

<p style="text-align: center;">COLORADO DEPARTMENT OF EDUCATION 201 E. Colfax Avenue Denver, CO 80203</p>	<p>▲ CDE USE ONLY ▲</p>
<p>In re:</p> <p>Colorado Springs Charter Academy, Charter Respondent</p>	
<p>Joint Motion to Vacate Hearing and Enter Stipulated Order under § 22-30.5-703(8), C.R.S.</p>	

The Colorado Charter School Institute (“CSI”) and Colorado Springs Charter Academy (“CSCA”) jointly move—with the approval of Fiduciary Dan McMinimee—to vacate the hearing set for September 16, 2022, and to enter a stipulate order under § 22-30.5-703(8), C.R.S. As grounds therefore, the parties state:

1. This matter is set for a hearing under § 22-30.5-703(8)(c), C.R.S. The purpose of the hearing is for the Commissioner to determine whether “the risks created by the emergency to the charter respondent and the authorizer cannot be resolved” by means “less restrictive” than the reorganization powers requested by the independent Fiduciary. Both the charter respondent and the authorizer have a right to be heard. Although “the commissioner may accept evidence and argument,” “neither a formal adversarial hearing nor application of the rules of evidence” is required.

2. CSI and CSCA have had a full and fair opportunity to review the powers of reorganization requested by Fiduciary McMinimee. CSI and CSCA agree that—with small tweaks intended to facilitate successful implementation—the request is appropriate and reflects the least restrictive means to address the risks created by the emergency.

3. Accordingly, the parties jointly ask the Commissioner to enter an order granting powers of reorganization to the Fiduciary under § 22-30.5-703(8)(b), C.R.S., as follows:

a. Under § 22-30.5-703(8)(b)(II), C.R.S., the power to remove one or more board directors or officers, notwithstanding the charter respondent’s organic documents, to be exercised only upon either of the following conditions:

i. In the event the current board members appoint any board member before October 20th, the Fiduciary may remove such appointed board member; and

ii. In the event Najah Lamborn or Anna Mitchell (or both) fails to complete the following training plan by October 20, 2022, the Fiduciary may remove such board member(s). The training plan is to complete the following list of training modules offered by the Colorado League of Charter Schools, or an equivalent training module covering at least the same material offered by the Charter School Law Group with the prior approval of CSI:

1. Governance: Board Roles and Responsibilities
2. Governance: Legal Responsibilities
3. Governance: Financial Oversight
4. Governance: Board Committees
5. Governance: Running Effective Meetings
6. Governance: External Relations
7. Governance: Policy Development
8. Governance: Performance Management for Boards
9. Governance: Board Continuous Improvement
10. Governance: Strategic Planning
11. Governance: Building an Intentional Board
12. Additional specific training as requested by the Board Members, including the Operational Procedures in Conducting Board Meetings

b. Under § 22-30.5-703(8)(b)(III), C.R.S., the power to make specific, stated modifications to the charter respondent's organic documents, notwithstanding the process for amendment or restatement otherwise prescribed in those documents, as follows:

i. Amend Article IV, Section 2(J) of the Bylaws to state as follows: "The Board shall have the sole authority and responsibility to hire and fire the Chief Administrative Officer ("CAO") of the School. The CAO shall be responsible for hiring all other employees in

accordance with the Board's outlined mission, vision, and budget. In the absence of an emergency, the Board shall approve or disapprove all termination recommendations brought by the CAO prior to the CAO terminating any CSCA employee. In the case of an immediate termination, the CAO must present to the Board the termination and grounds no later than the next regular Board meeting."

ii. Amend Article III, Section 16 of the Bylaws to state as follows: "Powers and Duties. The Board of Directors shall have and exercise all such general powers as are usually exercised by the Board of Directors and stated in Section 1, above; and particularly to have all the powers conferred by the Articles or Certificate of Incorporation, reference to which is hereby made, to elect, appoint or employ the Chief Administrative Officer; to determine the CAO's duties and salary; to require security in such instances as the Board may determine; to determine who shall sign notes, checks, drafts, contracts, deeds, reports, and other documents; to delegate the powers of the Board from time to time to an executive committee, or other standing or special committees. Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of the Academy not permitted to be carried on by an organization exempt from federal income taxation under 501(c)(3) of the United States Internal Revenue Code."

