

UtahARTS Academy

14 December 2021 | 5PM | 16 S. 300 W. St George

BOARD MEMBERS PRESENT: Nelson Hafen, Aubrey Johnson, Josh Little, Chelsea Bergeron, Sadie Best, Bryan Watabe

OTHERS PRESENT: Drew Williams (ED UAA), Kent Brown (CFO/HR Director of UAA), Chris Andrus (Dir. of Support Services UAA), Sarah McNaughton (UAA Counselor), Amber Bain (UAA Parent), Trent Bain (UAA Student), Blanca Hone (UAA Parent), Kalani Tapusoa (UAA Student)

Student Performance: Vocal performance by Kalani Tapusoa.

Approval of 19 October 2021 Minutes:

- Motion to approve minutes Nelson Hafen, second Josh Little. October minutes approved unanimously. In favor: Nelson Hafen, Aubrey Johnson, Josh Little, Chelsea Bergeron, Sadie Best, Bryan Watabe - Opposed: NONE

Public Comment:

- Sign up for public comment made available before the meeting. No public comment.

Discussion Items:

- **Directors Report/Construction Update:** Drew Williams (ED UAA) reported to the board that UAA is listed in the top 20 Utah schools for ACT scores. UAA had two Young Arts 2022 winners Zach Warnick, and Sarah Blodgett both in the Singer-Songwriter category. Williams informed the board that the first phase of the new building is nearly complete and will be ready for students to start attending at the new location after winter break. This will allow for students to return to full day scheduling. Sarah McNaughton (UAA Counselor) explained how the split schedule between the new location and the temporary location will work for students. Arts classes will operate out of the new location and academic classes will remain in the temporary location until construction is completed.
- **Budget/Finance report:** Kent Brown (CFO/HR Director of UAA) talked the board through the current YTD revenue comparisons July-Nov 2020 & July-Nov 2021 including construction budget for phase one/two of the new building, UAA facility costs, and equipment costs. The total cost will be covered by private donation, three loans, and UAA reserves. Brown explained the financial details to the board, and answered questions concerning interest rates and terms.
- **Artistic Report/Student Activity Report-** The students are currently rehearsing for the Holiday Cabaret, a showcase of students best work - including some holiday themed performances and



performances by Young Arts winners. Kyle Lewis (UAA Artistic Director) and Nate Keith (UAA Dean of Students) are both in rehearsals with students and not in attendance at the board meeting.

Action/Ratification Items:

- **Loan signing permissions including State Bank of Southern Utah:** Kent Brown (CFO/HR Director of UAA) answered all board member questions concerning loans including terms and interest rates. Motion to approve signing of loan permissions granted to Drew Williams (Education Director UAA) and Kent Brown including State Bank of Southern Utah (LOANS). Mr. Brown reviewed with the Board proposed terms of loans from State Bank of Southern Utah, the Utah State Charter School Board and one or more private lenders, including with respect to interest rates, payment terms and maturity dates. An extensive discussion ensued among the Board members regarding the terms of the proposed loans. Following discussion, on motion duly made and seconded, the Board approved and adopted the following resolutions: WHEREAS, the Company has determined to obtain loan financing from State Bank of Southern Utah (\$750,000), the Utah State Charter School Board (\$281,000) and one or more private lenders (\$250,000) (the "Loans"); WHEREAS, each of the Loans will be set forth in one or more loan documents and will require delivery of various agreements, promissory notes, certifications and other related documents contemplated by such Loans (collectively, the "Loan Documents"); and WHEREAS, it is deemed to be in the best interests of the Company to enter into the Loans and to execute, deliver and perform the Loan Documents on the terms discussed and approved by the Board; NOW, THEREFORE, BE IT RESOLVED, that the terms of the Loans as discussed with the Board are hereby approved and adopted; RESOLVED FURTHER, that the executive officers of the Company, including without limitation the president, the chief executive officer, the chief financial officer and the secretary of the Company, be, and each acting alone hereby is, authorized, empowered and directed in the name and on behalf of the Company to execute and deliver the Loan Documents for and on behalf of this Company and to perform the respective obligations of each thereunder, to accept the Loans on the terms set forth in the Loan Documents and to cause the Company to perform its obligations thereunder; RESOLVED FURTHER, that the executive officers of the Company be, and each acting alone hereby is, authorized, empowered and directed to take such further action and to execute, make oath to, acknowledge and deliver, from time to time in the name and on behalf of the Company such other agreements, instruments, certificates or documents and to do or to cause to be done any and all such other acts and things as such executive officers may, in their discretion, deem necessary, proper, appropriate or advisable to consummate the Loans and to carry out the intent of the foregoing resolutions, the taking of such actions to be conclusive evidence that the same have been authorized and approved by the Board of Directors of the Company; and RESOLVED FURTHER, that all acts and things previously done and performed (or caused to be done and performed) in the name and on behalf of the Company prior to the date of these resolutions in connection with the Loans, the Loan Documents and the transactions contemplated therein be, and the same hereby are, ratified, confirmed and approved) Josh Little, second Chelsea Bergeron. Motion passed unanimously. In favor: Nelson Hafen, Aubrey Johnson, Josh Little, Chelsea Bergeron, Sadie Best, Bryan Watabe - Opposed: NONE

New Board Member Introduction:

- **Newly elected board member Bryan Watabe addressed the board:** Bryan shared with the board his enthusiasm for the school and his reasons for accepting a seat on the board. He was impressed by the faculty's willingness to hold out for contracts with the risks involved. He expressed his feeling that students, including his daughter, are learning valuable lessons during this transitional time.



Next UAA Board Meeting:

15 February 2022, 5 PM, Location TBD

Adjournment:

- **Motion to Adjourn:** Aubrey Johnson, Nelson Hafen, meeting adjourned.