

## Vista College Prep Governing Board

### Minutes

**Date:** August 19, 2021

**Location:** Via Zoom

**Board Members Present:** Charles Mitchell, Cassie Breecher, Katherine Cecala, Kelly McManus, Dawn Kennedy, Grant Crone, and Julia Meyerson, ex officio

**Board Members Absent:** Chris Dang

**Staff Present:** Sam Shapiro

Meeting was called to order at 9:03 a.m. by Mr. Mitchell.

#### **Agenda Item – Minutes and Agenda**

Mr. Mitchell reviewed the minutes from the previous meeting of July 15, 2021. Ms. Cecala moved to approve the minutes from the last meeting; Mr. Crone seconded. Motion carried unanimously (Mitchell, Breecher, Cecala, McManus, Kennedy, and Crone 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, Breecher, Cecala, McManus, Kennedy, and Crone voting aye).

Mr. Mitchell announced the next board meeting will be on September 16, 2021.

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

#### **Agenda Item: Executive Director Report**

Ms. Meyerson provided updates on academics, personnel and enrollment. The board also discussed VCP's continued COVID response.

Ms. Meyerson and Mr. Shapiro discussed facilities updates. Ms. Meyerson presented the following resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
VISTA COLLEGE PREPARATORY, INC.  
(the “Corporation”)**

WHEREAS, there has been a meeting of the board of directors of the Corporation on August 19, 2021;

WHEREAS, the Board has considered the facts and circumstances related to the acquisition of property located at 2133 W. Peoria Ave, Phoenix, AZ 85029 (the "Property").

WHEREAS, the Board has considered the execution of a purchase contract with NEXT GEN BLACK CANYON, LLC ("Seller") that would provide for the acquisition of the Property for a dollar amount equal to \$6,700,000.00 (the "Contract").

NOW, THEREFORE, the directors of the Corporation hereby take the following actions:

RESOLVED that this Board hereby approves of the execution of the Contract by the Corporation either in its own name or in the name of a subsidiary controlled by the Corporation.

RESOLVED, that the Board hereby authorizes the Corporation to take such additional actions as necessary to perform the obligations of the Corporation under the Contract, including assuming the existing lease of the Property.

RESOLVED, that the Board hereby ratifies and approves all actions previously taken or to be taken to perform due diligence on the Property.

The undersigned secretary of the Board of Directors of the Corporation hereby attests that on this \_\_\_ day of August, 2021, the foregoing resolution were passed and adopted by the Board of Directors of the Corporation.

Ms. Cecala moved the board adopt the resolution as presented to proceed with signing the Purchase and Sale Agreement, pending final legal approval. Mr. Crone seconded. Motion carried unanimously (Mitchell, Breecher, Cecala, McManus, Kennedy, and Crone voting aye).

At 10:37 am, Ms. Cecala moved to recess into executive session for the purpose of discussing the Executive Director evaluation. Mr. Crone seconded. Motion carried unanimously (Mitchell, Breecher, Cecala, McManus, Kennedy, and Crone voting aye).

At 10:42 a.m. regular session was called to order. Ms. Cecala moved to adopt the Executive Director evaluation as discussed in executive session. Mr. Crone seconded. Motion carried unanimously (Breecher, Cecala, McManus, Kennedy, and Crone voting aye).

**Agenda Item: Other Business**

There being no further business to be transacted, and upon motion duly made, seconded, and approved, the meeting was adjourned at 10:43 a.m.

Dated and posted this 19th of August, 2021.

Respectfully submitted,

Kelly McManus, Secretary