

EATON BOARD OF EDUCATION REGULAR MEETING
Hollingsworth East Elementary School Cafeteria
October 8, 2012
6:00 p.m.

I. Opening of the Meeting

1. **Call to Order** – President

2. **Roll Call** – President

D. Mowen ____ R. McKinney ____ T. Parks ____ B. Pool____ J. Renner ____

B. Neavin____ P. Dodson ____ C. Neanen____ S. Couch____

K. Carpenter____ K. Powell____ P. Friesel____

3. **Pledge of Allegiance**

4. **Adopt the Agenda**

Motion by _____, seconded by _____ to
adopt the agenda.

Discussion.

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____

5. **Recognition of Visitors**

6. **Executive Session (only if necessary)**

_____ invited to participate in
executive session.

To discuss_____.

Motion by _____, second by _____ to convene executive session.

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

President convenes executive session at _____ p.m.

President resumes open session at _____ p.m.

7. Other Opening Business

II. Treasurer's Business – Priscilla Dodson

1. The Treasurer recommends approval of the following:

- A. Approve minutes of the September 10, 2012 Regular Board Meeting
- B. Submission of Warrants
- C. Submission of Financial Report
- D. Submission of Investment Report
- E. Transfer \$380,722.77 from General Fund 001-0000 to Capital Improvements 001-9414
- F. Transfer \$380,722.77 from General Fund 001-0000 to Textbook & Instructional Material 001-9413 (required by Section 3315.18 requirement of ORC)
- G. Approve FY13 Supplemental Appropriations
- H. Approve FY13 Five Year Forecast
- I. Approve moving the following teachers on the pay scale:
 - a. John Raymond to a Master's Degree, retroactive to September 10, 2012.

Motion by _____, seconded by _____, to
approve agenda Item II. 1.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

III. Old Business

1. **Miami Valley Career Technology Center Report** – Doug Mowen
2. **Parks and Recreation Board Report** – Joe Renner
3. **Project Manager's Report** – Tom Doseck
4. **Superintendent's Report** – Brad Neavin
5. **Director of Education's Report** – Cindy Neanen
6. **Principal's Report** – Kern Carpenter
7. **Supervisor's Report** – Tim Miller
8. **Other Old Business**

IV. New Business

1. **Resignations**

The Administration recommends acceptance of the following resignations:

- A. Denver Haas, Varsity Girls Soccer Coach, retroactive to September 20, 2012.
- B. Allison Jaynes, Reserve Girls Soccer Coach, retroactive to September 20, 2012.

Motion by_____, seconded by_____, to approve agenda Item IV. 1.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

2. Employment – Certificated Staff Supplemental Contracts

The Administration recommends the following supplemental contracts for the 2012-2013 school year or as noted. Salaries and duties per Board Policy, Negotiated Agreement, Administrative Rules and Regulations, and any applicable state requirements.

- A. Allison Jaynes, Varsity Girls Soccer Coach, retroactive to September 20, 2012.

Motion by_____, seconded by_____, to approve agenda Item IV. 2.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

3. **Employment – Certificated Staff – Substitute Teachers/Tutors as certified by the Preble County Educational Service Center.**

The Administration recommends approval of the following additions to the substitute teacher/home instruction tutor list as certified by the Preble County Educational Service Center for the 2012-2013 school year.

1. Jan Metz
2. Sarah Hyatt
3. Karen Moses
4. Elizabeth Murphy
5. Dale Spitler Jr.

4. **Employment – Non Certificated Staff – Substitutes**

The Administration recommends employment of the following substitutes for the 2012-2013 school year. Employment contingent upon certification (if necessary), criminal background check, and all applicable state and local requirements. Salary and duties per Board Policy and Administrative Rules and Regulations with no fringe benefits.

- A. Angela Favorite, Substitute Educational Aide
- B. April Gross, Substitute Bus Driver
- C. April Gross, Substitute Cafeteria Worker
- D. April Gross, Substitute Custodian
- E. April Gross, Substitute Secretary
- F. Chelsea Lucas, Substitute Educational Aide, retroactive to September 19, 2012.
- G. Vicki Smith, Substitute Cafeteria Worker

5. **Approval of Volunteers**

The Administration recommends approval of the following volunteers for the 2012-2013 school year; contingent upon completion of all state and local requirements, including criminal background check if necessary.

