SPECIAL BOARD OF TRUSTEES MEETING

I. AGENDA
   A. Call to Order
      The special meeting of the Western Wyoming Community College District Board of Trustees was called to order at 6:05 p.m., Thursday, March 3, 2011, in Board Room 3060, Rock Springs Campus, President James Roth presiding.

   B. Approval of Agenda
      1. Secretary Eckman made a motion to approve the agenda as presented. Motion approved by vote.

II. RECOMMENDED ACTION
   A. Old Business
      1. Approval of Resolution and Quit Claim Deed Associated With Lot 16 of the College View Commercial Park
         In October, 2007, the WWCC Board of Trustees approved a Resolution conveying to Rocket City Professionals, LLC, via special warranty deed, Lot #16 of the College View Commercial Park. A legal technicality has arisen in connection with this conveyance of property. The College conveyed the property to Rocket City Professionals before Rocket City Professionals filed its organizational documents with the Wyoming Secretary of State Office. Thus, technically, WWCC may still be the owner of record of the property. Apparently, this situation came to light during negotiations between Rocket City Professionals and the developer of the would-have-been Dickey’s BBQ building. The College’s attorney, Galen West, has indicated that this situation is easily remedied. He has prepared a Resolution and Quit Claim Deed for execution by the Board of Trustees which he says will clear up this issue. After discussing this matter further with Galen West, the Administration’s recommendation provided the Board of Trustees at the February, 2011 meeting
remains unchanged. Galen West, College legal counsel, was in attendance at the meeting to answer any questions the Board had regarding this recommendation.

Recommendation
To approve the following Resolution:

A RESOLUTION AUTHORIZING WESTERN WYOMING COMMUNITY COLLEGE DISTRICT, STATE OF WYOMING, TO RECONVEY CERTAIN REAL PROPERTY AND PREMISES OWNED BY THE COLLEGE LOCATED ON GATEWAY BLVD, ROCK SPRINGS, SWEETWATER COUNTY, WYOMING, TO ROCKET CITY PROFESSIONALS, LLC.

Vice President Kelsey gave an explanation of the land transaction, stating that it was a legality arising from WWCC originally issuing the warranty deed before Rocket City Professionals finished the process to have themselves listed as an LLC with the Secretary of State. Vice President Kelsey said that because the deed was filed before the LLC was listed with the State, ownership of the lot has come into question. President Roth clarified that none of the parties involved in the original sale of the lot has changed. Mr. Galen West, College legal counsel, explained that Rocket City Professionals is currently involved in litigation concerning the lot and that with actual ownership of the lot in question, WWCC could face legal fees associated with the litigation as the college would be a party in the litigation. Trustee Reese asked about forcing Rocket City to honor the protective covenants. Mr. West stated that the college needed to reconvey the title to the lot in order to remove itself as a possible defendant in the current litigation but that the protective covenants could be discussed. Vice President Honaker asked if the protective covenants would still apply to the new quit claim deed. Mr. West said that the covenants are attached to the property as part of the original sales agreement. Vice President Honaker asked if WWCC should change its procedures to avoid similar issues in the future. Mr. West stated that the college was not in error in this instance. Trustee Boettcher commented that it would be difficult to enforce the protective covenants without granting the quit claim deed. Secretary Eckman asked for clarification on the monetary value of the lot stated in the quit claim deed. Mr. West clarified that the actual purchase price of the lot would be included in a statement of consideration which the buyer must file in order to have the deed recorded. Trustee Reese asked what kind of legal fees the college might incur that would not be covered by liability insurance or mitigated through sovereign immunity. Mr. West said that liability insurance would not cover this litigation because it was not due to any error or omission on the part of the college. Mr. West also said that sovereign immunity is not a defense in a title dispute. A short discussion was initiated by Trustee Plant concerning the process of selling college owned property.

Trustee Boettcher made a motion to remove the item from the table. Motion approved by vote. Trustee Boettcher made a motion to approve the resolution and quit claim deed to reconvey Lot 16 in the College View Commercial Park to Rocket City Professionals, LLC. The motion was approved by vote with Trustee Reese voting against.
2. Approval of Resolution and Agreement For Cross Easements on Lots 13 and 16 in the College View Commercial Park

