

**STATE OF NORTH CAROLINA
COUNTY OF TRANSYLVANIA**

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (the “Agreement”) is made and entered into on this [REDACTED] day of [REDACTED] 2019 by and between the **COUNTY OF TRANSYLVANIA** (the “County”) and the **TRANSYLVANIA COUNTY BOARD OF EDUCATION** (the “Board”) (collectively the “Parties”).

WHEREAS, on Tuesday, November 6, 2018, the voters of Transylvania County approved a school construction bond referendum for sixty-eight million dollars (\$68,000,000.00);

WHEREAS, the proceeds of the bond referendum shall be used to fund new construction and renovations at Brevard High School, Rosman Middle and Rosman High School (the “Project”);

WHEREAS, the County and Board shall be co-developers for the Project;

WHEREAS, the Board desires the County’s input on critical aspects of the Project;

WHEREAS, as part of the co-development for the Project, the Board desires to convey by lease acceptable to the Parties the identified school sites to the County in order to enable the County to reclaim sales and use taxes paid by the various contractors and vendors associated with the Project;

WHEREAS, the County desires to designate the Board as its agent to carry out the Project and the Board is willing to accept the appointment pursuant to the terms of an Interlocal Agency Agreement; and

WHEREAS, the Board and County wish to enter into this Agreement to govern the rights and obligations of the Parties with regard to, among other things, the sales and use tax refunds for the Project and the roles and responsibilities of the Parties.

NOW, THEREFORE, for and in consideration of the mutual promises contained herein, the Parties agree as follows:

1. School Bond Construction Committee. The School Bond Construction Committee (“Committee”) shall be composed of the following individuals:

- A. One (1) Board member;
- B. Two (2) TCS employees (to be selected by the Superintendent);
- C. One (1) County Commissioner;
- D. Two (2) County employee (to be selected by the County Manager); and
- E. The TCS Director of Business Services (who shall serve as the chair for the Committee)

The Committee shall perform the following tasks:

A. The Committee shall interview the architectural firms who submit responses to the RFQ for the Project and shall make a non-binding recommendation to the Board of the top three (3) architectural firms in ranked order. A draft copy of the Architect RFQ is attached hereto as Exhibit A. Pursuant to Board Policy 9110(B)(2)(c), the Superintendent hereby delegates his recommendation role to the Committee. The Board shall consider the Committee's recommendation and select the architectural firm(s) for the Project.

B. The Committee shall interview the construction manager at risk construction firms who submit responses to the RFQ for the Project and shall make a non-binding recommendation to the Board of the top three (3) construction managers at risk construction firms in ranked order. A draft copy of the CMAR RFQ is attached hereto as Exhibit B. Pursuant to Board Policy 9110(B)(2)(c), the Superintendent hereby delegates his recommendation role to the Committee. The Board shall consider the Committee's recommendation and select the construction manager at risk construction firm(s) for the Project.

C. If the Brevard High School site and/or the Rosman Middle/High School have multiple construction options, the Committee shall review those options and shall make a non-binding recommendation to the Board. The Board shall consider the Committee's recommendation and select the option(s), if applicable, for each site.

2. Lease Agreement. As part of the co-development for the Project, the Board shall convey by lease ("Lease") acceptable to the Parties the identified school sites to the County in order to enable the County to reclaim sales and use taxes paid by the various contractors and vendors associated with the Project. A copy of the Lease is attached hereto as Exhibit C. The Board hereby authorizes the Board Chair and the County hereby authorizes the County Commissioners Chair the authority to execute the Lease.

3. Interlocal Agency Agreement. The County shall designate the Board as its agent to carry out the Project and the Board is willing to accept the appointment pursuant to the terms of an Agency Agreement. A copy of the Interlocal Agency Agreement is attached hereto as Exhibit D. The Board hereby authorizes the Board Chair and the County hereby authorizes the County Commissioners Chair the authority to execute the Agency Agreement.

4. Project Change Orders. For all Project change orders, Board Policy 9030 shall be followed provided that the County and Board shall receive joint reports pursuant to Board Policy 9030(1)(b) and the County and Board must provide joint approval pursuant to Policy 9030(1)(c). A copy of Board Policy 9030 is attached hereto as Exhibit E.

5. Project Updates. The Superintendent shall provide the County Manager a report regarding the Project and any other such information on an at least quarterly basis in a mutually acceptable format, or as otherwise requested from time to time.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed in their corporate names by their authorized officers, all as of the date first above written.

COUNTY OF TRANSYLVANIA

ATTEST:

Trisha Hogan
Clerk of the Board of Commissioners

Michael Hawkins
Chair, County Commissioners

**TRANSYLVANIA COUNTY
BOARD OF EDUCATION**

ATTEST:

Jeff McDaris, Ed.D.
Superintendent and Secretary to Board

Tawny McCoy
Chair, Board of Education

EXHIBIT A

Draft Architect RFQ

DRAFT

EXHIBIT B
Draft CMAR RFQ

DRAFT

EXHIBIT C

Lease Agreement

DRAFT

EXHIBIT D

Interlocal Agency Agreement

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EXHIBIT E

Board Policy 9030

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