A. Silvia Haas, RN – Volunteer Band Chaperone

Motion by_____, seconded by_____, to
approve agenda Item IV. 3-5.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

6. Amendment to Project Manager's Contract

The Administration recommends amending the contract of Tom Doseck,
Project Manager, by increasing his contract by an additional ten (10) days.

Motion by_____, seconded by_____, to
approve agenda Item IV. 6.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

7. Creation of a Charitable Designated Fund with St. Clair Foundation

The administration recommends approval to create a charitable
designated fund with the St. Clair Foundation to benefit and construct the
Eaton Community Schools Community Athletic, Wellness and Arts Center
(Attachment A).

Motion by _____, seconded by _____, to approve agenda Item IV. 7.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

8. Resolution

The Administration recommends approval of ***A RESOLUTION AUTHORIZING THE ISSUANCE OF CHANGE ORDERS WITH RESPECT TO ELECTRICAL WORK RELATED TO THE AUDITORIUM AT THE EATON MIDDLE SCHOOL, CLASSIFYING USE OF THE EXISTING ELECTRICAL CONTRACTOR AS A SINGLE SOURCE PROVIDER AND THE AUTHORIZATION TO EXECUTE SAID CHANGE ORDERS IN CONNECTION THEREWITH***

WHEREAS, the Eaton Community School District, County of Preble, Ohio (hereinafter called the "School District") building program identifying classroom facilities needs and basic project costs (hereinafter called the "Master Plan") for the Eaton Middle School Project (the "Project") has been conditionally approved by the Ohio School Facilities Commission, State of Ohio (hereinafter called the "Commission") and Ohio Controlling Board, as authorized under Section 3318.36 of the Ohio Revised Code ("O.R.C.");

WHEREAS, the Eaton Community School District Board of Education (hereinafter called the "Board of Education") has issued its bond or notes as required under Sections 3318.80(A) and 3318.091, O.R.C. and deposited the proceeds thereof in the Board of Education's Construction Account as required by Sections 3318.80(B) and 3318.091, O.R.C.;

WHEREAS, the Board of Education has entered into an Expedited Local Partnership Program Agreement with the Commission related to the

Project pursuant to Section 3318.36, O.R.C. and a Classroom Facilities Assistance Program Agreement with the Commission related to the Project pursuant to Section 3318.08, O.R.C.;

WHEREAS, the Board of Education has contracted with a qualified professional design firm, Fanning/Howey Associates, Inc. (hereinafter called the “Architect”), under Sections 153.65 to 153.71, O.R.C., to prepare separate plans, specifications and estimates of cost, and such data as the Board of Education deems necessary for the Project and in compliance with the specifications set forth in the Commission’s Design Manual, where applicable;

WHEREAS, the OSFC has retained a qualified construction management firm, Megen Construction Company, Inc. (hereinafter called the “Construction Manager”), under Sections 9.33, 9.331 and 9.332, O.R.C., related to constructability, logistics, availability of materials and labor, and time requirements for construction, preliminary budgets and possible economies;

WHEREAS, the Board of Education has appointed Thomas Doseck as its authorized representative (hereinafter called the “Authorized Representative”) to act on its behalf during the planning, bidding, award and construction phases of the Project;

WHEREAS, as part of the Project, the Board of Education has constructed an auditorium (the “Auditorium”) using local funding (since the Auditorium is not eligible for co-funding from the Commission) and contracted with ESI Electrical Contractors (the “Original Contractor”) to complete only a portion of the electrical work;

WHEREAS, as an abundance of caution and because the Additional Electrical Work is (i) an integral part of the original electrical work performed by the Original Contractor and (ii) the use of a different contractor could raise warranty, defect and safety issues, the Authorized Representative, Construction Manager and the Architect considers the Original Contractor to be a single source provider solely with respect to the Additional Electrical Work;

WHEREAS, the Authorized Representative, Construction Manager and the Architect recommends that the Additional Electrical Work be

completed by the Original Contractor pursuant to one or more Change Orders in the aggregate amount of \$333,576.00 (the "Change Orders");

WHEREAS, the Board of Education now desires for the Additional Electrical Work to be completed and desires to authorize the President and the Treasurer to enter into said Change Orders.

NOW, THEREFORE BE IT RESOLVED, by the Board, that after careful consideration and evaluation of the information before it:

Section 1. The Board of Education hereby accepts the recommendations of the Construction Manager, the Architect and the Authorized Representative to declare ESI Electrical Contractors as a single source provider for the Additional Electrical Work.

