CARBONADO HISTORICAL SCHOOL DISTRICT #19 PIERCE COUNTY WASHINGTON BOARD RESOLUTION NO. 02-20

Resolution – Emergency Waiver of Instructional Hours

BOARD RESOLUTION No. 2-20

WHEREAS, Chapter 28A.320 RCW authorizes local school boards to govern their respective districts and RCW 28A.330.100 authorizes local school boards with additional powers to prescribe a course of study, to establish and maintain grade year levels and departments, and to determine the length of time over and above that required by law;

WHEREAS, RCW 28A.150.200 sets forth a program of basic education and RCW 28A.150.220 sets forth the minimum instructional requirements of basic education, including that districts must offer at least one hundred eighty school days and a minimum of instructional hours for kindergarten, grades one through eight, and nine through twelve;

WHEREAS, on February 29, 2020, the Washington Governor Jay Inslee declared a state of emergency in all counties of our state under Chapters 38.08, 38.52, and 43.06 RCW, and directed implementation of the plans and procedures of the state's Comprehensive Emergency Management Plan in response to the novel coronavirus (COVID-19) and on March 13, 2020, Governor Inslee ordered closure of all public and private K-12 schools in Washington State until April 24, 2020, to contain the spread of COVID-19, and on April 6, 2020, directed that school buildings remain closed from providing traditional, in-person instruction throughout the remainder of the 2019-2020 school year;

WHEREAS the district implemented a continuous student learning plan immediately following statewide closure of school facilities beginning March 17, 2020;

WHEREAS, RCW 28A.150.290 authorizes the State Superintendent of Public Instruction to make rules establishing the terms and conditions for allowing a school district to receive state basic education money, when, due to an emergency school closure, a district is unable to fulfill the statutory requirements of providing one hundred eighty days of operation or the total program hour offerings or teacher contract hours imposed by law.

WHEREAS on April 29, 2020, the State Superintendent adopted Chapter 392-901 WAC, which chapter consists of emergency rules regarding school district operations during facility closures related to COVID-19 and provides school districts with a process for receiving waiver of the statutorily prescribed school days / instructional hours and thereby receive their state basic education apportionment allocations for the 2019-2020 school year;

WHEREAS RCW 28A.150.230 assigns local school boards the responsibility for ensuring quality in the content and extent of its educational program, including establishing performance criteria and an evaluation process for all programs constituting a part of the district's curriculum, and further assigns local school

boards the responsibility to establish final curriculum standards consistent with law and rules of the superintendent of public instruction, relevant to the particular needs of district students, the unusual characteristics of the district, and ensuring a quality education for each student in the district;

NOW, THEREFORE BE IT RESOLVED, that the Carbonado School Board affirms that the district's continuous learning plan meets the requirements outlined in chapter 392-901 WAC and hereby adopts/has adopted the district's continuous learning plan as implemented.

BE IT FURTHER RESOLVED that the Carbonado School Board has reviewed and hereby supports the District Superintendent's application to the State Superintendent of Public Instruction for emergency waiver of instructional hours.

BE IT FURTHER RESOLVED that execution of this Resolution is conclusive evidence of the Board's approval of this action and of the authority granted herein. The Board warrants that it has, and at the time of this action had, full power and lawful authority to adopt this instrument. This resolution acts in tandem with chapter 392-901-005 WAC and pertains exclusively to the 2019-2020 school year.

Adopted and approved this 7th day of May.

Board President or Designee

Attest:

Superintendent

Adoption Date: 05.20

Classification: Revised Dates:



2019–20 Emergency School Closure Waiver Application

Local Education Agency (LEA): Carbonado Historical Scho	ool District
LEA Superintendent or Lead Administrator: Jessie Sprouse	
Email: jsprouse@carbonado.k12.wa.us	Phone: 360.829.0121

OSPI adopted temporary emergency rules (chapter 392-901 WAC) establishing the terms and conditions governing school districts' entitlement to state funds during the 2019–20 school year due to school facilities closures caused by the novel coronavirus (COVID-19) pandemic and other unforeseen emergency events.

To be considered for the 2019–20 Emergency School Closure Waiver, please submit the following documents (as Word or PDF files, no weblinks) to <u>waivers@k12.wa.us</u>:

- 1. Emergency School Closure Waiver Application (this form)
- 2. Adopted Continuous Learning Plan
- 3. LEA's amended 2019–20 school year calendar

Waiver Requested

(choose one)

НС

HOURS & DAYS WAIVER

For the 2019–20 school year, the LEA will not meet the statutory instructional hours and will not provide 180 school days.