Subsequent to the platting of the College View Commercial Park subdivision, and subsequent to the conveyance from the College to Rocket City Professionals of Lot 16, the City of Rock Springs requested that the parties enter into an agreement granting cross easements for a common driveway between lot 13 and lot 16. Lot 13 is still owned by the College. This item was tabled by the Board of Trustees at its regular February, 2011 meeting. The owners of Rocket City Professionals are attempting to sell the vacant building on lot 16 [originally designed for Dickey’s Barbeque] to another eating establishment. The City of Rock Springs will not allow lot 16 to be subdivided for the purpose of having a second business on the property until a cross easement agreement affecting lots 13 and 16 is entered into between the College and Rocket City Professionals. The Administration believes the cross easement agreement is a good and necessary requirement and thus has no concerns with the proposed agreement. The College’s attorney, Galen West, has prepared the attached Resolution and Agreement for Board approval. After discussing the matter further with Galen West, the Administration’s recommendation provided the Board of Trustees at the February, 2011 meeting remains unchanged. Galen West, College legal counsel, attended the meeting to answer any questions the Board may have regarding this recommendation.

Recommendation
To approve the following Resolution:

A RESOLUTION AUTHORIZING WESTERN WYOMING COMMUNITY COLLEGE DISTRICT, STATE OF WYOMING, TO ENTER INTO AN AGREEMENT WITH ROCKET CITY PROFESSIONALS, LLC, A WYOMING LIMITED LIABILITY COMPANY, GRANTING CROSS EASEMENTS FOR A COMMON DRIVEWAY.

Secretary Eckman made a motion to remove the item from the table. Motion approved by vote. Vice President Kelsey gave an explanation of the easement request, stating that the City of Rock Springs would not allow Rocket City Professionals to subdivide Lot 16 without the easement. Vice President Kelsey said that this would prevent Rocket City from being able to move forward with the empty building on the lot, originally intended for Dickie’s BBQ. Vice President Kelsey stated that Rocket City would not be able to either sell, or fill the empty building without the easement. Vice President Kelsey said that the college will place easements on the lots prior to sale completion in the future. Mr. Galen West stated that without the easement, the subdivision cannot take place. Mr. West went on to say that he believes the City of Rock Springs will require these types of easements on all lots in the future. Mr. West also said that the easement is a very common real estate transaction and imposes no burden on the college except for its fair share of snow plowing and other maintenance related costs. Mr. West stated that the easement would remain with Lot 13 when it is sold. President Roth stated that the Board had some concerns on whether the protective covenants for Lot 16 had been honored. Vice President Kelsey stated that Rocket City had fulfilled all of its landscaping requirements on the professional building and that only the empty building is in
non-compliance. Vice President Honaker asked if the protective covenants would apply to the portion of Lot 16 that would be subdivided. Mr. West stated that he would need to read the agreement but that normally covenants apply to all real property, including anything subsequently subdivided. A short discussion ensued regarding landscape improvements made by Rocket City Professionals. Mr. Stan Cook, Rocket City Professionals, stated that the City of Rock Springs has forbidden any activity on the section of the lot containing the empty building, including landscaping work. Trustee Reese asked if there were any fees associated with the easement. Vice President Kelsey stated that those costs had already been paid by Rocket City.

Secretary Eckman made a motion to approve the resolution and agreement granting a cross easement as described above. Motion approved by vote.

3. Approval of Resolution to Convey Property to Sweetwater County
The Board is aware that for the past year the College has been attempting to clean up some property ownership issues along College Drive and Skyline Drive involving Sweetwater County. Late last year, one transaction was completed involving land lying north of Skyline Drive which was owned by the County. This land was conveyed to the College by Sweetwater County. The College attorney has been working with the attorneys from the Hospital District and Sweetwater County and with Wyoming Land Title Company to help clean up the ownership issues associated with a parcel of land adjacent to land owned by Sweetwater County and used by Southwest Counseling Service. There is a strip of land along College Drive in close proximity to Southwest Counseling Service which is owned by the College. This parcel of land is of no use to the College and it is in the best interest of the College to convey the land to Sweetwater County. It was suggested at the meeting that perhaps the College should seek compensation for the conveyance of this small strip of land. The Administration does not believe this to be in the best interest of the College. As a part of the joint, cooperative effort to “clean up” land ownership issues along Skyline Drive, the Board will recall that the Board of County Commissioners, on November 8, 2010, conveyed 2.865 acres of land owned by Sweetwater County to the College at no cost to the College. [This is the parcel of land lying immediately north of Skyline Drive] During the time of the background research and discussions regarding the subject of this agenda item, at no time was it contemplated or discussed that monetary compensation would be involved. After discussing the matter further with Galen West, the Administration’s recommendation provided the Board of Trustees at the February, 2011 meeting remains unchanged. Galen West, College legal counsel, attended the meeting to answer any questions the Board may have regarding this recommendation.

