



ODYSSEY
CHARTER SCHOOL, INC.

Board of Directors

Leslie Maloney, *President*
Thomas Cole, *Vice President and Treasurer*
Jessicah Nichols, *Secretary*
Sonja White, *Director*
Amanda Larson, *Director*

Thursday, January 12, 2017, 5:15 p.m.

****Special****

Meeting Minutes

The mission of Odyssey Charter School, working in partnership with the family and the community, is to help each child reach full potential in all areas of life. Our aim is to educate the whole child with the understanding that each person must achieve a balance of intellectual, emotional, physical, moral, and social skills as a foundation for life.

A. OPENING EXERCISES

- Call to Order & Establish Quorum *The meeting was called to order at 5:15 p.m. Those in attendance were Leslie Maloney, Thomas Cole, Jessicah Nichols, and Amanda Larson.*
- Pledge of Allegiance
- Adoption of the Agenda - *Unanimously adopted under one motion by Jessicah Nichols; seconded by Amanda Larson.*

B. PUBLIC COMMENT (Members of the public that wish to address the Board must sign-in and will have 3 minutes to speak. The Board will not address the presenter or take action at this time)

C. INFORMATION

1. Ferndale property update *Constance Ortiz updated the Board on property on Ferndale in Melbourne for Orion Prep. Constance explained the Letter of Intent and Pre-Development Agreement with Building Hope for Ferndale property.*
2. Eldron Campus HVAC Update – *Insurance denied claim to fix or replace the ice storage tanks. The school had inspections completed with three agencies, and the school feels they still have a claim. An attorney is looking at the documents and reports to see if there is a case to pursue with the insurance company.*
3. OCS, Inc. Account for Allocation of Expenses – *Rich Moreno recommended that the Board open a separate account for OCS, Inc. where schools would put a certain dollar amount into the OCS, Inc. account to help with paying shared employees and possibly the lunch program, and makes for a smoother operation. This will be coming back to the Board at the next meeting.*

D. PUBLIC PRESENTATION

- E. **CONSENT AGENDA** (Items below are considered routine and will be approved in one motion. There will be no separate discussion of these items unless a Board Member so requests, in which case the item(s) will be removed from the consent agenda and considered and placed on the Action Agenda) – *Unanimously approved under one motion by Jessicah Nichols; seconded by Amanda Larson.*

All School Business:

1. None

Odyssey Charter School Business:

2. None

Odyssey Preparatory Academy Business:

3. None

Oasis Preparatory Academy Business:

4. None

Orion Preparatory Academy-Brevard Business:

5. **APPROVED:** Approve Edward Cohen Law conflict waiver letter between Building Hope and OCS, Inc.
6. **APPROVED:** Approve David Cohen to Review Letter of Intent and Pre-Development Agreement for Ferndale property.

Orion Preparatory Academy-Orange Business:

7. None

- F. **ACTION AGENDA** (Items for Discussion by the Board)

1. **APPROVED:** Consideration of settlement agreement regarding EquiDebt. – *The final outcome of the contract mediation was approved by the Board with a motion by Thomas Cole to authorize an up-to \$52,500 payment from Odyssey Charter School, Inc.; seconded by Jessicah Nichols. Motion carried unanimously.*

- G. **BOARD DIRECTORS' REPORT**

- H. **ADJOURNMENT** – *The meeting adjourned at 5:47 p.m.*

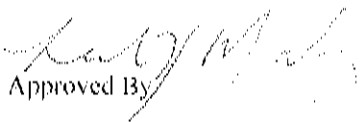


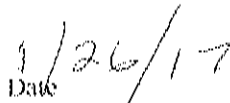
ODYSSEY
CHARTER SCHOOL, INC.

The undersigned hereby certifies that he/she is a Director and/or Officer of **ODYSSEY CHARTER SCHOOL, INC.**, a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation and the individual charter schools sponsored by the said corporation.

