Members Present: Alan Chen, Barney Bishop, Matt Mohler, Priscilla West, Jana Sayler, Jennifer Diaz

Staff Present: Karen Roland, Adrienne Campbell, Brinton Smith, Shannon Vestal, Hope Carasquilla

Others Present: Kareem Spratling, Brooke Gonzales, Terrance Harris, Cheryl Brennan, Dionte Brown

Meeting called to order at: 6:03

1. Public Comment: *Public comment is limited to three minutes per person. A group of persons speaking collectively on a subject is limited to 15 minutes. For an extended presentation, please contact the Board Secretary at least seven days prior to a meeting.*
2. Special Presentation - Bryant, Miller, and Olive, PA
   1. Borrower’s Resolution

Kareem Spratling, of BMO firm our new bond counsel and borrower’s counsel presentation. Resolution provides delegation parameters to finalize transactions. Cannot borrow more than $16.5 M (not including ongoing interest), annual debt service repayment (incl. P&I) cannot exceed $950k annually, and final maturity cannot exceed 36 years.

Still pushing to finalize by the end of 2021, but BMO has prepared counterparties for the possibility of extending close until January 15th 2022 if necessary. (No issues for couterparties.)

Mohler moves to approve, Clark seconds, motion passes unanimously. (Diaz not present.)

1. Approval of Consent Items
   1. Meeting Agenda
   2. Ratification of 9th Amendment to St. Joe Purchase Agreement
   3. Approval of State Evaluation System for Administrators form

Bishop and Clark move and second approval. Passes.

* 1. Previous Meetings’ Minutes
     1. October 25, 2021
     2. November 17, 2021

Bishop and Mohler move and second approval. Passes.

1. Report of Board of Directors:
   1. Chair (Chen)
      1. Update on Principal Search – We have advertisements out, and 7 resumes received (none with Classical experience.) Need to consider whether to do nationwide search. (Currently using LinkedIn, GetHired, Monster, GlassDoor, etc.) Bishop will check with Florida Consortium for potential candidate suggestions. Sayler suggests forming search committee which would share promising candidates with Board.

Bishop moves for Chair to appoint Mr. Mohler as contact person for Principal search. John Clark seconds, motion passes.

* + 1. Request for Board to Review Important Board Documents – reminder to board members to review bilaws.
  1. Vice Chair (Diaz)
  2. Treasurer (Clark)

Prior Month Financials

Discussion around lightning protection for building.

Bishop recommends that Operations committee explore options for surge protection and lightning rods. Help Mr. Tilley to dispute the charge, if Doppler radar does not substantiate vendor’s claim that lightning caused damage.

Bishop moves to accept, Clark seconds… Motion passes.

* 1. Secretary (West)
     1. Motions Passed Log has been updated.

1. Report of Committees:
   1. Audit, Budget & Finance (Clark)
      1. Update on new CPA firm – coming on board Dec 1st. John Clark and Mrs. Roland had a conference call with lead partner and team members last week. Reminds to terminate the other contract once new firm is in place.
      2. Consideration of Bank Change for 2022 – Mr. Clark recommends wait until February, after handoff of financial functions, etc.
   2. Fundraising Committee (Mohler) – nothing to report, Mohler will work on a fundraising plan for 2022.
   3. By Laws Committee (Bishop) – Mr. Bishop proposes a Zoom calls on Dec 16th and 21st at 5:00 PM.
   4. Nominations Committee (Chen)
      1. Restructuring of the Nominations Committee – Mr. Chen proposes to have discussion with each candidate prior to submission to board for vetting. Mohler moves to move to this structure, Bishop seconds.

Sayler opposed, motion passes 6-1.

* 1. Operations Committee (Diaz)

Bishop suggests draft procurement policy at next Ops meeting.

Mohler will send an email to agree on date.

For refinance of existing building, need to produce a second set of projections for growing the school *without* the second building. (Second building not absolutely required until the following year Aug 2023.) Latest start for construction would be approx Dec 2022.

Mohler spoke with St. Joe about entitlements, “will be a long road.” In progress. Says first need is a projection for moving forward. RFQ, but Sayler says we cannot have those conversations without the entitlements. Once we have permitted plans, take those out to bid summer 2022, start construction in Fall.

