

Charter Day School



Charter Day School, Inc., Board of Trustees

Minutes of the Board Meeting

2 PM; Thursday, January 15, 2015, Columbus Charter School, Whiteville, NC

Attendance	Trustees: Dawn Carter Jeremy Dickinson John Ferrante Melissa Gott Bob Spencer Others: Mark Dudeck, Treasurer, CDS, Inc. Baker Mitchell, Secretary, CDS, Inc., Steve Smith, RBA, HM Jesse Smith, RBA, QC Sawyer Batten, RBA PIO
Call to Order	John called the meeting to order at 2:01 PM with a quorum of 5 present.
Pledges	The CCS Middle School 6 th graders lead the Board in the Pledges.
Agenda Modification	none
Approval of Minutes	The minutes of the December 10, 2014 meeting were unanimously approved as written.
RBA Reports - OSHA	Baker reviewed the status of the voluntary OSHA inspections and the fact that all the safety inspections had been held but that state personnel schedules were holding up the health inspections. He also mentioned the upcoming OCS visits at CDS. Regarding safety, John asked that DAC ensure security coverage at all evening events where parents and friends were to be attending.
RBA Reports – Report Cards	DPI was to release the 2013-14 “Report Cards” today but that they did not come out in time for the meeting, and were not to be made public until February.
RBA Reports - Enrollment	The reenrollment process was completed over the Christmas break and there was virtually 100% reenrollment at all schools. The Open enrollment period from January 1 to January 31 for all schools was now half over. All four schools had Open Enrollment banners on their web site home pages and were repeatedly posting announcements on their facebook pages and emailing current parents to put the word out. CDS was nearly full and needing a lottery already in K, 1, 2, 3, and 8. CCS, DAC, and SBCS still had openings in most grades, Barbra was running radio ads and placing forms in day care centers and visiting churches for DAC. Michelle was running newspaper ads, visiting day cares and placing highway signs near the new campus. John asked that Michelle and Barbra each give a status report and a detailed action plan for their schools at the February 19 th meeting.

RBA Reports -Surveys	<p>Baker reported on the Parent Surveys that had been assembled and tallied over the break.</p> <p>The survey was the same that had been in use since 2001 and showed the following general results:</p> <table border="1"> <thead> <tr> <th>School</th> <th>% Responding</th> <th>%Overall Satisfied</th> </tr> </thead> <tbody> <tr> <td>SBCS</td> <td>79%</td> <td>98%</td> </tr> <tr> <td>DAC</td> <td>79%</td> <td>98%</td> </tr> <tr> <td>CCS</td> <td>73%</td> <td>96%</td> </tr> <tr> <td>CDS</td> <td>68%</td> <td>95%</td> </tr> </tbody> </table> <p>There was discussion of the trends and some of the issues related to teacher turnover and homework in the middle schools.</p>	School	% Responding	%Overall Satisfied	SBCS	79%	98%	DAC	79%	98%	CCS	73%	96%	CDS	68%	95%
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Adoption of 2015-16 Calendars	<p>Because the Lottery would be conducted in early February, official calendars would be very desirable so parents whose children were admitted could plan.</p> <p>The same general structure as used in prior years was in place but a number of parents had expressed a desire for a longer summer break in exchange for shorter breaks between quarters. This desire was implemented without jeopardizing the remediation sessions during the quarterly breaks. Also parents did not like half-days and so the number of half days was reduced from 7 to 4, which were needed for parent conferences quarterly.</p> <p>The four calendars were approved without objection and would be posted on each school's web site and announced on fb and email.</p>															
Budgetary Review	<p>Mark reported that all budgets were on track as previously approved with the exception of upcoming legal expenses that were unplanned and of unknown magnitude at this time.</p>															
SBCS	<p>The Groundbreaking Ceremony for SBCS was discussed. It is set for January 16 at 12:00 and over 100 RSVP's had been received. A tent would be set up and sandwiches and drinks were being provided.</p>															
Closed Session	<p>Board voted unanimously to enter closed session at 3:21 pursuant to N.C. Gen. Stat. §143-318.11:</p> <ul style="list-style-type: none"> (a)(3) to preserve attorney-client privilege (a)(5) to discuss the position to be taken in negotiating contract pricing and loan commitments for South Brunswick 															
Open Session New Business	<p>The Board returned to Open Session at 3:45 PM without objection.</p> <p>The SBCS project loan in the amount of \$2,996,000 for Phase One with a total project cost of \$4,480,000 was approved without objection. Dawn abstained. Without objection, the Board authorized John and Mark to take all steps necessary to procure the land and get the project fully under way including up to 20% of \$3.745 M equity to do the project along with a resolution of the attached form. Dawn abstained.</p> <p>The county waterline contract with their reimbursement was approved without objection.</p> <p>Finally, the board approved two change orders without objection: \$17,770 to remove an unexpected pit of clay that lay in the path of the entrance road; \$15,370 for a larger pump for on-site sewer that was being required by the county. Dawn abstained.</p>															
Unfinished Old Business	<p>None</p>															
New Business	<p>The Board set the next meeting to be on February 19 at 2:00 PM at Charter Day</p>															

