

MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
NORTHSTAR ACADEMIES, INC.

March 17, 2020

A meeting of the Board of Directors of NorthStar Academies, Inc. d/b/a Andrews High School, C.G. Bethel High School, Chambers High School, Palm Beach Preparatory Charter Academy, and Sunrise High School (collectively, “NorthStar Academies”), a Florida not for-profit corporation, was held at C.G. Bethel High School, 16150 NE 17th Avenue, North Miami Beach, FL 33162 on March 17, 2020.

The following Board members were present: Guillermo Aragon, Board Chairman, in person; Ira Paul, Member and Beth Adelman, Member, attended *via* Zoom video conference.

Also present in person were: Dr. Sherrell Hobbs, SVP Achievement Operations and Results, EdisonLearning; Jennifer Anglin, Director of Career & Technical Education/ Grants; Alex Madrigal, Principal at C. G. Bethel High School; and Leonard Posey, Public Guest.

Also present *via* Zoom video conference were: Thom Jackson, President & CEO, EdisonLearning; Ken Edwards, CFO EdisonLearning; Michelle Schmitt, Senior Controller, EdisonLearning; Shreya Amin, Director, Data Analytics at EdisonLearning Inc; Jeff Wood, Director, Tripp Scott LLP (serving as Board Counsel); Thomas Sternberg, Tripp Scott LLP; Bert Newsome, Managing Director, BB&T; Emena Kobiljar, Sr. Vice President, BB&T; DeAnna Allen, Principal at Palm Beach Preparatory Charter Academy; Dr. Eunice Casey, Principal at Andrews High School; Terrance Narinesingh, Principal at Sunrise High School; Dan Walke, Principal at Chambers High School; Ralph Arza, Principal, Arza and Associates; Luis Sullivan, Assistant to Mr. Ralph Arza; Jessie Shetlar, President, Performance Charter School Development; and Pamela McCoy, President and Director of Compliance, Charter Service Solutions of Florida, Inc. (serving as the Board Liaison).

The meeting was called to order at 4:41pm

The meeting was chaired by Mr. Aragon. Ms. McCoy, Board Liaison, recorded the minutes. Mr. Aragon brought the meeting to order *via* a motion by Mr. Paul and a second by Ms. Adelman, noting that the meeting had been duly noticed and that a quorum of the Governing Board was present.

The first order of business was Public Comment. Mr. Leonard Posey introduced himself as an interested person from the community. He let the Board know that he was now a full time Florida resident. Mr. Aragon stated he was honored to have him present.

The next order of business was approval of the consent agenda. The meeting minutes from December 17, 2019, were approved *via* motion by Mr. Paul, and Ms. Adelman seconded the motion. The vote carried unanimously. Dr. Hobbs read the titles of the documents that were sent in the packet that required Mr. Aragon’s signature. The following items needed ratification:

Sunrise:

- Charter Tools Authorized User form for Mr. Terrance Narinesingh

CG Bethel & Chambers:

- 2018-2019 School Recognition Funds Distribution Plan (CG Bethel only)
- Safe School Officer Monthly Attestation – January

CSP Grant:

- Co-Location Questionnaire
- Management Organization Questionnaire

Mr. Paul made a motion to approve the ratification items and Ms. Adelman seconded the motion. The vote carried unanimously.

Mr. Aragon next turned to Governance Matters. Mr. Newsome gave a PowerPoint presentation to the Board members. He gave background information on BB&T. Mr. Arza informed the Board that BB&T helps schools through Florida secure bond financing. After a discussion regarding the today's market and the effects of the current situation the country is in, Mr. Newsome stated that when the market was attractive, they would be prepared. Mr. Paul made the motion to approve BB&T as the new underwriter. Ms. Adelman seconded the motion. The vote carried unanimously.

The next item under Governance Matters was the review and approval of the 5 Year Promissory Note by Palm Beach Preparatory Academy in favor of NorthStar Academy of Palm Beach. Mr. Jackson reminded the Board that 5 applications were submitted last year and that 4 have been approved and the one in Palm Beach County is pending the approval of the resubmitted financial documents. Mr. Paul made the motion to approve the Promissory Note. Ms. Adelman seconded the motion. The vote carried unanimously.