The minutes were adopted by the Board of Directors at a meeting held on January 26, 2017.

ODYSSEY CHARTER SCHOOL, INC.
A Florida not-for-profit corporation

By: 
Approved By


Date



Brevard

BUSINESS



Attorneys at Law

300 West Washington Street, Suite 1500
Tallahassee, Florida 32302
Telephone 904.433.7173
Fax number 904.433.0135

January 10, 2017

APPROVED

Via E-Mail

JAN 12 2017

Building Hope...A Charter School Facilities Fund
Washington, D.C.
Attention: Joe Bruno

OCS, Inc.
Board of Directors

Odyssey Charter School, Inc.
Palm Bay, Florida
Attention: Leslie Maloney, President

Re: Charter School Facilities for Orion Preparatory Academy - Brevard in Melbourne, Florida

Ms. Maloney and Mr. Bruno:

Our firm, Edwards Cohen ("EC"), has been asked to represent Odyssey Charter School, Inc. ("Odyssey") in connection with the leasing by it of charter school facilities to be constructed by Building Hope ... A Charter School Facilities Fund (together with its affiliates, "Building Hope") for a new Odyssey Charter School campus in Melbourne, Florida. A brief description of this transaction is as follows: (i) Building Hope and others will form or acquire a limited liability company ("Owner," which will be an affiliate of Building Hope) to acquire an existing property in Melbourne, and will, on a phased schedule, renovate, develop and improve the property for use as a charter school facility (the "Project"); (ii) Owner will secure mortgage financing for the Project; and (iii) Owner and Odyssey will enter into a lease for the Project, with an option to purchase.

EC has represented Odyssey in connection with the acquisition and financing of certain of its existing charter school facilities, and in limited other matters. EC has represented Building Hope in the acquisition, development, financing and leasing of charter school facilities. EC continues to perform, legal work for each of Odyssey and Building Hope in unrelated matters.

EC's role in this instance will be to represent Odyssey with respect to the leasing of the Project. EC's representation of Odyssey will be "directly adverse to the interests of" Building Hope in this regard.

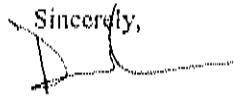
As all past or present legal representation of Building Hope by EC is unrelated to the Project, EC attorneys have no special or confidential information or knowledge of Building Hope related or relevant to this transaction which will not be disclosed by Building Hope to Odyssey, and because Building Hope will be separately represented by legal counsel with respect to this transaction, we reasonably believe that the representation of Odyssey with respect to this transaction will not be adversely affected by any past or present representation of Building Hope, and that our representation of Odyssey in this matter will not adversely affect our responsibilities to and relationship with Building Hope in unrelated legal matters.

We agree that if Building Hope and Odyssey become involved in a dispute involving the subject transactions that cannot be resolved without resort to litigation or other formal dispute resolution procedure, we will not represent any party named in this letter in such dispute.

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Please consult with whomever you consider appropriate in this regard, and thereafter if you consent to our firm's representation as set forth above, please execute and return to the undersigned a copy of this letter so indicating. Of course, if we may answer any questions or provide any information to assist your decision, please do not hesitate to contact us.

This letter may be executed in several counterparts, each of which shall be fully effective as an original and all of which together shall constitute one and the same instrument. A signed facsimile of this letter shall be deemed to be an original and delivery by e-mail shall be effective legal delivery for all purposes hereunder.

Sincerely,

David Cohen, Shareholder
Edwards Cohen

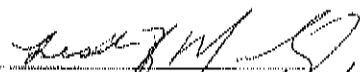
cc: Constance Ortiz

The undersigned hereby consent to EC's representation of the other parties referenced in this letter with respect to the subject transactions.

Building Hope...A Charter School Facilities Fund

By: _____
Name: _____
Title: CEO

Odyssey Charter School, Inc.

By: 
Name: Leslie Malone
Title: Board President