The LEA affirms the following (check all that apply):

The LEA governing board reviewed this waiver application and supports the emergency waiver request submittal.
The LEA has implemented a plan for continuous learning for all students.
The LEA's implemented plan for continuous learning meets the minimum standards for continuous learning as provided in chapter 392-901 WAC.
The LEA governing board adopted a resolution approving the continuous learning plan.
The LEA extended the school year by a minimum of five additional school days beyond the final regularly scheduled school day of the school calendar previously adopted for the 2019–20 school year.
The LEA has submitted its continuous learning plan to OSPI.

HOURS ONLY WAIVER

For the 2019–20 school year, the LEA will not meet the statutory instructional hours but will provide 180 school days.

The LEA affirms the following (check all that apply):

- The LEA governing board reviewed this waiver application and supports the emergency waiver request submittal.
- The LEA implemented continuous learning opportunities for all enrolled students immediately following the statewide closure of school facilities beginning March 17, 2020.
- The LEA's implemented plan for continuous learning meets the minimum standards for continuous learning as provided in chapter 392-901 WAC.
- The LEA governing board adopted a resolution approving the continuous learning plan.
- The LEA submitted its continuous learning plan to OSPI, demonstrating continuous learning for all enrolled students commenced on March 17, 2020. The plan should include evidence that all students were provided the opportunity to engage in educational activities.

Carbonado Historical School District #19

School Calendar 2019-2020

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August

28th – First day of school

September

2nd - Labor Day - No School 5th - Open House 13th - Puyallup Fair Day - 1/2 day

October

- Picture Day

23rd - 24th - Parent/teacher conferences 1/2 day of school 25th - No School

November

11th - Veteran's Day - No School
- Picture Retakes
22nd - End of First Trimester
22nd- Teacher Grades ½ day
27th - Senior Social
28* & 29th - Thanksgiving Break

December

17th – Talent Show 20th -1/2 day - Winter Break 23rd – Jan 3rd Winter Break

January

20th - Martin Luther King Day - No School - Come and See Night - K Parents 2020 **February**

5th- Activity Pictures 14th – No School 17th - President's Day - No School

March

9th - End of Second Trimester
13th - Teacher Grades ½ day
20th - Spring Conferences
31st - All School Musical Play
April
May
June

Last Day of School June 19th

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KEY

1/2--Half Day for Students F ---- First Day of School L ---- Last Day of School H ----- Holiday PT --- Parent Conferences S ---- Staff Required Day B ---- Break - No School SN ---Built-In Snow Day

CARBONADO HISTORICAL SCHOOL DISTRICT #19



P.O. Box 131 ~ 427 4th St. Carbonado, WA 98323 (360) 829-0121 Jessie Sprouse Principal/Superintendent jsprouse@carbonado.k12.wa.us

Carbonado Historical School District Continuous Learning Plan March 17-June 19, 2020

Educational Engagement (planned by staff, directed by administration and governing board for all students):

EK-5th Grade:

Students in grades EK-5th will have paper packets prepared. These will be exchanged weekly outside the office on campus. Also, grades 4 and 5 will utilize Google Classroom for assignments and communication. In addition, students who experience wifi/internet as a barrier, will be prepared paper packets. Furthermore, EK-5th grade teachers will communicate weekly to families through phone calls, video conferencing and emails. If a parent asks for more individual help, we will schedule time to meet each child's educational needs. If we think any individual student could use more help, teachers will initiate with those families to meet each child's educational needs. Teachers will be utilizing video conferencing for just checking-in with students and instruction. Teachers will also post videos that are instructional in nature that will help students and families complete assigned classwork.

6th-8th Grade:

Students in 6th-8th grade will have assignments assigned online and through Google Classrooms. If a student cannot access due to wifi issues, paper packets will be prepared for individual students. Any student needed access to wifi is welcome to come to campus and sit outside building. Teachers will communicate weekly through email, Google Classroom, video conferencing and phone calls. If a parent asks for more individual help, we will schedule time to meet each child's educational needs. If we think any individual student could use more help, teachers will initiate with those families to meet each child's educational needs. Teachers will be utilizing video conferencing for checking-in with students for their mental health and instruction. Teachers will also post videos that are instructional in nature that will help students and families complete assigned classwork.