Recommendation
To approve the following Resolution:

A RESOLUTION AUTHORIZING WESTERN WYOMING COMMUNITY COLLEGE DISTRICT, STATE OF WYOMING, TO CONVEY REAL PROPERTY OWNED BY THE COLLEGE ALONG COLLEGE DRIVE, ROCK SPRINGS, SWEETWATER COUNTY, WYOMING, TO THE BOARD OF
COUNTY COMMISSIONERS OF SWEETWATER COUNTY, STATE OF WYOMING.

Vice President Kelsey explained that this real estate transaction is part of an agreement with the County to clean up land issues along College Drive and Skyline Drive. Vice President Kelsey went on to say that the college had received 2.865 acres of land along Skyline Drive from the County in exchange for the small section of land adjacent to property occupied by Southwest Counseling service. Vice President Kelsey gave a brief history of the original land donation from UP Railroad, the donation of land to the county for the hospital, and the reversionary clauses associated with that land. Vice President Kelsey explained that a statement of clarification had been given to the County Commissioners which resolved questions concerning the reversionary clause, which states that the hospital land must be used for ‘general hospital purposes’. Mr. Galen West stated that there have been several boundary and title disputes over the years so the College and the County Commissioners developed a global agreement to deal with all the issues. Mr. West said that the agreement included an easement for the City of Rock Springs to maintain Skyline Drive; the Statement of Clarification concerning the reversionary clause; the land along Skyline Drive conveyed to the College; and the County Commissioners receiving the section of land in question. Mr. West went on to say that in his opinion the Board is honor bound to fulfill this last part of the global agreement. Trustee Boettcher agreed that the Board is honor bound to fulfill the agreement and asked if there were any other pieces of land along College Drive that would still belong to the College. Vice President Kelsey said that because College Drive crosses the boundary lines for that original land donation, there could be small pieces of land in various locations along College Drive, but nothing that would be of use to the college. Secretary Eckman stated that this real estate transaction involved one public entity conveying real property to another public entity, but that the residents of Sweetwater County are still essentially the owners of the property. Secretary Eckman also said that this transaction places the responsibility for the land with the appropriate entity and that he agrees that the Board is honor bound to approve the resolution and fulfill the agreement. Trustee Reese asked if the other provisions of the global agreement had already been fulfilled. Mr. West said that all other provisions of the agreement had been fulfilled. Trustee Reese asked if the proposed medical office building was part of the agreement. Mr. West said that while the proposed office building has been discussed, it is not part of the global agreement.

Trustee Boettcher made a motion to remove the item from the table. Motion approved by vote. Secretary Eckman made a motion to approve the resolution and quit claim deed conveying property to Sweetwater County as described above. Motion approved by vote with Trustee Plant voting against.

III. General

Mr. Galen West asked permission to discuss Board dealings with personnel matters. Mr. West stated that no action would be recommended, and no discussion beyond a philosophical viewpoint would occur. President Roth asked Mr. West to proceed. Vice President Honaker asked for clarification on what could be discussed outside of an Executive Session. Mr. West stated
that because the discussion would be purely philosophical in nature, with no action requested, the subject was appropriate for either public discussion or Executive Session. Mr. West stated that he had been working with Mr. Phillips, an attorney who specializes in employment matters, who had asked him to address the Board regarding personnel matters. Mr. West said that it was Mr. Phillip’s professional opinion, as well as his, that personnel matters are an administrative function and should not have involvement from the Board until such time as the process requires Board involvement. Mr. West went on to say that Board members may be apprised of a potential issue but only in generalities because the Board may be called on to oversee a hearing at a later date and must remain pristine for that purpose. Mr. West said that Board involvement before a hearing creates a bias and the Board member would no longer be considered an impartial party in the situation. Vice President Honaker asked for clarification on how this opinion differs from common practice. Mr. West said that it does not differ from common practice and that any individual Board member who receives communication from an employee on a personnel matter should turn the matter over to Administration. A short discussion ensued regarding college personnel matters versus BOCES personnel matters and what constitutes remaining ‘pristine’ in personnel situations.

IV. CALENDAR OF FUTURE EVENTS

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<td>Regular Board of Trustees Meeting</td>
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<td>Regular Board of Trustees Meeting</td>
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<td>WCCC Meeting, Powell</td>
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V. ADJOURNMENT

Having no further business to act on, President Roth adjourned the special meeting at 7:33 p.m.
NOTE: Additional information (tapes and/or addenda) from this meeting is available in the Board Office.

Above recorded by:

__________________________________
Kandy Frink

__________________________________
WWCC Board President

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WWCC Board Secretary