



To: PCCS Parents and Interested Constituents

From: Myron

Re: Board Briefs, Special Board of Directors Meeting/Finance Committee Meeting 9-10-09

Date: 9-14-09

A special meeting of the Board of Directors, Board Finance Committee and a Concurrent Meeting of the Managers of Prairie Crossing Holdings, LLC was held on September 10, 2009 in the Conference Area of the Anna B. Comstock Building, 1591 Jones Point Road, Grayslake, Illinois 60030.

The meeting of the Managers of Prairie Crossing Holdings, LLC was called to order by Chairman, Bob Helle at 7:03 P.M. Managers Eve Lee, John Rizzo, and Bob Helle answered roll call as present constituting the quorum. Since the guest presenters were not yet present, the managers reviewed minutes of prior meetings and then adopted the following resolution:

- A resolution to approve the minutes of the January 27, 2009 Meeting of the Managers was adopted.

President Geoff Deigan called to order the Board of Directors at 7:10 P.M. The following members answered roll call to constitute a quorum:

Present were: Bob Bentz; Dr. Barbara Provost, Vice President; Mark Dybas, Secretary; Steve Achtemeier, Treasurer; Dr. Eric Hebert; Geoff Deigan, President; Elizabeth Stearns.

Absent were: John Wylie (Excused) and Bob Creviston (Excused)

Also present was Myron T. Dagley, School Director, Ms. Stacy Gavin, Business Manager, Mr. Michael Boisvert and Ms. Lindsey Wald of BMO Capital Markets. Several parents were in the audience.

President Deigan also acknowledged the presence of Mr. Dean Thorsen as the new parent elected Board Member whose term would begin on October 27, 2009 when he is seated.

The following members of the Finance Committee were also present constituting a quorum of that committee:

Present were: Jim Steinbeck; Tom Kennan; Mark Dybas, Steve Achtemeier, Chair; Geoff Deigan;
Absent was: Bob Creviston (Excused)

Prairie Crossing Charter School is a public school that transforms our children through academic discovery and interaction with our unique natural, ecological, and community resources.

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School Director: Myron Dagley
Principal: Brian Greene

Visit us at prairiecrossingcharterschool.org

Dr. Barbara Provost led the group in reciting the Pledge of Allegiance.

The Board of Directors then discussed a series of proposed questions which would be used to interview candidates who are seeking appointment to the Board of Directors in October. Applications for such appointment had been received by the Board's Nominating Committee, but that committee had not yet met to certify the candidates to the Board. The Board did agree that once minor edits had been made to the proposed questions by Vice President, Dr. Barbara Provost, they would be returned to the board members for use. Further once certified for interview, each applicant would be provided with a copy of the questions in advance so they could be prepared to respond. It was the consensus of the Board that the interviews will be limited to 20 minutes and that the Board will select a sampling of the proposed questions for each candidate. It was agreed in principal that the candidates would be interviewed on the evening of September 22, 2009 prior to the actual beginning of the September Board of Director Meeting.

President Geoff Deigan made a brief introduction of the guest presenters and then called on Steve Achtemeier to brief the board committee members and guests on the history of the current long term finance arrangement. Following those brief comments Mr. Michael Boisvert and Ms. Wald reviewed a power point presentation on a new finance model utilizing a new A rated Bank as the Letter of Credit extender. Based upon current market conditions and quoted applicable rates the new bank working in partnership with Lake Forrest Bank, PCCS would again realize a financial savings of approximately \$140,000 annual savings over the current payment rates and schedules that have resulted from the downgrading of M&I Bank with whom Lake Forrest Bank is currently partnering. New closing costs of approximately \$86,000 would be required and could not be included in the new loan agreements.

As the presentation concluded, members of the Board, Finance Committee, and the managers were allowed to address questions to the presenters from BMO Capital Markets. The LLC managers developed a proposal of allowing the Board to borrow from the strategic reserves held as security by the LLC the fees necessary to close the new long term loan provided the money borrowed, \$90,000, was repaid over eighteen months. These repayments would be derived from the monthly savings accrued as a result of the new financing rate.

Following the presentation, the following resolutions were approved by the Board of Directors:

- A resolution engaging the firm, BMO Capital Markets as the Board's financial advisor at an all in cost not to exceed \$90,000 without further authorization was adopted.
- A resolution to proceed with BMO Capital Markets acting as agent to execute with an A rated bank a new financing arrangement partnering with Lake Forrest Bank at an "all in rate" of 5.13% keeping the current swap agreement terms was adopted.
- A resolution authorizing both the Board President and Treasurer as signers of all closing documents on behalf of the Board was adopted.

Immediately thereafter the Managers of the LLC adopted the following resolutions:

- A resolution approving a new finance agreement in partnership with Lake Forrest Bank and an A rated bank at the terms cited above was adopted.
- A resolution authorizing manager, Bob Helle, to sign all closing documents on behalf of the LLC was adopted.
- A resolution authorizing an interest free loan of \$90,000 to the Board of Directors with an eighteen month repayment schedule to cover loan closing costs was adopted.

As the business on the agenda for the Managers of Prairie Crossing Holdings, LLC had been accomplished; Chairman Helle adjourned the Concurrent Meeting of the Managers at approximately 9:00 P.M.

The Finance Committee of the Board also adjourned and the members left.

President Geoff Deigan called for Public Comment. Hearing none, the Board adopted a resolution to adjourn into Closed Session for the purpose of discussing personnel issues.

Upon return from Closed Session, the Board of Directors adopted the following resolutions:

- A resolution to approve a one year contract for a second grade teacher effective September 14, 2009 as discussed in Closed Session was adopted.
- A resolution to approve a one year contract for a custodian working not less than 30 hours weekly effective September 1, 2009 was adopted as discussed in Closed Session.

President Deigan announced that Ms Terry Wrzesinski has agreed to volunteer for a position with the board to take the monthly meeting minutes. Details of the position will be finalized before the next regularly scheduled Board meeting. It was agreed by all that that communications with this new position are under the guide and policy of the Open Meetings Act.

There being no further discussion nor business to accomplish, the Board of Directors Meeting was adjourned at approximately 9:25 P.M.

Individuals with questions about these briefs or about the School should contact President, Geoff Deigan at 312 401-4372 or Myron Dagley, School Director, at 847 543-9722 or 847 553-7095.

The next regularly scheduled meeting of the Board of Directors will be September 22, 2009 at 7:00 P.M. in the Anna B. Comstock Building.