

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE
LEARNING EXCELLENCE FOUNDATION OF SOUTH PALM BEACH, INC.

D/B/A

IMAGINE SCHOOLS – CHANCELLOR CAMPUS

May 20, 2020

5:30 p.m.

The meeting of the Board of Directors (the “Board”) of the Learning Excellence Foundation of South Palm Beach, Inc. (the “Foundation”) d/b/a Imagine Schools-Chancellor Campus (the “School”) was held at 3333 High Ridge Road, Boynton Beach, Florida. In attendance were: board attorney , Julie Klahr and members of the Governing Board: Chris Johnson, Board Chair; Jennifer Weser, Marva Wilks, Elizabeth Stephan, Lisa Carriegos, Marie Chapman and Imagine employees in attendance were: Rod Sasse, Executive Vice-President; Susan Onori, Regional Director; Stephanie Standley, Principal; Lindsey Kenefick, Assistant Principal; Jorge Puente-Duany, Business Manager; Mary Salas, Facilities Manager and Brian Doyle. Also in attendance was Shawn Arnold, attorney.

Chris Johnson called the virtual board meeting to order at 5:33 p.m.

The first order of business was the Virtual Governing Board meeting Resolution. Julie Klahr verified all the Board members could see the agenda on the screen. Miss Klahr also verified all board members acknowledged they were attending a public meeting in a virtual forum, complying with the quorum statute. Miss Klahr reviewed the Virtual Resolution, which needed to be adopted in order to meet in a virtual process using media technology due to the Covid pandemic. Further discussion and procedure review ensued regarding this matter. Miss Klahr inquired as to how the meeting had been publicly posted. Miss Standley replied the meeting announcement had been posted on the school website and in the school newsletter communicated with the parents. Jennifer Weser made a motion to approve the Resolution in regards to remote meetings. Marva Wilks seconded the motion. Chris Johnson inquired as to who was in favor of the motion. Jennifer Weser, Marva Wilks, Elizabeth Stephan and Chris Johnson all stated they were in favor of the motion. Chris Johnson inquired as to if anyone was opposed. All Board members stated no and Mr. Johnson stated the motion carried.

The next order of business was the approval of the board minutes from March 9, 2020. Jennifer Weser made a motion to approve the March 9, 2020 board minutes. Marie Chapman seconded the motion. Chris Johnson inquired as to who was in favor of the motion. Jennifer Weser, Marie Chapman, Marva Wilks, Elizabeth Stephan, Lisa Carriegos and Chris Johnson all stated they were in favor of the motion. Chris Johnson inquired as to if anyone was opposed. All Board members stated no and Mr. Johnson stated the motion carried.

The next order business was the Principal update. Stephanie Standley informed the Board the staff had been extremely busy since the last board meeting and she was impressed with

all of the staff member's hard work and dedication to ensure the continued education of the students. Miss Standley informed the Board all teachers delivered instruction via Zoom in the mornings and afternoons daily. In addition, specials were delivered to the students daily. Miss Standley informed the board there were 250 chromebooks loaned out to students that did not have digital devices. Miss Standley stated communication regarding state updates and end of school year procedures with parents had been and will continue to be sent out daily on all school communication links. Miss Standley added due to the school closure the 5th and 8th graders would be celebrated with drive-throughs at the school on May 29, 2020. All grade levels had been assigned a day and time the last week of school to drive through the school line to pick up personal belongings and report cards, while following all social distancing guidelines.

Miss Standley informed the Board new student registration paperwork for the 20-21 school year were being emailed to Lisa Tierney and Lianne White. Miss Standley added Kindergarten Round Up and a Middle School orientation would take place virtually through Zoom for all incoming Kindergarten and Middle School students.

