



RPS Annual Meeting

WELCOME!

Presented by RPS Board/Huddle, LLC, 2022

June 14, 2022

Loveland, Colorado/Zoom



Call to Order & Welcome

Determine Quorum

- Those Present in Person
 - Those Present via Zoom
- 



Agenda

01.
RPS Updates/
Board Highlights

03.
New Business:
-Election
-Vote on Resolution

02.
Old Business:
-RPS Restructure

04.
For the Good of
the Order

05.
Adjournment



Members

- AGUILAR
- BIG SANDY
- BUENA VISTA
- CALHAN
- CANON CITY
- CHEYENNE
- MOUNTAIN 12
- CLEAR CREEK
- CSSD 11
- DELTA 50J
- EAGLE
- EAST GRAND
- EATON
- EDISON
- ELBERT C-2
- ELIZABETH
- ELLICOTT
- DISTRICT 49
- FREMONT
- GARFIELD 16
- GARFIELD 2
- HANOVER
- HARRISON D2
- HAYDEN
- LAKE COUNTY
- LARAMIE 1
- LEWIS PALMER
- MANITOU SPRINGS
- MEEKER
- MIAMI-YODER
- MOFFAT
- MONTROSE
- SOUTH ROUTT
- PEAK TO PEAK
- PEYTON

WHO IS RPS?

ROCKIES PURCHASING SERVICES

Our Story

We are a group of Colorado/Wyoming school districts large and small who formed a nonprofit cooperative purchasing group in 2009 to bring the first Group Purchasing Organization (GPO) built specifically for schools to our region. In doing so, we have been able to drive savings in significant ways when purchasing over \$20M in food and supplies for our programs and have built a network of like-minded industry peers.

Now with 50 member districts up and down the Colorado Front Range, Western Slope and Southern Wyoming, RPS understands the unique needs of districts in both rural and urban communities, the realities of Frontier living and the taste preferences of students here in the West.

Members

- PLATTE VALLEY
- PLATEAU VALLEY
- RANGELY
- RIDGWAY
- ROARING FORK
- SHERIDAN
- ST, VRAIN
- THOMPSON
- WELD RE-1
- WELD T RE-9
- WELD RE-4
- WEST GRAND

- Purchasing Cooperative aligned with GPO
- Started 2009-2010 with small group of districts in southern Colo.
- Merged with Northern Colorado Coop 2010-2011.
- 45 Districts- Diverse in Student Enrollment Members along Front Range, West Slope, and Northern Colorado + Cheyenne Wyoming.
- \$20 million annual purchases- Food, Non-food Supplies, Smallwares
- Procurement Consultant- Jeremy West, SNS is a former RPS member and began his duties as the consultant in July 2019.





How it Works:

- ❖ **Intergovernmental Agreement**
- ❖ **Tiered Annual Membership Fee based on October 1st enrollment**
- ❖ **Non-Profit- Board of Directors representative of member base**
- ❖ **Distributor Bid with GPO national contracts- Fee per case**
- ❖ **Rebates paid directly to Districts**
- ❖ **Current Distributor is US Foods**



ROCKIES PURCHASING SERVICES

Why should you consider continuing or becoming a member of RPS or any cooperative purchasing group for that matter? There are a number of benefits to cooperative procurement for districts of all sizes.

Here are just a few:



Benefits of Membership

Cost Savings

This is first and foremost at the heart of what RPS is about. We achieve this by purchasing through aggregated volume from school districts around the country and through negotiated discounts and incentives

CDE Compliance & Audit Support

Because RPS works closely with both the Colorado and Wyoming Offices of School Nutrition when developing and releasing bids, we help your district maintain compliance with federal procurement regulations and state Procurement Reviews.



Networking

With mentoring for new members, opportunities to connect throughout the year, and access to other district members in our group, you have the collective knowledge of dozens of other CN Professionals to draw from.

Dedicated Distributor Support

Because of our volume, RPS has dedicated Account Executives & support personnel with our distributor.

Reduced Administrative Burden



Let's be honest- Procurement is Painful! There are so many complex regulations and it takes a lot of time and energy away from doing what you enjoy most- serving the students of your district. Save time with centralized contract administration and a dedicated Procurement Consultant. You don't have to do it all yourself!



Influence Over Product Selection

With \$20M+ in collective buying power, RPS Members are able to have input on national contracts managed by our GPO and a voice on what is stocked at our distributor.