Include district's calendar, weekly schedule of staff and student engagement:

Grade Bands:	Weekly Staff Schedule:	Student Engagement:	
EK-5th Grade	March 23rd-27th March 30th-April 1st April 13th-April 17th April 20th-24th April 27th-May 1st May 4th-May 8th May 11th-May 15th May 18th-May 22nd May 26th-29th June 1st-June 5th June 8th-June 12th June 15th-June 19th	Weekly Check-In Through Asynchronous and Synchronous Learning	
6th-8th Grade	March 17th-March 20th March 23rd-27th March 30th-April 1st April 13th-April 17th April 20th-24th April 27th-May 1st May 4th-May 8th May 11th-May 15th May 18th-May 22nd May 26th-29th June 1st-June 5th June 8th-June 12th June 15th-June 19th	Weekly Check-In Through Asynchronous and Synchronous Learning	

Which learning standards are most essential:

Early Kindergarten: Letter names, letter sounds, counting to ten, number recognition to ten Kindergarten: Letter names, letter sounds, counting to 100, number recognition to 100, basic add and subtract within ten, sight words, phonetic words, journal writing with labels and sentences, handwriting/formation of letters

First Grade: Write informative/explanatory pieces with complete sentences, proper capitalization and punctuation, read and understand informational and narrative texts, geometry, add and subtract within twenty

Second Grade: Read and understand informational and narrative texts, measurement, add and subtract with regrouping within 1,000, addition and subtraction fact fluency within twenty, measurement, write informative/explanatory texts with complete sentences and proper capitalization and punctuation.

Third Grade: Read narrative/informational texts identifying key comprehension details with text evidence, write informative/explanatory texts (emphasis on details and complete sentences with proper conventions, Operations/Algebraic Thinking: 3.OA.C.7 (Mult./Div. within 100, via Xtra Math and flash card practice), Measurement/Data: 3.MD.A.1 (Tell/write time), 3.MD.A.2 (Measure/estimate liquid volumes), 3.MD.C.5 thru 7 (Area), 3.MD.C.8 (Perimeter)

Fourth Grade: Read narrative/informational texts identifying key comprehension details with text evidence, write informative/explanatory texts (emphasis on details and complete sentences with proper conventions, math decimals (place value and comparisons), conversions of elapsed time, weight and measurement.

Fifth Grade: Read narrative/informational texts identifying key comprehension details with text evidence, write informative/explanatory texts (emphasis on details and complete sentences with proper conventions, math conversions of elapsed time, weight, measurement and metric units.

Sixth Grade:

Math: Fractions, decimals, percents and conversions between all of those concepts

History: Ancient history: Rome

Language Arts: Comprehension of informational and literature texts, argumentative writing

Science: Humans and the environment, engineering design

Seventh Grade:

Math: Proportions, unit rate, percent usage with markups, discounts, tax, algebraic expressions

History: World history: Exploration and Columbian Exchange

Language Arts: Comprehension of informational and literature texts, explanatory writing

Science: Humans and the environment, engineering design

Eighth Grade:

Math: Linear equations, solving all equations and equalities, pythagorean theorem

History: US history and Civil War

Language Arts: Comprehension of informational and literature texts, explanatory writing

Science: Humans and the environment, engineering design

Seventh and Eighth Grade Algebra: All equations and functions, properties of exponents,

slope intercept form, standard form, writing equations in all forms

Collecting student engagement (attendance):

Work is turned in weekly, we have contact with each student/family through email, phone calls and/or video conferencing. There is flexibility in what work is turned in as long as we are hearing from families as we acknowledge some are in crisis and we can help support just basic needs being met.

Grading:

EK-5th Grade:

EK-5th grade will continue to earn grades of 2, 3, 4 or incomplete. Incomplete would mean that we do not have enough data or engagement to know where a specific student's skills are. We will then have a personalized schedule to target the individual needs when students are back on campus in the 2020-2021 school year.

6th-8th Grade:

6th-8th grade will continue to earn grades of A, B, C, D or incomplete. Incomplete would mean that we do not have enough data or engagement to know where a specific student's skills are. We will then have a personalized schedule to target the individual needs when students are back on campus in the 2020-2021 school year.