Section 2. The Board of Education hereby authorizes the President and Treasurer to execute the Change Orders to the existing contract with the Original Contractor in the aggregate amount of \$333,576.00 with respect to Additional Electrical Work.

Section 3. The Board of Education hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of this Board of Education, and that all deliberations of this Board of Education and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22, O.R.C.

Section 8. This resolution shall be in full force and effect from and immediately after its adoption and shall supercede any prior resolution or act of this Board of Education, which may be inconsistent or duplicative with the provisions of this resolution.

Motion by_____, seconded by_____, to
approve agenda Item IV. 8.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

9. Bid Rejection of Bruce Elementary

The Administration recommends rejecting the high bid placed for William Bruce Elementary on August 15, 2012.

Motion by _____, seconded by _____, to approve agenda Item IV. 9.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

10. Board of Education Policy Updates

A. The Administration recommends the second reading and adoption of the following revisions to the Board of Education policies and regulations (Supplement 1).

- i. AF – Commitment to Accomplishment
- ii. AFC-2 – Evaluation of Certified Staff
- iii. BA – Board Operation Goals
- iv. BBA – School Board Powers and Duties
- v. BCA – Board Organizational Meeting
- vi. BCC – Qualifications and Duties of Treasurer
- vii. BCCC – Treasurer’s Contract
- viii. BCD – Board-Superintendent Relationship
- ix. BCF – Advisory Committees to the Board
- x. BD – School Board Meetings
- xi. BDDC – Agenda Preparation and Dissemination
- xii. BDDG – Minutes

- xiii. BDDH-R – Public Participation at Board Meetings
- xiv. BDDJ – Broadcasting and Taping of Board Meetings
- xv. BF – Board Policy Development and Adoption
- xvi. BFCA – Board Review Regulations
- xvii. BFD – Policy Dissemination
- xviii. BG – Board-Staff Communications
- xix. BHA – New Board Member Orientation
- xx. CBA – Qualifications and Duties of Superintendent
- xxi. DBD – Budget Planning
- xxii. DJA – Purchasing Authority
- xxiii. EB CD – Emergency Closings
- xxiv. ECA – Buildings and Grounds Security
- xxv. EDE – Computer/Online Services
- xxvi. EEACE – School Bus Idling
- xxvii. GBG – Staff Participation in Political Activities
- xxviii. GBH – Staff – Student Relations
- xxix. GBK – Use of Tobacco on District Property by Staff Members
- xxx. GBO – Verification of Employment Eligibility
- xxxi. GCB-2 – Certified Staff Contracts and Compensation Plans
- xxxii. GCD – Certified Staff Hiring
- xxxiii. GCPCA – Severance Pay
- xxxiv. IKAB – Student Progress Reports to Parents
- xxxv. IND-INDA – School Ceremonies and Observances/Patriotic Exercises
- xxxvi. JN – Student Fees, Fines and Charges
- xxxvii. KL – Public Complaints
- xxxviii. KMB – Relations with Booster Organizations

Motion by _____, seconded by _____, to approve agenda Item IV. 10 A.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

B. The Administration recommends the second reading and adoption of the following policies for deletion from the Board of Education policies and regulations (Supplement 2).

- i. AAF – Evaluation of School Board Operational Procedures
- ii. AFA-E – Evaluation of School Board Operational Procedures
- iii. BBAA-E – Board Member Authority
- iv. BBB – School Board Elections
- v. BBBA – Board Member Qualifications
- vi. BBE – Unexpired Term Fulfillment
- vii. BBFA – Board Member Conflict of Interest
- viii. BCFA – Business Advisory Council to the Board
- ix. BCFB – Family and Civic Engagement Committee
- x. BCG – School Board Attorney
- xi. BCH – Consultants to the Board
- xii. BK– Evaluation of School Board Operational Procedures
- xiii. BK-E – Evaluation of School Board Operational Procedures

Motion by _____, seconded by _____, to approve agenda Item IV. 10 B.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

C. The Administration recommends the second reading and adoption of the following duplicate policies for deletion from the Board of Education policies and regulations (Supplement 3).

