presented at this time as the Public has not been sufficiently notified of the discussion. The GC will take all comments under advisement. The public should understand that any comments made in the public comment if defamatory may subject them to liability for which the governing council is not responsible. ”

#### III. DISCUSSION ITEMS

A. Director's Report Jon- working on policy revamps, funding requests went to legislature through the lobbyist. Staff is working hard to implement things they've learned at training.



<https://docs.google.com/document/d/1QfZiGgYcY8IfZVCjENIS3lZnUL7jGXFSrVa22-mJe8/edit>

- B. Finance Report- Sarah- Revenue 172,299.72 Got our IDEA-B remaining funds reimbursed. Esser III reimbursement completed as well. We also received our SB-9 monies of 29,031.75  
Operational Fund balance is \$295,085.55 Ending Fund Balance is around \$223k which is a reserve of 21.48%  
Expenditures we had for the portable project, conference registrations were some expenses we didn't have compared to previous years, so this is higher than normal. CES (Cooperative Educational Services are the people we are paying for the portable project)  
No difference between bank & GL. No stale dated checks.
- C. Facilities Report Erica- No updates, still awaiting contact from Sellers. We are pursuing funding through our lobbyist Gabe Cisneros.
- ~~D. MOY I-Ready Results~~

#### IV. ACTION ITEMS

- A. Budget Adjustments Requests - No BARS  
No motion made & no action taken.
- B. AP-PR Vouchers-  
December Accounts Payable \$71,249.96 & Payroll Liabilities \$66,050.36  
Aline motions to approve Vouchers as presented. 2nd by Erica.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.
- C. Jon to attend - the **PCSNM Leadership Retreat** in Ruidoso at the Inn of the Mountain Gods. Monday, June 24<sup>th</sup> – Wednesday, June 26<sup>th</sup>  
Elizabeth motions to approve Jon's attendance to PCSNM Leadership Retreat . 2nd by Erica.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.
- D. Discussion and possible action on board membership.  
Aline made a statement of intent to resign in the next 45 days. Need to appoint a new Secretary & replace her on any committees.  
No motion made & no action taken.
- E. Engagement Committee/PAC revival Elizabeth spoke about the classes she took at the conference & brought back ideas about how to revive the Engagement Committee that involves parents & community members in different activities that benefit the school & the surrounding areas.  
  
Erica motions to create an Engagement Committee chaired by Elizabeth.  
2nd by Aline.  
Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.

- F. Contract with Lobbyist Jon will enter into the contract with Gabe Cisneros when they finalize the details.  
No motion made & no action taken.

V. **Closed Session** - *Closed Session Pursuant to Section 10-15-1(H)(8) NMSA 1978, the Board will meet in closed session to discuss the purchase of real property.*

- A. Vote to go into Closed Session: Elizabeth motions to go into closed session @ 6:15pm Pursuant to Section 10-15-1(H)(8) NMSA 1978, the Board will meet in closed session to discuss the purchase of real property & Pursuant to NM Statute Section 10-15-1 H(2) limited personnel matters. 2nd by Erica.

Scotney-Yes Erica-Yes Aline-Yes Elizabeth- Yes Motion passes.  
Jon Orris & Sarah Pina were invited to attend.

**Closed Session** - *Closed Session Pursuant to NM Statute Section 10-15-1 H(2) limited personnel matters.*

- A. Vote to go into Closed Session:
- B. Following the Closed Session, the Council will return to the Open Session and may take action. Only the item listed above will be discussed.  
Came out of closed session @ 6:43 pm & only the items listed above were discussed.  
No action taken.

VI. **CLOSING BUSINESS**

- A. Agenda Items for Next Meeting: Change forms, Director evaluation, Board Development (Mission Statement for the Board), Updates on LPA/PA, Secretary replacement.
- B. Next Meeting - February 20, 2024 at 5:30 pm
- C. Adjourn @ 6:46 pm

If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact [jorris@rwcs.org](mailto:jorris@rwcs.org) or (575) 586-2076 at least 48 hours prior to the meeting or as soon as possible. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact Mr. Orris at the phone number or email address above if a summary or other type of accessible format is needed.