Miss Standley discussed the Feeding Sites available to families in need and the digital marketing plan and adjustments to the schools digital marketing tools. Miss Standley informed the Board an RFP would need to be placed for the annual audit and a committee would need to be formed. Discussion ensued regarding this matter. Miss Standley added Teacher and Staff Appreciation Week would be celebrated virtually for the entire staff. Chris Johnson stated he was impressed with the feedback he had received from parents regarding the digital learning taking place at Imagine-Chancellor.

The next order of business was the tax referendum. Stephanie Standley informed the Board Shawn Arnold was on the Zoom meeting and he had been representing Imagine-Chancellor in addition to other charter schools with the Tax Referendum lawsuit. Miss Standley stated \$10,000.00 had been previously approved for the case and due to the fact those monies had been spent, Board approval would be needed to move forward. Jorge Puente-Duany presented a spreadsheet to the Board in regards to the revenue the school would obtain if the case was won. Shawn Arnold informed the Board 3 courts had looked at the case with 5 judges with 2 siding with charter schools and 3 ruling against. Mr. Arnold stated he felt the Supreme Court would rule in the charter schools' favor. Discussion ensued regarding going forward with the referendum case and Mr. Arnold stated it would cost Imagine-Chancellor an additional \$4,000.00 to \$5,000.00. Due to Covid, an extension had been given until May 22, 2020 and Mr. Arnold stated a decision regarding the case going to the Supreme Court should be made by the end of June. Jennifer Weser made a motion to authorize continued participation in the litigation with a cap of fees up to \$6000.00. Elizabeth Stephan seconded the motion. Julie Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Elizabeth Stephan, Lisa Carriegos, Chris Johnson, Marva Wilks and Marie Chapman all board members stated "yes". Julie Klahr stated the motion passed unanimously.

The next order of business was contract approvals. Stephanie Standley presented the updated Biscayne Air contract with the signed addendum. Julie Klahr stated added insurance and language provisions and an "impossibility of performance" provision to some contracts. Jennifer Weser made a motion to approve the Biscayne Air FY21 contract and addendum. Elizabeth Stephan seconded the motion. Julie Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Elizabeth Stephan, Lisa Carriegos, Marie Chapman, Marva Wilks and Chris Johnson all board members stated "yes". Julie Klahr stated the motion passed unanimously. Stephanie Standley presented the next contract for Boca Speech, which included Speech and Language Pathologists, Occupational and Physical Therapists. Julie Klahr reviewed the addendum and stated the contract was amended to a two year contract. Jennifer Weser made a motion to approve the Boca Speech FY21 and FY22 contract. Marie Chapman seconded the motion. Julie Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Marie Chapman, Lisa Carriegos, Marva Wilks, Elizabeth Stephan and Chris Johnson, and all board members stated "yes". Julie Klahr stated the motion passed unanimously. Stephanie Standley presented Dynamic Integrated Security, which had to be uploaded to Charter Tools and was reviewed by Julie Klahr and approved by Edward Hayes, legal counsel for Imagine Schools, Inc. Miss Standley stated the contract included up-to-date Guardian training, two traffic officers with supplied lighted cars, and the retaining of Officer Holland, who would be able to patrol Imagine Way during arrival and dismissal. Julie Klahr stated she would like to add some additional provisions when the contract came back up for renewal. Discussion ensued regarding this matter. Jennifer Weser made a motion to approve ratifying the Dynamic Integrated Security contract through FY 22 contract as presented. Marie Chapman seconded the motion. Julie Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Marie Chapman, Lisa Carriegos, Marva Wilks, Elizabeth Stephan and Chris Johnson, and all board members stated "yes". Julie Klahr stated the motion passed unanimously. Stephanie Standley discussed the Image Companies cleaning contract stating the signed addendum had yet to be received. Julie Klahr informed the Board changes had been made in the addendum changing the term to one year and removing the automatic renewal clause. Discussion ensued regarding this matter. Miss Klahr stated Image Companies contacted her requesting the addition of a clause for "termination for convenience and cause", adding the performance clause. Stephanie Standley discussed the Panther Lawn Contract. Julie Klahr stated Panther Lawn had only presented a scope of work therefore, she had created a contract and sent it to Panther Lawn. Stephanie Standley discussed the A & S Transportation contract stating to date it had not been returned. Julie Klahr stated the 5 year contract had previously been renewed and she was waiting for the signed addendum. Miss Klahr stated when schools closed due to Covid, A & S Transportation requested to still receive payment. Discussion ensued regarding this matter and Susan Onori informed the Board the DOE had stated the FTE transportation funding would not have to be refunded back to the state, but to date a decision had not yet been made as to how the funds would be appropriated as they could only be utilized for transportation costs. Stephanie Standley presented the In Unison uniform contract for FY21 and Julie Klahr

