

## **MINUTES OF MEETING OF BOARD OF DIRECTORS**

**OF**

**NORTHSTAR ACADEMIES, INC.**

**October 6, 2020**

A meeting of the Governance Board of North Star Academies, Inc. was held on Tuesday, October 6, 2020 at 4:30 p.m. This meeting was scheduled as a Special meeting. In light of Executive Order 20-69 (Emergency Management- COVID-19 - Local Government Public Meetings), dated March 20, 2020, which allows the Governance Board to “utilize communications media technology, such as telephonic and video conferencing,” this meeting will be conducted by the Governance Board via electronic communication and will be live-streamed on Zoom.

The following Board members were present via Zoom video conference: Leonard Posey, Board Chairman, Ira Paul, Stephanie Sears and Beth Adelman, Members.

Also present via Zoom video conference: Thom Jackson, President & CEO, EdisonLearning; Dr. Sherrell Hobbs, SVP Achievement Results and Operations, EdisonLearning; Michelle Schmitt, Senior Contoller, EdisonLearning; Jennifer Anglin, Director of Career & Technical Education/Grants; Dr. Eunice Casey, Director of Specialized Student Services, EdisonLearning; Shreya Amin, Director, Data Analytics, EdisonLearning; Marines Alvarez, Talent and Culture Manager, EdisonLearning; Alejandro Madrigal, Principal Academic Officer, C.G. Bethel High School; Dan Walke, Principal Academic Officer, Chambers High School; Kerry-Ann Brammer, Principal Academic Officer, Andrews High School; Kisha Bellande-Francis, Principal Academic Officer, Palm Beach Preparatory Charter Academy; Tanya Chauncey, Principal Academic Officer, NorthStar Academy of Pinellas County; Terrence Narinesingh, Principal Academic Officer, Sunrise High School; Jeff Wood, Director, Tripp Scott, LLP (serving as Board Counsel); Thomas Sternberg, Tripp Scott, LLP; Ralph Arza, Principal, Arza and Associates; Luis Sullivan, Assistant to Mr. Ralph Arza; Jesse Shetler, President, Performance Charter School Development; Mark Ezzard, Southcrest Management, LLC; and Mary Ezzard, Southcrest Management, LLC.

The meeting was called to order at 4:34pm.

A quorum was present.

The meeting was chaired by Mr. Leonard Posey. Ms. Shreya Amin, recorded the minutes. Mr. Posey opened the meeting by noting that this meeting was previously scheduled to occur on September 29, 2020; however, he postponed the meeting to October 6, 2020, on recommendation by Mr. Jackson, who requested additional time to ensure that the presenters had ample time to provide the information requested by the Board. Mr. Posey thanked the Board members for adjusting their respective schedules accordingly.

There being no Public Comment, the first order of business was the Board’s vote of ratification items approved by the Chairman in the absence of a Board meeting. Dr. Hobbs provided a brief

overview of all the ratification items. Mr. Ira Paul moved to approve the ratification items. Ms. Beth Adelman seconded, and the vote carried unanimously.

Next order of business was Board vote of the consent agenda.

1. Mr. Jeff Wood requested the Board to sign a Waiver of Conflict regarding his firm's work on writing the title for the Main Street property on the seller's behalf. Ms. Beth Adelman motioned the board to approve. Ms. Stephanie Sears seconded and the vote carried unanimously.
2. Mr. Thom Jackson presented a proposal to hire Ms. Raquel Espinosa to write charter applications for Polk County, Duval County, and St. Lucie County. During this meeting, Mr. Thom Jackson requested the Board to approve moving forward with the engagement of Ms. Raquel Espinosa to write the charter applications. Mr. Ira Paul motioned to approve the proposal. Ms. Beth Adelman seconded and the vote carried unanimously.
3. Dr. Tanya Chauncey presented details of the Alert Grant that NorthStar Academy of Pinellas County has received, which the school can use to purchase a software system to manage active incidents. Before voting on whether or not to proceed with the purchase, the Board requested additional details regarding what other schools are using for this purpose. The Board raised a few questions and concerns and it was decided that a separate call would be set up to discuss the matter further.

The next set of items involved voting on future sites.

The first proposal presented by Ms. Mary Ezzard was for a Palm River site. Mr. Jesse Shetler presented the Palm River site financials. Mr. Thom Jackson presented the Letter of Intent which outlined that it was a built-to-suit lease and the role of Performance Charter School Development. Ms. Beth Adelman inquired about how "Price to Purchase" was determined and Mr. Jesse Shelter answered her questions to the Board's satisfaction. Mr. Thom Jackson also presented a competing offer by ACD. The Board members compared and contrasted the two offers and determined that Performance Charter School Development is a better option because the proposal is more transparent and it provides NorthStar Academies, Inc. with a yearly option to purchase the property. Mr. Ira Paul and Ms. Beth Adelman favored the Performance Charter School Development proposal. Ms. Stephanie Sears motioned to approve the Performance Charter School Development proposal. Ms. Beth Adelman seconded, and the vote carried unanimously.

The second proposal presented by Ms. Mary Ezzard was for a Palm River site. Mr. Jesse Shetler presented the Palm River site financials. Mr. Thom Jackson presented the Letter of Intent which outlined that it was a built-to-suit lease and the role of Performance Charter School Development. Ms. Beth Adelman inquired about how "Price to Purchase" was determined and Mr. Jesse Shelter answered her questions to the Board's satisfaction. Mr. Thom Jackson also presented a competing offer by ACD. The Board members compared and contrasted the two offers and determined that Performance Charter School Development is a better option because the proposal is more transparent and it provides NorthStar Academies, Inc. with a yearly option to purchase the property. Mr. Ira Paul and Ms. Beth Adelman favored the Performance Charter School Development proposal. Ms. Stephanie Sears motioned to approve the Performance

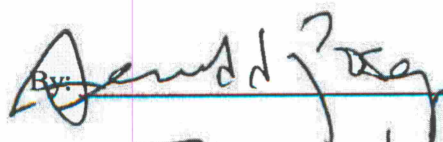


Charter School Development proposal. Ms. Beth Adelman seconded, and the vote carried unanimously.

The final proposal presented by Ms. Mary Ezzard was for two potential Palm Beach sites. She stated that although there are two potential sites, it is best to move forward with the first site option because the second site option has several bidders and are asking 3x the amount of money as the first site option. Next, Ms. Mary Ezzard discussed the following: location, demographics, distance to nearby schools, enrollment, bus routes and other key variables. Mr. Thom Jackson presented the Letter of Intent for the property, which included total building cost, legal cost, project management cost, bank and finance fees, and more. There were no questions from the Board. Ms. Beth Adelman motioned to approve to move forward with the first site. Ms. Stephanie Sears seconded, and the vote carried unanimously.

Mr. Thom Jackson presented the Letter of Intent for a property in Jacksonville, Duval County, which was intended to provide the Board with information until more information will be presented at a future meeting. Mr. Jackson then presented the buyout proposal for Palm Beach Preparatory Charter Academy (PBPCA) building. The Board members and Mr. Jackson discussed the proposal and the situation in detail. Afterwards, Chairman Posey voted to decline the proposal to buyout PBPCA. Mr. Ira Paul seconded, and the vote carried unanimously.

**There being no further business, Mr. Ira Paul motioned to adjourn the meeting. Ms. Beth Adelman seconded it. The meeting was adjourned at 6:18 pm.**

By:   
Title: Board Chair