We are operating with a "Do No Harm" lens which means we do all that we can to engage with each student. We ensure to remove any barriers such as no support at home, no internet, lack of stable housing, having appropriate technology at home, and other individual needs because all families are different and some students have different responsibilities to complete in any given day.

Carbonado School District Board of Directors adopted Resolution 02-20 approving the continuous learning plan on May 7th, 2020.

CARBONADO HISTORICAL SCHOOL DISTRICT #19 PIERCE COUNTY WASHINGTON

RESOLUTION NO. 01-20

A RESOLUTION of the Board of Directors of the Carbonado Historical School District #19, Pierce County, Carbonado, Washington, to authorize the Superintendent to issue layoff notices or non-renewal letters to District employees to achieve a balanced budget and properly staff District educational programs and departments.

WHEREAS, the District has the legal responsibility to establish educational programs and provide educational services, and to staff those programs consistent with available financial resources; and

WHEREAS, Carbonado Historical School District does not have the presently assured financial resources due to uncertain revenue and program changes at the present levels for the 2020-21 school year;

WHEREAS, the District is attempting to minimize impacts of possible budget cuts or program changes for the 2020-21 school year on certificated employees; and

WHEREAS, vacancies created by staff retirements, resignations, leaves, and non-renewals are not yet determined; and

WHEREAS, the number of needed certificated and classified employees for the 2020-2021 school year is not yet available; and

WHEREAS, the District is attempting to minimize impacts of a possible budget shortfall for the 2020-2021 school year by issuing a minimum number of layoff or non-renewal letters; and

WHEREAS, the District may still need to layoff, reduce in rank, or otherwise adversely affect a limited number of certificated and classified employees in order to balance the District's 2020-2021 budget; and

WHEREAS, such limited layoffs would be primarily due to a lack of necessary funds to support prior program offerings and should only impact employees with narrow or specialized certification and/or endorsements; and

WHEREAS, the Superintendent has the authority to reduce in rank certificated administrators, displace or layoff certificated employees, and recommend for layoff of classified employees;

NOW THEREFORE, BE IT RESOLVED, the Superintendent is hereby authorized to:

- 1. Cause statutory notices of non-renewal to be delivered on or before May 15, 2020 to such certificated personnel as she determines are necessary in her discretion to achieve a balanced budget; and
- 2. Place on a future Board Personnel Report for Board approval, a list of classified staff to be laid off to achieve a balanced budget.

BE IT FURTHER RESOLVED, that duly certified copies of this resolution shall be presented to District staff who are non-renewed or laid off pursuant to this resolution.

Adopted by the Board of Directors of Carbonado Historical School District #19, Pierce County, Washington, at a special open public meeting of the Board of Directors held May 7, 2020.

BOARD OF DIRECTORS

ATTEST:

Jessie Sprouse, Board Secretary

CARBONADO HISTORICAL SCHOOL DISTRICT #19 PIERCE COUNTY WASHINGTON

RESOLUTION NO. 06 - 19

A Resolution of the Board of Directors of the Carbonado Historical school District #19, Pierce County, Washington, approving the district's Updated Capital Facilities Plan.

WHEREAS this plan must be prepared by school districts as the district's principle planning document, in compliance with the requirements of Washington's Growth Management Act (GMA).

WHEREAS this plan is consistent with information in the district's Study and Survey, but is not intended to be the sole plan of all the district's needs. The district may prepare interim and periodic long-range capital facilities plans consistent with board policies, taking into account a longer and shorter period, other factors and trends in the use of facilities, and other needs in the district as may be required. Any such plan or plans will be consistent with the Six-Year Capital Facilities Plan.

WHEREAS in order for school impact fees to be collected in the unincorporated areas of Pierce County and the Town of Carbonado, the County and Town must adopt as a supplement of the capital facilities element of Pierce County's and the Town of Carbonado's comprehensive plans.

WHEREAS in pursuant to the requirements of the Growth Management Act, this Plan, will be updated on an annual basis.

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Directors of the carbonado Historical School District #19 to adopt the 2020-2025 Capital Facilities Plan for the District.

The foregoing resolution was adopted on the 18th day of October 2019 at the regular meeting of the Board of Directors and duly recorded in the minutes of the said meeting.