	School, Leland
Ratification of Actions	The Board unanimously ratified all other prior corporate actions without objection.
Adjournment	The Meeting was adjourned at 3:57 PM.

**RESOLUTION
OF
THE BOARD OF TRUSTEES
OF
CHARTER DAY SCHOOL, INC.**

The following action was taken by the Board of Trustees of Charter Day School, Inc. (the "Corporation") by this written consent thereto signed by all of the trustees of the Corporation:

WHEREAS, the Corporation has entered into that certain Contract of Purchase and Sale dated November 10, 2014 to purchase land located in Brunswick County, North Carolina (the "Property") from Coastal Habitat Conservancy, LLC (the "Purchase Agreement") for the construction of a charter school ("School") thereon;

WHEREAS, the Board of Trustees believes it is in the best interest of the Corporation to purchase the Property pursuant to the Purchase Agreement;

WHEREAS, certain officers of the Corporation have negotiated for the Corporation a loan from First Bank (the "Bank") in the amount of \$2,996,000.00 for the purchase of the Property and the construction of the School ("Loan");

WHEREAS, the Loan is evidenced by certain instruments, agreements and documents to be executed by the Corporation and delivered to the Lender (collectively, the "Loan Documents");

WHEREAS, the Board of Trustees of the Corporation is of the opinion that it is in the best interests of the Corporation to obtain the Loan provided for in the Loan Documents and to execute, deliver and perform each of the Loan Documents, now, therefore, it is:

RESOLVED, that the Board of Trustees of the Corporation authorizes, approves and ratifies the Purchase Agreement and the Loan, and, in connection therewith, authorizes, approves

and ratifies the execution, delivery and performance (i) of documents to consummate the purchase of the Property and (ii) of each of the Loan Documents.

FURTHER RESOLVED, that the terms of the Purchase Agreement and all documents executed in connection therewith, in the name and on behalf of the Corporation, by any officer of this Corporation and, if deemed necessary, attested by the Secretary or an Assistant Secretary of

the Corporation under its corporate seal, is authorized, approved and ratified, such execution and

delivery by such executing officer of the Corporation to be conclusive evidence that the same has

been approved, authorized and ratified by the Board of Trustees.

FURTHER RESOLVED, that the execution, delivery and performance of the Loan Documents, in the name and on behalf of the Corporation, by any officer of this Corporation and, if deemed necessary, attested by the Secretary or an Assistant Secretary of the Corporation under

its corporate seal, is authorized, approved and ratified, such execution and delivery of the Loan

Documents by such executing officer of the Corporation to be conclusive evidence that the same has been approved, authorized and ratified by the Board of Trustees.

FURTHER RESOLVED, that Mark S. Dudeck, as Treasurer, is authorized, in the name and on behalf of the Corporation, to execute such agreements, certificates, documents and instruments, under the seal of the Corporation (if deemed necessary), and to take or cause to be taken all such other action, as such officer may deem necessary or appropriate in order to consummate the transactions provided for in the Purchase Agreement, the Loan Documents, and

these resolutions.

FURTHER RESOLVED, that any and all acts, transactions, agreements or certificates previously signed by any officer of the Corporation in connection with the foregoing be, and they hereby are, in all respects approved and ratified as true acts and deeds of the Corporation, with the same force and effect as if such act, transaction, agreement or certificate has been specifically

authorized in advance by resolution of the Board of Trustees of this Corporation.

FURTHER RESOLVED, that the authority granted to Mark S. Dudeck under the foregoing resolutions shall be deemed to include the authority to perform such further acts and deeds as may be necessary, convenient or appropriate, in the good faith judgment of such officer,

to carry out the transactions contemplated thereby and the purposes and intents of the foregoing resolutions.

This consent may be executed in counterparts and all so executed shall constitute one consent, notwithstanding that all trustees are not signatories to the original or the same counterpart.

This consent to action is effective as of February _____, 2015.

Board of Trustees:

John J. Ferrante, Chairman

Dawn Carter

Jeremy Dickinson

Melissa S. Gott

Robert P. Spencer