

KIRTLAND COMMUNITY COLLEGE
Board of Trustees Special Meeting Minutes
May 24, 2021

Date:	Monday, May 24, 2021	Type:	Special Meeting
Time:	10:30 a.m.	Notice Provided in Advance:	Yes
Location:	Grayling Campus	Quorum:	Satisfied (minimum of four required)

Present: **Mary Ann Ferrigan, Chairman**
Jack Kramer, Vice Chair
Ed Pearen, Secretary - via Zoom
Tom Ritter, Trustee
Roy Spangler, Trustee
Alan Bruder, Trustee

Absent: Amy Knepp, Trustee

Kirtland Community College Guest:

Dr. Tom Quinn – President
Matt Biermann – IT staff
Dr. Amy Fugate
Gina Moya – via Zoom
Tim Chilcote
Michelle Vyskocil

I. Meeting called to order at 11:03 a.m. by Chairperson MaryAnn Ferrigan

- Quorum present in-person

II. Complexities of the Roscommon Campus Sale

- Hazardous materials concerns of the purchaser – Michigan law protects the purchaser if hazardous materials are found on the property after sale is completed. Kirtland would be responsible – this should satisfy the purchaser.
- Motion made at May 13th Special Board meeting – Dr. Quinn informs the board members that due to the complexities of the sale, an extension is needed for due diligence. There are concerns regarding the sale of the tower lease. There are questions regarding Kirtland's ability to sell the tower lease once sell is completed. Discussion ensued regarding authorization to sell a lease on land no longer owned by Kirtland.
- Right of First Refusal by American Tower – The board members discussed American Tower's rights. Further discussion ensued with Kirtland attorney Gordon regarding Kirtland's requirements to disclose the sale of the property.
- Dr. Quinn suggests two options to the board members: 1) Exclude the 10k square foot of property the tower sits on from the sale of property, or 2) Put language in the Purchase Agreement stating Kirtland sells the land to the buyer, but Kirtland retains the Lease for 99 years. Kirtland then sub-leases out to American Tower. Discussion ensued on Kirtland's authority to lease the tower if the purchaser owns the land.
- Dr. Quinn and the board members discussed the perpetual easement. Dr. Quinn told the board members that Kirtland's attorney is currently working to clear up these issues.
- Questions from board members arose regarding power access to the tower. Discussions ensued regarding the purchaser's ability to disconnect power to the tower. Board members suggested to Dr. Quinn that language be placed in the Purchase Agreement regarding customer service. Dr. Quinn and the board agreed that the Title work would explain access to power and easement.
- Call received by Gordon – Kirtland's attorney working on the Purchase Agreement - a brief discussion regarding extending time from 45 days to 90 days to sign Purchase Agreement; and American Tower's First Rights of Refusal.

Motion by Trustee Bruder: Moved to extend Purchase Agreement to 90 days as opposed to 45 days, seconded by Trustee Kramer. Discussion ensued. Motion died on the table without a vote.

Motion Amended by Trustee Bruder: Moved to extend Purchase Agreement to 90 days as opposed to 45 days and five days to sign the agreement. Seconded: by Trustee Kramer. Motion carries without descent.

III. Board Update

- Dr. Fugate gave an update on High School graduates from Kirtland. Discussion ensued between Dr. Fugate and the board members regarding graduating students and students enrolled in Kirtland programs.

IV. ADJOURNMENT

With no further business to discuss, Madam Chairperson Ferrigan adjourned the meeting at 12:02 p.m.

Minutes submitted by:
Gina Moya

Adopted by the Board:_____