The following Directors were present and votin	g:
W. Drust	Jessie Sprouse, Board Secretary
Board Chair	Jessie Sprouse, Board Secretary
Thomas E Morgan Board Member	Same A. New sale Board Member
Sue MiBrial	July 0
Board Member	Board Member
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CARBONADO HISTORICAL SCHOOL DISTRICT NO. 19 PIERCE COUNTY, WASHINGTON

REPLACEMENT EDUCATIONAL PROGRAMS AND OPERATIONS LEVY

RESOLUTION NO. 05-19

A RESOLUTION of the Board of Directors of Carbonado Historical School District No. 19, Pierce County, Washington, providing for the submission to the qualified electors of the District at a special election to be held therein on February 11, 2020, of the proposition of whether excess taxes should be levied of \$383,145 in 2020 for collection in 2021, \$410,950 in 2021 for collection in 2022, \$441,485 in 2022 for collection in 2023, and \$480,828 in 2023 for collection in 2024 said excess taxes to pay part of the educational programs and operations support of the District.

ADOPTED NOVEMBER 18, 2019

PREPARED BY:

K&L GATES LLP Seattle, Washington

RESOLUTION NO. 05-19

A RESOLUTION of the Board of Directors of Carbonado Historical School District No. 19, Pierce County, Washington, providing for the submission to the qualified electors of the District at a special election to be held therein on February 11, 2020, of the proposition of whether excess taxes should be levied of \$383,145 in 2020 for collection in 2021, \$410,950 in 2021 for collection in 2022, \$441,485 in 2022 for collection in 2023, and \$480,828 in 2023 for collection in 2024 said excess taxes to pay part of the educational programs and operations support of the District.

WHEREAS, Carbonado Historical School District No. 19, Pierce County, Washington (the "District"), for the past four years has had in effect an educational programs and operations levy in order to enable the District to pay for its educational programs and services, including teachers, instructional aides, nurses, librarians and other staff, technology support, athletics, arts, music and safety programs, textbooks and other classroom materials, and maintaining playgrounds, playfields and other facilities; and

WHEREAS, the current educational programs and operations levies expire this year; and WHEREAS, the money in and to be paid into the General Fund of the District during the 2020-2021, 2021-2022, 2022-2023, 2023-2024 and 2024-2025 school years will be insufficient to enable the District to pay for necessary educational programs and operations and to properly meet

WHEREAS, the existing authority for the imposition of local tax levies and use of local revenues (including the proceeds of tax levies) has been modified most recently by Chapter 410, Laws of 2019 (66th Legislature, Regular Session) and may be modified in the future by the State Legislature; and

the educational needs of the students attending District schools; and

WHEREAS, in the event the State Legislature increases education funding to the District, the District would, therefore, review annually and determine the need to roll back the levies; and

WHEREAS, in order to properly provide for such educational programs and operations and such educational needs, the Board of Directors of the District deems it necessary to levy the following taxes upon all of the taxable property within the District in excess of the maximum annual tax levy permitted by law to be levied within the District without a vote of the electors:

- A. A tax of approximately \$2.50 per thousand dollars of assessed valuation to provide \$383,145, said levy to be made in 2020 for collection in 2021;
- B. A tax of approximately \$2.50 per thousand dollars of assessed valuation to provide \$410,950, said levy to be made in 2021 for collection in 2022;
- C. A tax of approximately \$2.50 per thousand dollars of assessed valuation to provide \$441,485, said levy to be made in 2022 for collection in 2023; and
- D. A tax of approximately \$2.50 per thousand dollars of assessed valuation to provide \$480,828, said levy to be made in 2023 for collection in 2024;

WHEREAS, prior to the time the ballot proposition authorized in this resolution is submitted to the voters, the District will have received approval of its educational programs and operations/enrichment tax levy expenditure plan from the Office of the Superintendent of Public Instruction as required under RCW 84.52.053(4); and

WHEREAS, the Constitution and laws of the State of Washington require that the question of whether or not such excess taxes may be levied must be submitted to the qualified electors of the District for their ratification or rejection;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF CARBONADO HISTORICAL SCHOOL DISTRICT NO. 19, PIERCE COUNTY, WASHINGTON, as follows:

Section 1. The following taxes for the District's General Fund should be levied upon all of the taxable property within the District:

- A. \$383,145, said levy to be made in 2020 for collection in 2021;
- B. \$410,950, said levy to be made in 2021 for collection in 2022;
- C. \$441,485, said levy to be made in 2021 for collection in 2023; and
- D. \$480,828, said levy to be made in 2021 for collection in 2024;

The estimated levy rate depends upon the final dollar amount of assessed value of the property within the District. At this time, based upon information provided by the Pierce County Assessor-Treasurer's office, the estimated levy rate for the 2020 levy is \$2.50 per thousand dollars of assessed valuation, and the estimated levy rate for the 2021 levy is \$2.50 per thousand dollars of assessed valuation, and the estimated levy rate for the 2022 levy is \$2.50 per thousand dollars of assessed valuation, and the estimated levy rate for the 2023 levy is \$2.50 per thousand dollars of assessed valuation. The exact levy rate shall be adjusted based upon the actual assessed value of the property within the District at the time of the levy. Upon approval by the voters of the proposition substantially in the form set forth below, the District may use the proceeds of said levies during the 2020-2021, 2021-2022, 2022-2023, 2023-2024 and 2024-2025 school years by incurring an indebtedness by the issuance of short term obligations against the General Fund of the District, as authorized by Chapter 39.50 RCW, and may expend the proceeds of said levies to pay such part of the general expenses of educational programs and operations of the District during such school years as may be authorized or allowed by law for the use of excess levy funds.

Section 2. It is hereby found and declared that the best interests of the District require the submission to the qualified electors of the District of the proposition of whether or not the District shall levy such excess tax for their ratification or rejection at a special election to be held therein on February 11, 2020.

The Pierce County Auditor, as ex officio supervisor of elections in Pierce County, Washington, is hereby requested to call and conduct said special election to be held by mail-in

ballot, within the District on said date and to submit to the qualified electors of the District the proposition substantially in the form hereinafter set forth. The Secretary of the Board of Directors is hereby authorized and directed to certify said proposition substantially in the following form:

PROPOSITION NO. 1

CARBONADO HISTORICAL SCHOOL DISTRICT NO. 19 REPLACEMENT EDUCATIONAL PROGRAMS AND OPERATIONS LEVY

The Board of Directors of Carbonado Historical School District adopted Resolution No. 05-19 concerning educational funding. This proposition authorizes the District to levy the following excess taxes to replace an expiring levy on all taxable property within the District to support the District's educational programs and operations that are not funded or fully funded by the State:

Collection Years	Approximate Levy Rate/\$1,000 Assessed Value	Levý Amount
2021	\$2.50	\$383,145
2022	\$2.50	\$410,950
2023	\$2.50	\$441,485
2024	\$2.50	\$480,828

Should this proposition be approved?

YES	
NO	

The Secretary of the Board of Directors of the District is hereby directed to deliver a certified copy of this resolution to the Pierce County Auditor.

Section 3. Pursuant to authority granted by RCW 29A.32.220, the Board of Directors hereby authorizes the District's participation in the local voters' pamphlet for the February 2020 election and requests that Pierce County Auditor prepare and publish a voters' pamphlet for this proposition. The District understands and agrees that it will be required to pay its proportionate share of the expenses of the voters' pamphlet.

ADOPTED by the Board of Directors of Carbonado Historical School District No. 19, Pierce County, Washington, at a regular meeting thereof, held on the 18th day of November, 2019.

PIERCE COUNTY, WASHINGTON

Chair and Director

Director

Director

Director

CARBONADO HISTORICAL SCHOOL DISTRICT

ATTEST:

Secretary Board of Directors

CERTIFICATE

I, the undersigned, Secretary of the Board of Directors of Carbonado Historical School

District No. 19, Pierce County, Washington, (the "District") and keeper of the records of the Board

of Directors (the "Board"), DO HEREBY CERTIFY:

1. That the attached resolution is a true and correct copy of Resolution No. 05-19 of the

Board (the "Resolution"), duly adopted at a regular meeting thereof held on the 18th day of

November, 2019.

2. That said meeting was duly convened and held in all respects in accordance with

law, and to the extent required by law, due and proper notice of such meeting was given; that a legal

quorum was present throughout the meeting and a legally sufficient number of members of the

Board voted in the proper manner for the adoption of the Resolution; that all other requirements and

proceedings incident to the proper adoption of the Resolution have been duly fulfilled, carried out

and otherwise observed; and that I am authorized to execute this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of November, 2019.

Secretary Board of Directors