RPS Benefits of Membership



RPS Board of Directors 2020-21

Officers

Monica Deines-Henderson- Board President/Large District Rep (El Paso 49)

Shelly Allen- Treasurer/Large District Rep (St. Vrain Valley Schools)

Secretary- Position unfilled

Directors

Jody Williams, Small District Rep (Garfield County District 16)

Chris Delsordo- Small District Rep (Eagle County)

Janelle Grooms- Small District Rep (Canon City)

Lisa Kendall- Medium SFA Rep (Thompson School District)

Kent Wehri- Large SFA Rep (Colo Springs District 11)

Kim Butler- Ad Hoc Rep (Sheridan District 2)

Kathy Frank- Ad Hoc Rep (Cheyenne Mountain District 12)

Jeremy West- Ex-officio- Procurement Consultant



RPS Board Highlights

- The RPS Board of Directors met four times this past school year in September, November, February and April.
- Conducted a Back-to-School Webinar focused on procurement in August 2021 and a Restructuring Webinar in May 2022.
- Hosted Booth at CSNA Industry Seminar.
- Released two surveys- Member Satisfaction and RPS Consultant Evaluation.
- Approved extension of contracts for Distributor bid, Nonfood/Paper Bid and Procurement Consultant.
- Working with legal counsel, explored opportunities for the restructuring of RPS to move it from a nonprofit to governmental entity. Included development of resolution and draft bylaws. Met with executives from two distribution companies expanding in the Colorado K-12 marketplace.



[About RPS](#) [Contact Us](#) [Member Portal](#) [Bids & Brokers](#) [US Foods Updates](#) [Join RPS](#)

(970) 576-1135

Rockies Purchasing Services

Group Purchasing Organization (GPO) designed specifically
for K-12 districts in Colorado and Wyoming

[Learn More](#)

RPS Website



Old Business

RPS Proposed Restructure

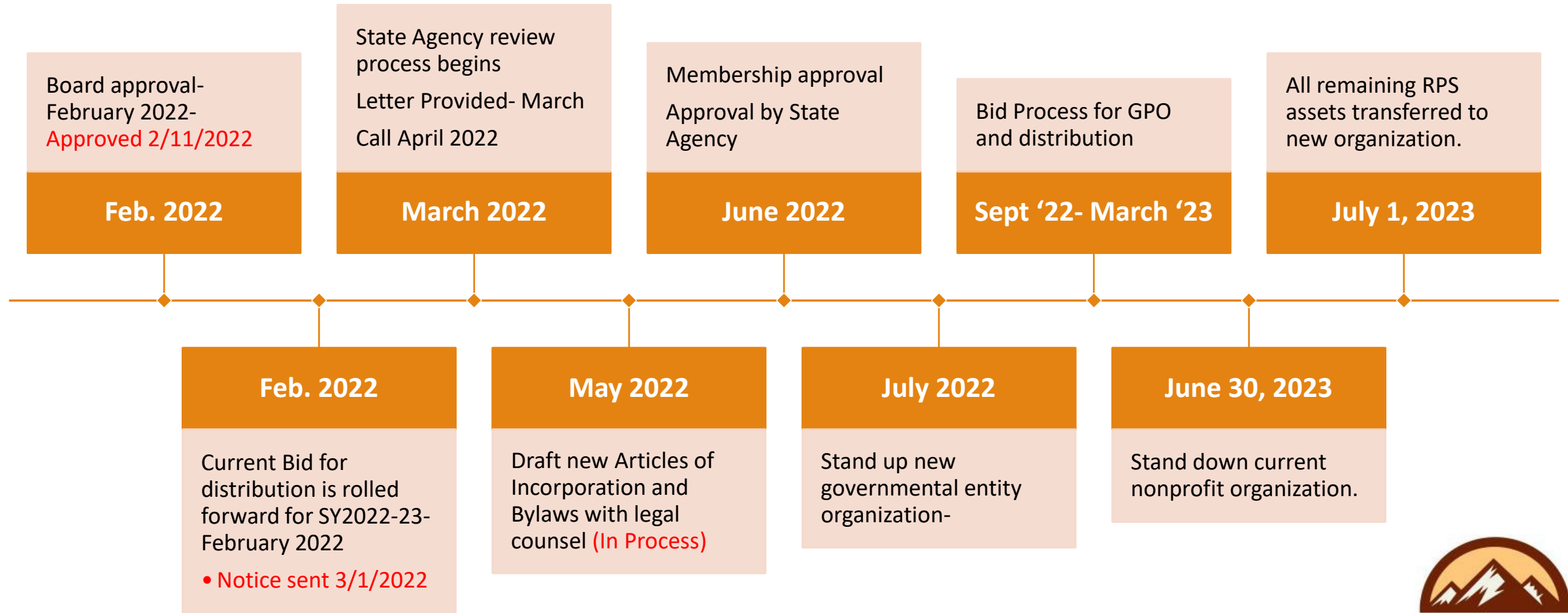
- Dissolution Resolution
- Plan of Dissolution

Why Consider A New Model?