- i. KC – Community Involvement in Decision Making (currently ABA)
- ii. GBB – Staff Involvement in Decision Making (currently ABB)
- iii. JFB – Student Involvement in Decision Making (currently ABC)
- iv. CBG – Evaluation of the Superintendent (currently AFB)
- v. BCCB – Evaluation of the Treasurer (currently AFBA)
- vi. GCN-1 – Evaluation of Certified Staff (Teachers) (currently AFC-1)
- vii. GCN-2 – Evaluation of Certified Staff (Administrators Both Professional and Support) (currently AFC-2)
- viii. GCN-2-R – Evaluation of Certified Staff (Administrators Both Professional and Support) (currently AFC-2-R)
- ix. GDN – Evaluation of Classification Staff (currently AFD)
- x. IM – Evaluation of Instructional Programs (currently AFE)
- xi. CBI – Board Superintendent Relationship (currently BCD)
- xii. KD – Public Participation at Board Meetings (currently BDDH)
- xiii. KD-R - Public Participation at Board Meetings (currently BDDH-R)
- xiv. KBCD – Broadcasting and Taping of Board Meetings (currently BDDJ)
- xv. CHB – Board Review of Regulations (currently BFCA)
- xvi. CHD – Administration in Policy Absence (currently BFE)
- xvii. GBD – Board-Staff Communications (currently BG)
- xviii. JFCC – Student Conduct on School Buses (currently EEACC)
- xix. KBE – Tax Issues (currently FD)
- xx. JM – Staff-Student Relations (currently GBH)
- xxi. LEB – Educational Options (currently IGCD)
- xxii. LEB-R - Educational Options (currently IGCD-R)

- xxiii. LEC – Post Secondary Enrollment Options (currently IGCH)
- xxiv. LEC-R - Post Secondary Enrollment Options (currently IGCH-R)
- xxv. KF – Community Instructional Resources (currently IIC)

Motion by_____, seconded by_____, to approve agenda Item IV. 10 C.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

11. Authorization to Operate School Van

The Administration recommends authorization for Jennifer Cross to operate a school van to transport students during the 2012-2013 school year, pending completion of all state and local requirements.

Motion by_____, seconded by_____, to approve agenda Item IV. 11.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

12. Approval of Out-Of-State Student Travel

The Administration recommends approval of out-of-state travel for the following students.

- A. The High School Varsity Baseball Team and coaches to Dodger Town, Vero Beach, Florida, March 29, 2013 – April 7, 2013.

Motion by_____, seconded by_____, to approve agenda Item IV. 12.

Discussion

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

13. **Approval of Out-Of-State Employee Travel**

The Administration recommends approval of out-of-state travel for the following employee.

- A. Bill Aukerman to travel to Cherry Hill, New Jersey, October 20-21, 2012, for the Annual Eastern States Swim Clinic; flight, hotel accommodations and food will be paid for by the employee.

Motion by _____, seconded by _____, to approve agenda Item IV. 13.

Discussion

Mowen ____ McKinney ____ Parks ____ Pool ____ Renner ____

President declares motion _____.

14. **Surplus Items List**

The Administration recommends approval to declare certain items as surplus/obsolete and to dispose of them.

- A. (1) Sharp Microwave Model R316FS, Tag Number 13365

15. **Textbook Disposal**

The Administration recommends approval to declare the following books surplus/obsolete and to dispose of them accordingly.

- A. (25) *Food For Today*, Glencoe, 1994
B. (24) *The World of Food*, Prentice Hall, 1988
C. (26) *Building Life Skills*, Goodheart-Wilcox, 2003

Motion by_____, seconded by_____, to
approve agenda Item IV. 14-15.

Discussion

Mowen ___ McKinney ___ Parks___ Pool___ Renner ___

President declares motion _____.

16. Donations

The Administration recommends acceptance of the following donations.

- A. School Supplies From the Preble County Retired Teachers Association
to Bruce Elementary and East Elementary.

Motion by_____, seconded by_____, to
approve agenda Item IV. 16.

Discussion

Mowen ___ McKinney ___ Parks___ Pool___ Renner ___

President declares motion _____.

17. Other New Business

Motion by_____, seconded by_____, to
approve agenda Item IV. 17.

Discussion

Mowen ___ McKinney ___ Parks___ Pool___ Renner ___

President declares motion _____.

18. Executive Session (if necessary)

_____ invited to participate in executive session.

To discuss_____.

Motion by _____, second by _____ to convene executive session.