Mr. Clark learned of an alternative form of financing at Conference in Orlando. They lend the money, we lease the school for 40 years and then get the building.

Mr. Chen will raise an ad hoc committee to look at construction firms (design & build, etc.) once we have entitlements in sight.

* 1. Parental Liaison (Clark)

Mr. Clark met with Dionte Brown, who had a couple of issues resolved already by Mr. Smith. No issues left outstanding.

1. Principal’s Report: (emailed report included in Board packet.)
   1. Hillsdale Update
   2. Discipline Policy Update
   3. Personnel Update

Mrs. Sayler recommended considering having end of enrollment period be in January, around same time as other schools in town. Mr. Smith said that Moore Agency noted that working Schoolmint in Dec, and start heavy marketing in January, have enrollment AVAILABLE to apply in January, but question is when to run the lottery. Mr. Smith is meeting with Moore tomorrow. (Plan to open enrollment period early Jan, hold lottery late Jan / early Feb)

1. Unfinished Business from prior meeting agenda:
   1. Update on Food Service Vendor (Roland)

Rachel Mohler presentation – went out for solicitation for food vendor, received no submissions. Can utilize the prior RFP with adjustments to timeline. (Mohler will work with Karen on this.) Recommends start process ASAP

K12 will submit a bid if they can rent SLA’s equipment in place. Would begin service in Mid-Feb or March with their own equipment.

Linton’s has interest to bid if the timeline is extended.

Bishop suggests reopen bidding process for 10 days, informing Lintons and K12 now that looking for Feb 15th start date with rental equipment.

Bishop will speak with the vendors, ask for responses by Dec 10th.

Proposal avail to Pub Dec 1

Questions due Dec 6th

Questions answered by Dec 7th

Submissions by Dec 10th by noon.

Bid opening 10th 2:00 PM (review submissions over the weekend)

Announce winner 13th noon.

Bishop moves that TCS take actions necessary to reopen RFP for FSMC as noted above. Mohler seconds. Motion passes unanimously.

* 1. Invoice from Board Counsel (Board) – Bishop moves to defer to next board meeting. Mohler seconds. Motion passes unanimously.

1. Compliance Items:
   1. New Authorizer Update (Bishop) – Bishop has spoken with Jim Murdaugh (President of TCC) they are interested in becoming our sponsor, needs time to perform due diligence. He recommends that Mr. Chen appoint a board liason or two – may change authorizer at any time, including BEFORE the charter contract term is expired. TCC interested in bringing vocational programs to the school.

Mr Chen recommends that the authorizer updates be done by Operations Committee each meeting.

1. New Business:
   1. Commission on New Building (Chen)
   2. Investor Presentation (Sayler) Tentatively scheduled for Dec 8th. Mrs. Sayler has been providing information in response to due diligence questionnaire. Appendix A explains us and who we are (attached to the offering memorandum). Once the underwriter has this writeup school, the offer will be made – potential investors are then invited to investor presentation. Recommended to have at least two other board/admin members in attendance. Mrs. Sayler and Mr. Smith will attend.
   3. Goals for Principal in 2021-22 (Board) – part of the evaluation process, Mrs. Diaz will work with Mrs. Campbell. Measurable, specific, attainable within timeline. (See last board meeting packet.) Mohler asks board members to come with ideas for goal to next meting
   4. Adrienne Campbell (Mohler) Mohler moves to give her the title Co-Interim Headmaster on Jan 1st  Bishop seconds, motion passes unanimously.
   5. Out of Field Teachers (Smith) –

John Clark moves to approve, Bishop seconds. Passes unanimously.

* 1. ESSER III ARP Funds (Sayler) – Covid related funding. Mr. Smith gave board a list of positions that these funds could support, as well as intervention materials and software.
  2. Holiday appreciation to Staff from Board (Chen)

63 current employees. (45 faculty, 12 admin, 6 phys plant)

1. Upcoming Meetings and Events
   1. December 20, 2021 - Next Board Meeting

\*Mr. Bishop moved to change board meeting from Dec 27th to Dec 20th , Mrs. Diaz seconds, approved.