- **Financial Stability**
- **Organizational Sustainability**
- **K-12 Tailored Purchasing**
- **Increased Flexibility**
- **Drive Savings**



The Process- Anticipated Timeline



What Stays the Same?

Our Function

Our Primary Members

Governance Structure

Procurement Consultant

Out of State Members Welcome



What Changes?

Our Name- Rockies Procurement Services

Legal Definition

Articles of Incorporation/Bylaws

Additional Regulations

Out of State Members Board Service



RESOLUTION OF ROCKIES PURCHASING SERVICES TO EFFECT A DISSOLUTION OF THE CORPORATION

Dissolution Resolution

WHEREAS, on April 2, 2018 Articles of Incorporation were filed and Rockies Purchasing Services (“Corporation”) was formed as a Colorado non-profit corporation pursuant to C.R.S. §7-121-101, et. seq.;

WHEREAS, the Corporation operated as a group purchasing/procurement organization, providing services to school districts in multiple states;

WHEREAS, the Corporation now desires to dissolve and certain members thereof desire to form a new, intergovernmental entity and public corporation made up of Colorado political subdivisions as members, by meeting the requirements of C.R.S. §29-1-203 and 203.5, to carry forward the mission and role of Rockies Purchasing Services, and to designate purposes, powers, rights, obligations, and the responsibilities, financial and otherwise, as allowed thereunder;

WHEREAS, the Corporation has voting members, therefore this Resolution and Plan of Dissolution must be first approved by a three-fourths majority of members who vote, and if approved, by so doing the Board of Directors and Members do hereby determine it to be in the best interests of the Corporation to dissolve the Corporation pursuant to C.R.S. §7-134-101, et. seq.

The Next Step

THEREFORE, BE IT RESOLVED...

1. The Board of Directors do hereby adopt this Resolution and Plan of Dissolution and recommend it for approval by the Members, with a delayed effective date of June 31, 2023, and on the condition that the public corporation contemplated to be formed to carry on the work of the Corporation is created no later than June 31, 2023. If such entity is not created by June 31, 2023 then this Resolution and Plan of Dissolution shall be void.
2. By adopting this Resolution, and if the Members so vote to approve, each does hereby approve of the attached Plan of Dissolution indicating to whom the assets owned or held by the Corporation will be distributed after all creditors, liabilities, and obligations have been satisfied, and such Plan shall be approved.
3. By adopting this Resolution, and if the Members so vote to approve, then such action is an approval of the following:
 - a. Employees, directors, contractors, representatives, or officers of the Corporation, and each of them, (“Authorized Individuals”) are authorized and directed to file Articles of Dissolution and to take such actions and sign on behalf of the Corporation all such documents as may be necessary, useful or appropriate, in such acting individual’s discretion, to effect this resolution.
 - b. All actions of the Authorized Individuals not inconsistent with the provisions of this resolution heretofore taken are hereby ratified, approved and confirmed. The Authorized Individuals are authorized to take any and all prudent actions to carry out and consummate the intent of this resolution and the winding up of the affairs of the Corporation.

Dissolution Resolution

The Next Step

Dissolution Resolution

- c. If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.
- d. All Articles, bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any Article, bylaw, order or resolution or part thereof.

This Resolution is effective as of the _____ day of _____, 2022.



CERTIFICATION

Dissolution Resolution

I, the undersigned, do hereby certify that a proper vote of the Board of Directors of Rockies Purchasing Services was taken on June 14, 2022 and that this Resolution was approved by the Board.

Rockies Purchasing Services

By: _____
Board Chairperson

I, the undersigned, do hereby certify that a proper vote of the Members of Rockies Purchasing Services was taken on June 14, 2022 and that this Resolution was approved by at least three fourths of the Members casting votes.

Rockies Purchasing Services

By: _____
Board Chairperson

Dissolution Plan

Rockies Purchasing Services Plan of Dissolution

In winding up its affairs the Corporation its Authorized Representatives shall be empowered to take those actions described in C.R.S. 7-134-105 and shall complete the following actions in the following order:

1. All assets or receivables of the Corporation shall be collected, to the extent reasonably possible.
2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore.
3. Assets held by the Corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
4. The remaining assets held by the Corporation shall be distributed to Rockies Intergovernmental Purchasing Services, once formed as a public corporation made up of Colorado political subdivisions as members, which meets the requirements of C.R.S. §29-1-203 and 203.5.