Mowen ____ McKinney ____ Parks____ Pool____ Renner ____

President declares motion _____.

President convenes executive session at _____ p.m.

President resumes open session at _____ p.m.

V. Adjournment

Motion by_____, seconded by_____, to adjourn the meeting.

Discussion

JF ____ DM ____ RM ____ BP____ JR ____

President declares motion _____.

President adjourns meeting at _____ p.m.

Upcoming Meeting:

Regular Board Meeting
November 5, 2012 – 6:00 p.m.
Hollingsworth East Elementary

*Walk through of school project before meeting

AGREEMENT ESTABLISHING THE
EATON COMMUNITY SCHOOLS ATHLETIC, ARTS AND WELLNESS FUND
OF THE ST. CLAIR FOUNDATION

THIS AGREEMENT (this "Agreement") is made and entered into as of August ____ 2012 by and between EATON COMMUNITY SCHOOLS (hereinafter referred to as "ECS") and THE ST. CLAIR FOUNDATION, of Eaton, Preble County, Ohio (hereinafter referred to as "Foundation").

WITNESSETH:

WHEREAS, ECS desires to create a charitable designated fund to benefit and construct the Eaton Community Schools Community Athletic, Wellness and Arts Center; and

WHEREAS, the Foundation is a non-profit Ohio Corporation exempt from taxation under Internal Revenue Code ("Code") Section 501(c)(3), a public charity described in Section 170(b)(1)(A) (vi) of the Code, and accordingly an appropriate institution within which to establish such a charitable fund.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual representations, warranties, conditions, and covenants contained herein, the parties hereto hereby agree as follows:

1. NAME OF THE FUND. There is hereby established in the Foundation, and as a part thereof, a fund designated as THE EATON COMMUNITY SCHOOLS ATHLETIC, ARTS and WELLNESS FUND (hereinafter referred to as "the Fund") to receive gifts, in whatever form of money or property, and to administer the same.

2. PURPOSE. The primary and sole purpose of the Fund shall be to benefit and construct the Eaton Community Schools Community Athletic, Wellness and Arts Center on or before August , 2013, subject to delays caused by force majeure.

3. GIFTS. Subject to the right of the Foundation to reject any particular gift, any person whether an individual, corporation, trust, estate or organization (hereinafter referred to as "Donor") may make gifts to the Foundation for the purposes of the Fund by a transfer to the Foundation of property acceptable to the Foundation in whole or in part for the Fund. All gifts, bequests and devises to this Fund shall be irrevocable once accepted by the Foundation.

4. TERM. The Fund will commence on the date first set forth above and shall continue for fifteen (15) years from such date, unless earlier terminated by written agreement of the parties (the "Term").

5. DISTRIBUTIONS. The Fund's Board of Advisors, as established herein, shall make recommendations to the Foundation for the distribution of the Fund's income and/or principal, in accordance with the purposes of the Fund as stated in this Agreement. After

considering the recommendations made by the Board of Advisors, the decisions of the

Foundation as to any disbursements from the Fund shall be final and conclusive, and such recommendations shall not have any binding effect upon the Foundation. The Fund shall maintain a balance of \$1,000.00 or the amount needed to sustain the Fund annually, whichever is greater. The net appreciation of the Fund principal, realized or unrealized, may not be committed, granted or expended, except as otherwise provided herein. If any gifts to the Foundation for the purposes of the Fund are received and accepted subject to a Donor's conditions or restrictions as to the use of the gift or income therefrom, said conditions or restrictions will be honored, subject, however to the authority of the Foundation's Board of Directors (hereinafter "the Board") to vary the terms of any gift if continued adherence to any condition or restriction is in the judgment of the Foundation's Board unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the community served by the Foundation. No distribution shall be made from the Fund to any individual or entity if such distribution will, in the judgment of the Foundation, endanger the Foundation's Code Section 501(c)(3) status.

6. BOARD OF ADVISORS. A Board of Advisors shall be established by ECS to make recommendations to the Foundation on behalf of ECS in accordance with Section 5 for the distribution of the Fund's assets held by the Foundation.