Approval of the Auditors was the next item up for discussion and approval. Mr. Edwards informed the Board that Keefe McCullough locked in a 3-year price in the Audit Engagement Letters. Mr. Paul made the motion to approve Keefe McCullough as the auditors. Ms. Adelman seconded the motion. The vote carried unanimously.

Mr. Wood let the Board know that the Reimbursement Resolution was the same as before. He explained that it captured the legal costs. Mr. Paul made the motion to approve the Reimbursement Resolution. Ms. Adelman seconded the motion. The vote carried unanimously.

Mr. Wood then explained the revisions made to the By-Laws in section 4.2 as it relates to the number of Directors. Mr. Paul made a motion to approve the amended By-Laws. Ms. Adelman seconded, and the vote carried unanimously.

Mr. Jackson gave a brief update on the 5 new schools. He let the Board know that Real Estate Brokers have been enlisted to assist with finding locations. However, the location for East Hillsborough will not be ready until July 2021. A Letter of Deferment was submitted and accepted by the District.

The next item under Governance Matters was Administrative Updates. The Governing Board

meeting calendar was revised to include 2 additional meetings and changes in locations of the meeting in order to be in compliance with the Sunshine Law. Mr. Paul made a motion to approve the updated calendar. Ms. Adelman seconded, and the vote carried unanimously.

Mr. Jackson informed the Board that they are in the process of creating email addresses for each Board member and setting up an online Governance Manual.

Mr. Arza gave the members a legislative update which included the following information: cancellation of all K-12 testing, increases in FEFP per county, increase in Capital Outlay, monies allocated to increase new teacher salaries and to increase veteran teacher salaries, sales tax must be shared with Charter Schools, and there will be no decrease in FTE at this time. Mr. Jackson asked about attendance requirements and Mr. Arza said that due to the State of Emergency there is leeway and there has been no indication of reduction if FTE payments to Charter Schools.

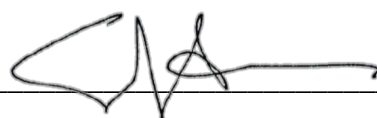
The Governance Manual was revised to include the requirements of the CSP Grant. Mr. Paul made a motion to approve the revisions to the Governance Manual. Ms. Adelman seconded, and the vote carried unanimously. There was a discussion regarding the replication of the Governance Manual for the 5 new schools. Mr. Paul made a motion to approve the Governance Manual of NorthStar Academies of Pinellas County, NorthStar Academy of Palm Beach County, NorthStar Academy of Hillsborough of County West, NorthStar Academy of Hillsborough County East and NorthStar Academy of Miami-Dade County. Ms. Adelman seconded, and the vote carried unanimously.

Mr. Aragon next turned to School Matters. Dr. Hobbs presented a detailed EdisonLearning Operational Report. She discussed attendance and enrollment, school improvement ratings and testing, learning gains and student growth. She also discussed EdisonLearning's Coronavirus Policy. Mr. Paul made a motion to approve the Coronavirus Policy. Mr. Jackson showed the Board a picture of what the NorthStar of Pinellas school will look like stating that this building will become the template for High Schools and over age for grade Middle Schools. Mr. Shetlar gave an overview of Performance Charter School Development. He explained the Built to Suit Lease with Option to Purchase for the schools. Mr. Shetlar answered questions in regard to how the size of the building is determined and the track record of the company. Mr. Paul made a motion to approve the Built to Suit Lease. Ms. Adelman seconded, and the vote carried unanimously.

Dr. Casey, Mr. Narinesingh, Mr. Walke, Mr. Madrigal and Ms. Allen each provided their school reports, in accordance with the Board materials distributed prior to the Board meeting. Mr. Paul motioned to accept the Principal's reports as submitted. Ms. Adelman seconded, and the vote carried unanimously.

Ms. Schmitt gave a brief review of the financial reports, noting that each Board member had received the documents in advance with their Board packages. There were no questions or comments. Mr. Paul motioned to accept the financials as presented. Ms. Adelman seconded, and the vote carried unanimously.

There being no further business, the meeting was adjourned at 7:00pm.

By: 

Title: Governing Board Chairman