

Vista College Prep Governing Board

Minutes

Date: June 25, 2020

Location: Via Zoom

Board Members Present: Charles Mitchell, Katherine Cecala, Kelly McManus, Grant Crone, Chris Dang, Dawn Kennedy, Irene Carroll and Julia Meyerson, ex officio

Board Members Absent: Cassie Breecher

Staff Present: Nick Shimon and Stacey Lawrence

Meeting was called to order at 9:32 a.m. by Mr. Mitchell.

Agenda Item – Minutes and Agenda

Mr. Mitchell reviewed the minutes from the previous meeting of May 21, 2020. Ms. Cecala moved to approve the minutes from the last meeting; Mr. Crone seconded. Motion carried unanimously (Mitchell, Cecala, McManus, Kennedy, Dang, Crone and Carroll voting aye).

The board reviewed the agenda for the present meeting. Ms. Cecala moved to approve today's agenda; Mr. Crone seconded. Motion carried unanimously (Mitchell, Cecala, McManus, Kennedy, Dang, Crone and Carroll voting aye).

Mr. Mitchell announced the next board meeting will be held on July 21st.

Agenda Item – Call to the Public

Mr. Mitchell made a call to the public. No one made a comment.

Agenda Item: Finance Committee

Ms. Meyerson and Mr. Shimon reviewed the financial dashboard and discussed cash flows for Vista College Prep. Ms. Cecala moved to approve the financial dashboard as presented. Mr. Crone seconded. Motion carried unanimously (Mitchell, Cecala, McManus, Kennedy, Dang, Crone and Carroll voting aye).

The board reviewed and discussed the FY21 Budget for VCP. Ms. Cecala moved to approve the FY21 Budget as presented. Mr. Crone seconded. Motion carried unanimously. (Mitchell, Cecala, McManus, Kennedy, Dang, Crone and Carroll voting aye).

The board discussed matters related to the formation of the VCP Foundation. Mr. Crone moved to approve the resolution as presented below; Ms. Cecala seconded. Motion carried unanimously (Mitchell, Cecala, McManus, Kennedy, Dang, Crone and Carroll voting aye).

WHEREAS, at its April 8, 2020 board meeting, this Governing Board authorized Julia Meyerson, by and on behalf of Vista College Preparatory, Inc. ("**Vista College Prep**"), to, among other things, do all that is necessary to cause the formation of a single member Arizona limited liability company (the "**VCP Foundation**"), whose sole member is Vista College Prep, in order to, among other things, support and carryout Vista College Prep's charitable and educational activities and purposes as considered under Section 501(c)(3) of the Internal Revenue Code;

WHEREAS, this Governing Board finds it to both be in Vista College Prep's best interest and to directly further the charitable and educational purposes of the public charter schools it operates, to take the actions listed below;

Articles of Organization

RESOLVED, that the Articles of Organization of the VCP Foundation, as executed by the organizer and filed with the Arizona Corporation Commission on June 25, 2020, are approved and a copy of the Articles of Organization shall be filed in the minute book of the VCP Foundation.

Manager

RESOLVED, that the following person, as reflected in the above filed Articles of Organization, is hereby appointed to serve as the manager of the VCP Foundation (the "**Manager**") and shall hold such position until their successor is duly elected and qualified or until their earlier resignation or removal:

Manager – Charles Mitchell

Operating Agreement

RESOLVED, that the operating agreement (the "**Operating Agreement**") of the VCP Foundation, as reviewed by Vista College Prep and the VCP Foundation's Manager, is hereby approved in all respects and adopted as the VCP Foundation's operating agreement, that Julia Meyerson, in her capacity as Executive Director of Vista College Prep, is hereby authorized and directed to execute the Operating Agreement on behalf of Vista College Prep (the sole member of the VCP Foundation) and that a copy of the Operating Agreement will be filed in the minute book of the VCP Foundation.

Officers

RESOLVED, that Vista College Prep acknowledges the following persons, by virtue of the positions they hold with Vista College Prep and pursuant to Sections 4.3.4 and 4.3.5 of the Operating Agreement, respectively, are hereby appointed to serve in the offices of the VCP Foundation set forth below, each to hold such office until their successors are duly elected and qualified or until their earlier resignation or removal:

Chief Executive Officer - Julia Meyerson
Finance Manager - Nick Shimon

Sole Member Representative

RESOLVED, that pursuant to Section 5.2 of the Operating Agreement, the following person is appointed to serve as Vista College Prep's designated representative until the earlier of such time as (a) Vista College Prep appoints a successor designated representative or (b) such person resigns as designated representative:

Designated Representative - Katherine Cecala

Fiscal Year

RESOLVED, that June 30 is confirmed as the VCP Foundation's fiscal year end for tax and accounting purposes.

Bank Account(s)

RESOLVED, that one or more bank accounts for and in the name of the VCP Foundation be opened at such bank(s) as the Chief Executive Officer deems necessary or appropriate, and that the checks of the VCP Foundation on said account(s) be signed by the Chief Executive Officer or the Manager of the VCP Foundation.

RESOLVED, that any resolutions required by said bank(s) for the opening of said bank account(s), and the signing of said checks as set forth above, are hereby considered as passed, and that a copy of said resolutions in the usual card or other form used by said bank(s) shall be filed in the minute book of the VCP Foundation.

RESOLVED, that the Chief Executive Officer is authorized, as required by said bank(s), to certify to the passage of said resolutions by Vista College Prep, as the sole member of the VCP Foundation, and/or the Manager of the VCP Foundation as of this date.

Contribution to the Foundation

RESOLVED, in consideration of the valuable support the VCP Foundation will provide Vista College Prep, the Governing Board authorizes and directs Vista College Prep's Executive Director to effect a financial contribution to the VCP Foundation that consists of purely philanthropic dollars and is in an amount deemed appropriate by Vista College Prep's Executive Director.

Ratification of Acts; General

RESOLVED, that the VCP Foundation hereby ratifies, affirms, and adopts as acts of the VCP Foundation, all acts by the organizer for and on behalf of the VCP Foundation.

RESOLVED, that, upon consideration, the officers of the VCP Foundation be, and hereby are, authorized and empowered, for and on behalf of the VCP Foundation, to pay from the VCP

Foundation's funds all charges, costs, and expenses incident to or arising out of the organization of the VCP Foundation and to reimburse the persons who have made any disbursements therefor, including Vista College Prep.

RESOLVED, that the Chief Executive Officer and/or the Manager of the VCP Foundation is authorized to execute and deliver such documents and instruments, and take such other actions, as the Chief Executive Officer and/or Manager deems necessary or advisable to carry out the purposes of the foregoing resolutions.

Agenda Item: Executive Director Report

Ms. Meyerson shared updates on enrollment, personnel and facilities, including the re-opening plan for August. The board discussed VCP's commitment to Diversity, Equity and Inclusion and the role the board will play in that work.

Agenda Item: Other Business

There was no other business.

There being no further business to be transacted, and upon motion duly made, seconded, and approved, the meeting was adjourned at 11:08 a.m.

Dated and posted this 25th day of June, 2020.

Respectfully submitted,

Kelly McManus, Secretary