7. CONTRACTS IN EXCESS OF PRINCIPAL AND INCOME. If the Fund's Board of Advisors enters into contract at a cost in excess of the available principal and income in the Fund, the Foundation, may, in its sole discretion, borrow the necessary funds. Said borrowing shall be guaranteed, to the satisfaction of the St. Clair Foundation, to prevent any loss to the Foundation. All development, contracts, and construction of the project shall be the responsibility of the Board of Advisors. The Board of Advisors will indemnify and hold the Foundation harmless from any liability or responsibility as it relates to Foundation actions.

8. NOT A SEPARATE TRUST. The Fund shall be a component part of the Foundation. Subject to Section 14, all money and property in the Fund shall be held as general assets of the Foundation and not segregated as trust property of a separate trust; provided that for the purposes of determining the share of the Foundation's earnings allocable to the Fund and the value of the principal of the Fund, the interest of the Fund in the general assets of the Foundation shall be a percentage determined by dividing the gift to the Fund by the then value of the total assets of the Foundation, such percentage interest being subject to adjustment at the time of each addition to or reduction of the assets of the Foundation. It is ECS's and the Foundation's intention that the Fund not be classified as a donor advised fund. As a result, no individual donor (or person appointed or designated by a donor) will have advisory privileges with respect to the distribution or investment of amounts held in the Fund by reason of their status as a donor.

9. ADMINISTRATIVE PROVISIONS. Notwithstanding anything herein to the contrary, the Foundation shall hold the Fund, and all contributions to the Fund, subject to the provisions of the applicable Ohio laws and the Foundation's Articles of Incorporation and By-Laws. The Board shall monitor the distribution of the Fund, and shall have all powers of modification and removal specified in United States Treasury Regulations Section 1.170A-9 (011)(v)(B).

10. CONDITIONS FOR ACCEPTANCE OF FUNDS. ECS and the Foundation agree and acknowledge that the establishment of the Fund herein created is made in recognition

of, and subject to, the terms and conditions of the Articles of Incorporation and By-Laws (or Regulations as the case may be) of the Foundation as from time to time amended, and that the Fund shall at all times be subject to such terms and conditions, including but not by way of limitation, provisions for:

- (a) Presumption of Donors' intent;
- (b) Variance from Donors' direction; and
- (c) Amendments.

11. CONTINUITY. Should the Board of Advisors become dissatisfied that the Foundation is not acting in the Fund's best interests, the Board of Advisors may request, in writing, the transfer of its assets to an organization that is exempt from federal income tax under Section 501(c)(3) and is classified as other than a private foundation under Section 509(a)(1) or (2).

12. ACCOUNTING. The receipts and disbursements of this Fund shall be accounted for separately and apart from those of other gifts to the Foundation.

137 INVESTMENT OF FUNDS. The Foundation shall have all powers necessary or in its sole discretion desirable, to carry out the purpose of the Fund, including, but not limited to, the power to retain, invest and reinvest the Fund and the power to commingle the assets of the Fund with those of other funds for investment purposes. It is ECS's recommendation to the Foundation that the Fund be invested in bank insured instruments and/or U.S. Treasuries.

14. SUCCESSORS AND ASSIGNS; ASSIGNMENT. This Agreement shall be binding upon the successors and assigns of the parties, provided that neither party may assign this Agreement without the prior written consent of the other party. Notwithstanding the foregoing, the Foundation may assign this Agreement to a single-member limited liability company of which the Foundation is the sole owner without the necessity of obtaining the prior written consent of ECS.

15. COSTS OF THE FUND. It is understood and agreed that the Fund shall share a fair portion of the total investment and administrative costs of the Foundation. Those costs annually charged against the Fund shall be determined in accordance with the then current fee schedule identified by the Foundation as applicable to funds of this type. Any reasonable costs to the Foundation in accepting, transferring or managing property donated to the Foundation for the Fund shall also be paid from the Fund.

16. MISCELLANEOUS. The Agreement will be governed by the law of the State of Ohio. The Agreement constitutes the entire agreement and understanding with respect to the Fund and supersedes all prior agreements, arrangements and understandings. The Agreement may be amended or modified by a written agreement between ECS and the Foundation. In the event of ambiguities in the Agreement, no inferences will be drawn against either party solely on the basis of authorship.

IN WITNESS WHEREOF, this Agreement has been duly and validly executed by ECS and the Foundation effective as of the date first written above.

ECS:

THE EATON COMMUNITY SCHOOLS

By: _____

Print Name: _____

Title: _____

Foundation:

THE ST. CLAIR FOUNDATION

By: _____

Print Name: _____

Title: _____