

MINUTES OF A SPECIAL TELEPHONIC MEETING OF THE  
BOARD OF DIRECTORS OF THE  
SOUTH CAROLINA ASSOCIATION OF GOVERNMENTAL ORGANIZATIONS

ALSO AS SOLE MEMBER OF  
SCAGO EDUCATIONAL FACILITIES CORPORATION  
FOR CHEROKEE SCHOOL DISTRICT NO. 1

ALSO AS SOLE MEMBER OF  
SCAGO EDUCATIONAL FACILITIES CORPORATION  
FOR COLLETON SCHOOL DISTRICT

ALSO AS SOLE MEMBER OF  
SCAGO EDUCATIONAL FACILITIES CORPORATION  
FOR SPARTANBURG SCHOOL DISTRICT NO. 3

April 21, 2015

A telephonic special meeting of the Board of Directors of the South Carolina Association of Governmental Organizations, a South Carolina nonprofit corporation (“SCAGO”), was held on April 21, 2015 at 1221 Main Street, Suite 1800, Columbia, South Carolina 29201. The Meeting further constituted: (i) a meeting of the sole member of SCAGO Educational Facilities Corporation for Cherokee School District, a South Carolina nonprofit corporation (“SCAGO for Cherokee School District”), held in accordance with applicable provisions of the Act and the Bylaws of the SCAGO for Cherokee School District; (ii) a meeting of the sole member of SCAGO Educational Facilities Corporation for Colleton School District, a South Carolina nonprofit corporation (“SCAGO for Colleton School District”), held in accordance with acceptable provisions of the Act and the Bylaws of SCAGO for Colleton School District; and (iii) a meeting of the sole member of SCAGO Educational Facilities Corporation for Spartanburg 3 School District, a South Carolina nonprofit corporation (“SCAGO for Spartanburg 3 School District”), held in accordance with acceptable provisions of the Act and the Bylaws of SCAGO for Colleton School District; and

The following directors of SCAGO were in attendance at the Meeting:

1. Brantley D. Thomas, III (Chairman and Director)
2. Glenn A. Stiegman, Jr. (Director)
3. Melissa C. Campbell (Director)
4. Rose W. Wilder (Director)
5. William Saunders (Secretary/Treasurer and Director)
6. John K. Gardner (Director)
7. Donnie W. Wilson (Director); and
8. Thomas E. Ashley (Director)

The following guests were in attendance at the Meeting by invitation:

1. Francenia B. Heizer, McNair Law Firm, P.A.
9. Mike Gallagher, Compass Municipal Advisors, LLC

**1. Call to Order.**

The meeting was called to order by Mr. Thomas at 2:35 p.m.

**2. Acknowledge Compliance with FOIA.**

Ms. Heizer recited that the meeting was duly noticed and held in compliance with the South Carolina Freedom of Information Act, codified at S.C. Code Ann. § 30-4-10 *et seq.*

**3. Roll Call/Establishment of Quorum.**

Roll was called, with the above named members of the Board of Directors of SCAGO in attendance. It was determined that a quorum of the Board of Directors of SCAGO was in attendance and that such constituted a quorum of the members of SCAGO for Cherokee School District, SCAGO for Colleton School District, and SCAGO for Spartanburg School District No. 3 School District.

**4. New Business.**

The following new business was considered:

**4.a. Resolution approving Spring 2015 GO Program including ratification of prior Actions.**

Ms. Heizer presented a Resolution approving the Spring 2015 SCAGO GO Program and ratifying actions taken by the Chairman relating thereto prior to this meeting. After discussion, a motion was made by John Gardner and seconded by Glenn Stiegman that the resolution be adopted as presented. The motion passed unanimously.

**4.b. – Matters as to SCAGO for Cherokee School District**

- (i) Removal of Barry Morgan and Jack Ledford from the Board of Directors**
- (ii) Resolution Approving Amendment to Bylaws**
- (iii) Appointment of Dr. Quincie Moore and Brock Heron to Board of Directors**

**4.c. - Matters as to SCAGO for Colleton School District**

- (ii) Resolution Approving Amendments to Bylaws**

**4.d. - Matters as to SCAGO for Spartanburg School District No. 3**

- (i) Removal of Bryan Mabry and Trissie C. Farr from the Board of Directors**
- (ii) Resolution Approving Amendments to Bylaws**
- (iii) Appointment of Dr. Jim Ray and James G. Mack to Board of Directors**

For each of the three corporations, a Resolution Approving Amendments to Bylaws was presented by Ms. Heizer. Ms. Heizer explained that each of the SCAGO corporations referenced above had each held meetings to approve the Bylaw amendments. For purposes of SCAGO for Cherokee School District, by approving the Resolution Approving Amendments to Bylaws, Ms. Heizer explained that Barry Morgan and Jack Ledford would no longer be on the Board of Directors and would be replaced with Quincie Moore and Brock Heron. With regard to SCAGO for Spartanburg No. 3, by approving the Resolution, Bryan Mabry and Trissie C. Farr would no longer be on the Board of Directors effectively immediately and would be replaced by Dr. Jim Ray and James G. Mack.

After discussion, a motion was made by Rose Wilder and seconded by Tom Ashley that the Resolutions be adopted as presented. The motion passed unanimously.

4.e. Review/Discussion of Form 990

The Board was provided a copy of the next due Form 990 and the floor was opened for discussion and questions. The form was accepted as provided.

**5. Executive Session, if needed.**

There was no Executed Session needed.

**6. Other Business, if any.**

None.

**7. Adjournment.**

The meeting was adjourned at 2:43 p.m.

Respectfully submitted

William H. Saunders, Secretary