The Next Step



Restructure Recap

- A vote to dissolve RPS as a non-profit entity signals to the Board of Directors the desire to proceed with restructuring RPS into a governmental entity capable of acting as a lead agent.
- The actual dissolving of RPS is not immediate as our bids would be in jeopardy. The process will be completed a year from now in June 2023.
- Nothing changes for the coming 2022-2023 school year as far as governance, bids and distributors.
- If approved, during the coming school year, the current board of directors will form the new organization, completing the adoption of Articles of Incorporation, Bylaws and registration with federal and state agencies.
- Assets of RPS (checking account, website, etc) will be transferred to the new RPS upon dissolution.

Questions?



New Business- Board Elections

Voting Ends in 10 minutes

Via Google Forms or Numbered Ballot

**Official Ballot of Rockies Purchasing Services
for Member Meeting Held on June 14, 2022**

Secretary/Treasurer (Vote for 1)

___Mindi Wolf, St. Vrain School District

___ (Write In) _____

Director

Small District SFA (Vote for 1)

___Jody Williams, Garfield, 16

___ (Write In) _____

Medium District SFA- One year unexpired term (Vote for 1)

___No candidates

___ (Write In) _____

Large District SFA (Vote for 2)

___Kent Wehri, Colorado Springs School District #11

___Katie Cossette, St. Vrain School District

___ (Write In) _____

Ad Hoc Director (Vote for 2)

___Kathy Frank, Cheyenne Mountain D12

___McKaley Phillips, Weld RE-9 (Ault)

___ (Write In) _____

In Person

**The
2022 Ballot**

RPS Ballot for Board Election 2022

RPS Board Ballot - Responses must be provided by the end of the RPS membership meeting on June 14, 2022

Bylaws allows up to 11 members on the Board. As such all candidates on the ballot may be selected.

Ballot responses are anonymous. Only primary members may vote.

Officers Please vote for one candidate for both the Secretary/Treasurer Position. You may * write in a candidate for the position by selecting other and then entering their name in the next question.

Secretary/Treasurer: Mindi Wolf, St. Vrain School District

Other...

If Other Selected: Please enter name of write-in candidate for the Secretary/Treasurer's position as desired.

Short answer text

Directors- Please select 4 individuals. You may write in a candidate for any position by selecting other and then entering their name in the next question.

Jody Williams (Garfield 16) Small School Food Authority (2 year term)

Kent Wehri (CSSD#11) Large School Food Authority (2 year term)

Katie Cossette (St. Vrain) Large School Food Authority (2 year term)

McKaley Phillips (Weld Re9- Ault) Ad Hoc Representative (2 year term)

Kathy Frank (CMSD 12) Ad Hoc Representative (2 year term)

G. Forms



New Business- Voting on Resolution

Motion to Bring Dissolution Resolution and
Plan for Dissolution to the table.

Voting Ends in 10 minutes

Via Google Forms or Physical Form

In Person

RPS Dissolution Resolution

With regards to the proposal to dissolve Rockies Purchasing Services and Adopt the Dissolution Resolution and Plan of Dissolution proposed I, on behalf of the Member entity that I represent, do hereby vote:

_____ **Yes**, to approve the dissolution of Rockies Purchasing Services and adopt the Resolution and Plan of Dissolution proposed.

_____ **No**, to not approve the dissolution of Rockies Purchasing Services and adopt the Resolution and Plan of Dissolution proposed.

By signing below I represent that I am the authorized voting representative for

_____ School District, Member of Rockies Purchasing Services.

Printed Name

Signature

Date

Voting on the Resolution

RPS Dissolution Resolution

RPS Restructure Resolution

Responses must be provided by the end of the RPS membership meeting on June 14, 2022

Note: Actual dissolution of RPS would not be complete until June 30, 2023.

This ballot is not anonymous- Districts must identify their district name and the name of the member voting. Only primary members may vote.

Email *

Valid email

This form is collecting emails. [Change settings](#)

G. Forms

With regards to the proposal to dissolve Rockies Purchasing Services and Adopt the Dissolution Resolution and Plan of Dissolution proposed I, on behalf of the Member entity that I represent, do hereby vote: *

- Yes, to approve the dissolution of Rockies Purchasing Services and adopt the Resolution and Plan of Disso...
- No, to not approve the dissolution of Rockies Purchasing Services and adopt the Resolution and Plan of di...

School District Name *

Short answer text

I am the authorized voting representative for the school district indicated above, a member * of Rockies Purchasing Services.

Yes



Joining by Zoom? Please request to be recognized by the chair by raising your virtual hand or through the chat.

For the Good of the Order

Welcome New Members

Member Updates

Results of the Vote



Meeting Adjournment

Thank you for being a member of RPS
And for attending today's Annual Meeting!