stated In Unison had provided the missing information, but had not signed and returned the addendum. Miss Klahr added there had been a two year renewable term in the new contract, which she had removed but she had yet to receive the signed contract. Miss Klahr stated the Image Companies, Panther Lawn, A & S Transportation and In Unison contracts would all be brought back to the June 15, 2020 board meeting for approval.

The next order of business was approval of the Form 990. Jorge Puente-Duany informed the Board he and Julie Klahr had both reviewed the Form 990. Julie Klahr stated Marie Chapman had been listed as the Parent Liaison, but for the purposes of the corporate return she was a director of the corporation and Miss Klahr wanted her adequately reflected to be so. Jennifer Weser made a motion to approve the FY18 Form 990. Marie Chapman seconded the motion. . Julie Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Marie Chapman, Marva Wilks, Lisa Carriegos, Elizabeth Stephan and Chris Johnson all board members stated "yes". Julie Klahr stated the motion passed unanimously.

The next order of business was the financial update. Jorge Puente-Duany reviewed the financials with the Board. Mr. Puente-Duany stated the month of March was accurate. He further stated due to Covid there would be a change in revenue, which would include the loss of before and after care revenue from the middle of March through the end of May, and he anticipated losing summer camp revenue. Discussion ensued regarding summer camp and Julie Klahr suggested still taking registrations in case the Governor announced camps could open. Miss Klahr discussed applying for funding relief and did not recommend it. Discussion ensued regarding this matter. Susan Onori stated Imagine Schools, Inc. would not be applying for funding relief. Rod Sasse stated the FY21 state budget had not yet been approved and items previously presented to legislation for approval may change due to Covid. Discussion ensued regarding this matter. Chris Johnson asked Miss Standley her stance on summer camp. She stated she had spoken with Silka Cuba and discussed the pros and cons of opening camp if allowed by the Governor, but a decision had not been made. Rod Sasse reviewed different scenarios being discussed for opening of schools in FY21 and implementing CDC protocols.

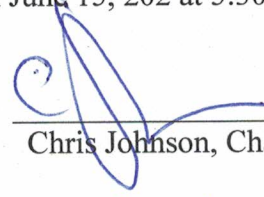
The next order of business was public input. Julie Klahr reviewed implementing an audit committee. Susan Onori stated Stephanie Standley, Jorge Puente-Duany would be on the committee, but one more board member would need to join. Discussion ensued regarding the procedures for the committee and Marie Chapman volunteered. Jennifer Weser made a motion to approve the audit committee consisting of Stephanie Standley, Jorge Puente-Duany and Marie Chapman. Marie Chapman seconded the motion. Julie

Klahr did roll call to inquire as to who was in favor, Jennifer Weser, Marie Chapman, Lisa Carriegos, Marva Wilks, , Chris Johnson and Elizabeth Stephan all board members stated "yes". Julie Klahr stated the motion passed unanimously.

Meeting was adjourned at 6:25 p.m.

The next virtual Board meeting would be held on June 15, 202 at 5:30 p.m. Via Zoom.

Attested to By:



Chris Johnson, Chairperson

6/16/20

Date