

AMENDED AND RESTATED
MINUTES FROM THE MEETING OF THE
BOARD OF DIRECTORS OF
CLIFF PARK HIGH SCHOOL
HELD ON AUGUST 16, 2016

Directors attending: Rodney Hale, Robert McIntosh, Nicole Barnes, Kelly Goettsche, Fred Shuemake, and Deborah Dorsey.

Guests: Jason McMillin, Tammie Osler, Jeff Waechter, John Stack, Karen Wachter, Jerry Farley, Tracy Carter, Jason Moore, Josh Gossett, and Arthur L. Clements III, Esq.

Mr. Hale called the Meeting to order at 6:10 p.m. John Stack introduced Tracy Carter and Jerry Farley who each introduced themselves and shared their backgrounds. Thereafter, the other people in attendance at the meeting introduced themselves. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Dorsey, the Board of Directors unanimously passed the following resolution:

16-54 RESOLVED, that the Board of Directors accepts the Agenda for the Board Meeting on August 16, 2016, subject to any amendment by the Board of Directors during said meeting.

There were no changes to the Minutes from the previous meeting. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Goettsche, the Board of Directors unanimously passed the following resolution:

16-55 RESOLVED, that the Board of Directors approves the minutes from the June 21, 2016 meeting as presented.

Mr. Clements provided a Legal Update and discussed his recent attendance at the Auditor of State's Charter School Conference and noted that under new rules required by House Bill 2, management companies will need to provide more information in connection with the footnote disclosure. This information will include more detail about Management Company expenditures in different expense categories. As a result of HB 2, a new budget form designed by ODE and prepared by the School's Treasurer will need to be approved by the Board and submitted with the five year forecast by October 31 of each year.

Ms. Osler presented the Sponsor Update and told the Board that the ~~Sponsor~~ ODE would be offering webinars in August and September about the new Budget format and the Local Report Card. It was noted that the new Budget format had not yet been published. Additionally, it was noted that rules had changed with respect to Career Tech Funding and that going forward all teachers involved must be qualified.

In response to a question from Mr. Farley, Ms. Osler stated that she did not see any reason why qualified faculty members in the Career Tech area could not be shared between Cliff Park and Marshall. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Goettsche, the Board of Directors unanimously passed the following resolution:

16-56 RESOLVED, that the Board of Directors accepts the Sponsor's Report as presented.

Mr. McMillin presented the Financial Report for June and July. He noted that the School had performed very close to budget and had positive net income for the fiscal year. The July statement reflects bonuses paid to employees, but these expenses will be recorded in June because they were earned in the previous fiscal year. This adjustment will decrease the School's income for FY16, but the expense had been included in the FY16 Budget. Some adjustments will be made to the July statements to accommodate the inclusion of the employee bonuses in the prior fiscal year. The School Title Fund application for FY17 has been approved. Enrollment and cash are strong for the School and the School is currently being funded on its June FTE and will be funded that way through September.

Mr. McIntosh asked Ms. Osler about the notation on the School's At-A-Glance Report indicating that the nationally normed assessment data had not been submitted on time. Ms. Osler stated that she would check on the status of that information.

Thereafter, upon a motion duly made by Ms. Dorsey and seconded by Ms. Barnes, the Board of Directors passed the following resolution with Mr. McIntosh abstaining:

16-57 RESOLVED, that the Board of Directors accepts the Financial Report as presented.

Ms. Wachter presented the Management Company Report and noted that enrollment at Cliff Park had increased from 144 to 157 students.

Ms. Wachter noted that the public schools had not yet started school, so she expects that enrollment will continue to rise. Thereafter, upon a motion duly made by Ms. Goettsche and seconded by Ms. Dorsey, the Board of Directors unanimously passed the following resolution:

16-58 RESOLVED, that the Board of Directors approves the Management Company Report as presented.

Mr. Farley reported on Career Tech and mentioned the importance of Career Tech to some students whose life trajectory can often be transformed by the career possibilities experienced in these programs. There are two parts to Career Tech. The first part concerns Career Based Intervention and involves teaching the soft skills to

high school students so that they can become employable. The second part of Career Tech includes workforce development and allows high school age students to see the connection between School and the workforce. This education is driven by what students aspire to become and requires a student vision that is supported by the School. Students who participate in workforce development programming become more excited by School and are more likely to have higher attendance and higher credit completion and graduation. He promised to discuss Career Tech funding at the next Board Meeting.

Mr. Waechter presented the State of the School Report and mentioned that 23 new students had been enrolled and 7 more are coming next week. The School hired a Title I Reading Specialist who is having an amazing impact so far.

Thereafter, upon a motion duly made by Ms. Goettsche and seconded by Ms. Dorsey, the Board of Directors unanimously passed the following resolution:

16-59 RESOLVED, that the Board of Directors accepts the State of School Report as presented.

Mr. Clements explained the new Record Retention Policy. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Dorsey, the Board of Directors unanimously passed the following resolution:

16-60 RESOLVED, that the Board of Directors approves the Revised Record Retention Policy as presented.

Mr. Clements explained the Management Agreement Amendment which is designed to cure a defect in the name of the Management Company appearing on the Agreement. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Goettsche, the Board of Directors unanimously passed the following resolution:

16-61 RESOLVED, that the Board of Directors approves the Amendment to the Management Agreement to identify the appropriate name of the Management Company as Cambridge Education Group LLC and authorizes its President to sign the same.

Mr. Stack then discussed the various contracts before the Board for consideration including the Wall2Wall contract for EMIS services as well as the EMG contract for marketing and IT support services. Mr. Stack then discussed how he had solicited proposals from other vendors. He then described the responses that he received from marketing and IT companies. One of the companies was not in a position to handle the volume of work this year. Others did not respond. He assured the Board that the Management Company would try again next year. There followed a discussion about the EMG contract. Mr. Stack stated that the prices seemed reasonable and

therefore the Management Company is recommending that EMG be used for marketing and IT support.

In response to a question from Ms. Dorsey, Mr. Stack stated that RFPs were sent to all of the companies. In response to a question from Mr. McIntosh, Mr. Stack said that he was not sure whether EMG tracked the hours it spends each month on various services. Ms. Goettsche asked whether EMG could create or produce a "Production Sheet."

Thereafter, Ms. Dorsey made a motion to approve the EMG contract but there was no second. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Dorsey, the Board of Directors unanimously passed the following resolution:

16-62 RESOLVED, that the Board of Directors approves the contract with Wall2Wall Reporting, LLC as presented.

There followed a discussion with Mr. Stack about the concerns related to the EMG contract. He pointed out that the School was paying only a \$1,000 a month for IT at Marshall High School and less at Cliff Park. Mr. McIntosh stated that he was astounded that there had been no bids by any other companies. Mr. Stack responded that the Management Company had used its best efforts to obtain additional bids and would attempt to do so again next year. Thereafter, upon a motion duly made by Mr. McIntosh and seconded by Ms. Dorsey, the Board of Directors passed the following resolution with one abstention and one objection:

16-63 RESOLVED, that the Board of Directors approves the contract for IT Support Services and the contract for Marketing and Interactive Support with Epiphany Management Group as presented subject to further modification approved by the Board President.

Thereafter, the meeting was adjourned.

Deborah Dorsey, Secretary
Cliff Park High School