

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
NEW ALTERNATIVE EDUCATION HIGH SCHOOL OF OSCEOLA COUNTY, INC.

October 4, 2019

A special meeting of the Board of Directors of New Alternative Education High School of Osceola County, Inc. ("Company"), a Florida not for Profit Corporation, was held at Main Street High School, 1100 N Main Street, Kissimmee, FL 34741 on October 4, 2019 at 3:00 P.M.

The following directors were physically present at the meeting: Bruce Gillett, Jim McGregor, Mark Ezzard and Belinda Kirkegard.

The following directors were present *via* Zoom video conference: Charles Barnett and Marvin Pitts.

Also, physically present were: Dr. Sherrell Hobbs, SVP Achievement Operations and Results, EdisonLearning; and Christine Perez, Principal MSHS.

Also present by Zoom video conference were: Thom Jackson, President & CEO, EdisonLearning; Michelle Schmitt, Senior Controller, EdisonLearning; Ken Edwards, CFO EdisonLearning; Jeff Wood, Director, Tripp Scott LLP; Luis Sullivan, Arza Consulting Services, Inc.; and Pamela McCoy, President & Director of Compliance, Charter Service Solutions of Florida, Inc.

The meeting was called to order at 3:11 P.M.

A quorum was present.

Mr. Gillett chaired the meeting and Pamela McCoy, Board Liaison, recorded the minutes.

There were no public comments.

The first order of business was approval of the Audited Financials. Mr. Edwards reviewed the report for the Board. He stated that there were no issues, audits or internal controls founded and that they received the highest opinion possible. Mr. Jackson reviewed the Auditors letter. There were no comments or questions from the members. Mrs. Kirkegard motioned to approve the Audited Financials and Mr. MacGregor seconded. The vote carried unanimously.

The next item for discussion and approval was the Active Assailant Response Plan (AARP) and training. Dr. Hobbs reviewed the training that took place at the school for the staff and read the policy to the members. Mr. Gillett, Mr. Smith and Mrs. Kirkegard requested certain edits to the documented plan, which Mrs. Kirkegard helped to revise. After the AARP was revised and read to the members, Mrs. Kirkegard made a motion to approve the AARP. Mr. Smith seconded the motion, and the vote carried unanimously.

Mr. Jackson presented an update on the potential acquisition of the school facility and the property at 1122 N. Main Street (the "Properties"). Mr. Jackson explained that NorthStar Academies, Inc. ("NorthStar"), which governs the remaining 5 schools managed by EdisonLearning in Florida, is pursuing financing to purchase the Properties through a bond offering. Mr. Jackson explained that the current owners would not sell the facility occupied by one of the NorthStar's schools in Broward County without selling the Properties. Mr. Jackson also explained that Dr. Hobbs, Ms. Anglin and Ms. Perez are exploring the use of the former medical office at 1122 N. Main Street to house the school's career technical education program. Mr. Jackson informed the Board that the bond counsel has requested a resolution from the Board recognizing that once the transaction is completed, the Board would be required to cooperate

with the new landlord. Mr. Wood explained that bond counsel's request is consistent with the language in the existing lease. Mr. Wood reviewed a resolution proposed by bond counsel, and, following certain edits recommended by various Board members, including that the signatory needs to be changed on the documents to Mrs. Kirkegard, Mr. Smith made a motion to adopt the resolution as amended. Mr. Barnett seconded the motion, and the resolution was approved.

There being no further business, the meeting was adjourned at 4:35 p.m.

By: B. Linda Kirkegard

Title: Secretary