

**Insight PA Cyber Charter School**

*Minutes of the Meeting of the Board of Trustees (the “Board”) of Insight PA Cyber Charter School (the “School”) via telephone on August 28, 2017.*

*Public notice was given for this meeting in accordance with Section 1 of the Sunshine Act.*

**Directors Present:** Edward P. Kelly, Maddi-Jane Sobel, Diana K. Moninger, Michele McKeone and Aviva B. Moore

**Others Present:** Eileen Cannistraci, *Chief Executive Officer*, Shannon McElwain, *Executive Director*, Mary Markert and other representatives of K12 Virtual Schools LLC (“K12”), and Alan Kessler, Anthony Guida Jr., Jessica Priselac, Barry Steinman and Jed Bergman of Duane Morris LLP. Mr. Bergman acted as Secretary of the meeting.

Ms. Cannistraci called the meeting to order at 7:10 p.m. and welcomed those present at the meeting.

Following a motion duly made and seconded, the members of the Board present at the meeting unanimously approved the minutes of the meeting of the Board held on August 15, 2017.

Ms. McElwain then provided the Board with updates regarding the (i) Client Services Agreement which the School had recently executed with Paychex Business Solutions, (ii) the draft student handbook, which was being drafted with the assistance of K12, (iii) the tenant improvements which were being made to the School’s newly leased facility, and (iv) the School’s student enrollment to date.

Mr. Kessler then discussed the provisions in the Amended and Restated Educational Products and Services Agreement between the School and K12, as amended (the “Services Agreement”), regarding the School’s ability to cause K12 to extend an interest free loan to the School. Mr. Kessler noted that such a loan was desirable in light of the School’s short-term capital needs. Following a discussion and a motion duly made and seconded, the members of the Board present at the meeting unanimously approved the following resolutions:

*Approval of Interest Free Loan from K12*

NOW, THEREFORE, BE IT RESOLVED, that the School’s receipt of an interest free loan from K12 in the aggregate amount of \$658,000 (the “Loan”) in accordance with the terms and provisions of the Services Agreement, which Loan shall be used for the School’s working capital purposes, be and hereby is, authorized and approved; and be it

FURTHER RESOLVED, that the proper officers of the School (each an “Authorized Officer”) be, and hereby are, authorized and directed, for and on behalf of and in the name of the School, to make, execute, perform, acknowledge,

verify, issue, deliver and file all such applications, agreements, documents, instruments and/or certificates, and to do or cause to be done all such acts and things and to take all such steps and other actions as such Authorized Officers deem necessary in order to effectuate the Loan and the intent and accomplish the purposes of the preceding resolution and to carry out the transactions related thereto, which applications, agreements, documents, instruments and/or certificates shall be in forms and with such changes therein and any and all additions, amendments, supplements, modifications, extensions, restatements, renewals, and/or replacements thereto as shall be approved by the Authorized Officer(s) executing the same, with such approval thereof and authority therefor from the School to be evidenced conclusively by his or her execution and delivery thereof.

Mr. Kessler then provided the Board with updates regarding certain operations-related payments the School needed to make in accordance with the Services Agreement, certain new employees which the School was proposing to hire, the proposed Attendance, Criminal History Record Information and Code of Conduct policies which had been drafted by the School for the Board's consideration and adoption, and certain School utility-related costs and services which the Board was being asked to approve. Following discussions among the Board with respect to the foregoing and a motion duly made and seconded, the members of the Board present at the meeting unanimously approved the following resolutions:

*Approval of Payment of Operational Expenses Under the Services Agreement*

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of the School be, and hereby is, authorized and directed, for and on behalf of and in the name of the School, to pay for any operational expenses contemplated under the Services Agreement to the extent that each such payment is \$5,000 or less in the aggregate; and be it

*Approval of New Hires*

FURTHER RESOLVED, that the School be, and hereby is, authorized to hire one elementary school teacher and one special education elementary school teacher; and be it

*Approval of Attendance Policy, Criminal History Record Information Policy and Code of Conduct Policy*

FURTHER RESOLVED, that the Attendance Policy, Criminal History Record Information Policy, and Code of Conduct Policy, in the forms attached hereto as Exhibit A, be and hereby are, approved and adopted as the Attendance Policy, Criminal History Record Information Policy and the Code of Conduct Policy, respectively, of the School; and be it

*Approval of Services Under Master Comm Core Agreement*

FURTHER RESOLVED, that the School's engagement of Comm Core LLC ("Comm Core") to provide services set forth in Exhibit B attached hereto, subject to the terms and provisions of the Master Services Agreement, dated July 21, 2017, by and between the School and Comm Core, be and hereby are authorized and approved; and that the School be, and hereby is, authorized to pay for such services in the amounts set forth in Exhibit B attached hereto.

Mr. Kessler then noted that Ajay Raju, who had joined the Board to assist with the School's formation and establishment, had provided the Board with his resignation as a Trustee. The Board then briefly discussed Mr. Raju's positive contributions to the School and thanked him for his efforts. Following a motion duly made and seconded, the members of the Board present at the meeting then unanimously approved the following resolution:

*Approval of Ajay Raju's Resignation from the Board*

WHEREAS, has tendered his resignation as a Trustee on the Board and the Board desires to accept such resignation.

NOW, THEREFORE, BE IT RESOLVED, that, effective immediately, the Board does hereby accept Ajay Raju's resignation from his position as a Trustee on the Board.

Mr. Kessler discussed the School's need to hire a Chief Financial Officer and the efforts to date with respect to recruiting and hiring the same.

Throughout the presentations noted above, the members of the Board raised questions and engaged in multiple discussions regarding each of the matters presented.

There being no further business, Mr. Kessler adjourned the meeting at 8:05 p.m.

Respectfully submitted,

Maddi-Jane Sobel  
*Secretary, Insight PA Cyber Charter School*

**Exhibit A**  
**Attendance Policy, Criminal History Record Information Policy and**  
**Code of Conduct Policy**

See attached.

**Exhibit B**  
**Comm Core Services**

See attached.