iii. Amend Article V, Section 7(D) of the Bylaws to state as follows: "Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall meet and work directly with the Chief Financial Officer ("CFO") to review the corporate funds and securities. The Treasurer shall review the CFO's full and accurate accounts of all receipts and disbursements, and of the financial and business transactions of the Academy in books belonging to the Academy; the Treasurer may review all deposits and securities and other valuable effects of the Academy in such banks and depositories as the Board may direct; the Treasurer shall, either alone or in conjunction with others named by Policy or Resolution of the Board, have power to withdraw by check or draft or other order the funds of the Academy on deposit in any bank or safe deposit box. When so requested by the President or the Board of Directors, the Treasurer, with support of the CFO, shall from time to time make written reports to the Board showing the financial condition of the Academy, and shall perform such other duties as the Board may designate. In the absence of the Treasurer or the inability to perform the duties of the office, such duties may be performed by an Assistant Treasurer or other

person designated by the Board. The Board expressly authorizes and directs the CAO to hire a CFO who has at a minimum a Bachelor's degree in finance or business and has at least two years of experience with corporate funds and securities."

iv. Add new Article X, Section 8 to the Bylaws to state as follows: "At the first regular meeting of the school year, the Board of Directors will accept nominations for a staff advisory position. This Staff Advisor will not be a voting Director but will serve an essential advisory role to the Board. At the next regularly scheduled Board meeting, the Board will select one Staff Advisor from the applicants. This Staff Advisor will serve one term and will present to the Board at each regularly scheduled meeting. In the absence of the Staff Advisor or the inability to perform the duties of the Staff Advisor, such duties may be performed by another person designated by the Board for the remainder of the original Staff Advisor's appointed time."

v. Amend Article IV, Section 2 of the Bylaws to state as follows: "The Board shall approve, adopt, and annually review a Financial Management Policy after two readings at separate, regularly scheduled Board meetings. The policy will include signing authorities for notes, checks, drafts, contracts, deeds, reports, and other documents."

4. The parties have come to this agreement based on the following understanding:

a. Fiduciary McMinimee's appointment under § 22-30.5-703(6), C.R.S., will need to be extended through October 31, 2022, in order to implement this proposed stipulated order;

b. Four of the five current or imminent vacancies on the CSCA board will be filled with members elected by school parents at CSCA's regular October board election, with the fifth vacancy filled by board appointment after the parent-elected members join the board and have a reasonable opportunity to consider applicants;

c. Any vacancy or vacancies created by the Fiduciary's removal of Najah Lamborn, Anna Mitchell, or both will be filled by board appointment after the elected members join the board and have a reasonable opportunity to consider applicants;

d. The remaining amendments to CSCA's organic documents suggested by Fiduciary McMinimee in his August 31, 2022 determination, to the extent not included in the stipulated order described above, shall be

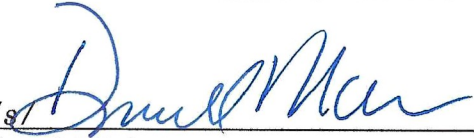
considered by the CSCA board after the elections and appointments described herein have been completed; and

e. The forthcoming "Financial Compliance Review" will be considered by CSCA board after the elections and appointments described herein have been completed.

5. As a result of this agreement, the parties believe the Commissioner may vacate the hearing set for Friday, September 16, 2022, and may enter an order under § 22-30.5-703(8)(c), C.R.S., reflecting this proposed stipulation.

6. The parties have conferred with Fiduciary McMinimee, who agrees that the proposed stipulated order reflects the substance and intent of his August 31, 2022 determination.

Respectfully submitted this 15th day of September 2022.

<p><u>/s/</u> Dustin Sparks Charter School Law Group <i>Counsel for Colorado Springs Charter Academy</i></p>	<p><u>/s/ Joseph A. Peters</u> Joseph Peters Senior Assistant Attorney General Colorado Department of Law <i>Counsel for Colorado Charter School Institute</i></p>
<p><u>/s/ </u> Dan McMinimee <i>Appointed Fiduciary</i></p>	