

**MINUTES OF THE MEETING  
OF THE BOARD OF DIRECTORS OF  
LEAD PUBLIC SCHOOLS, INC.  
March 14, 2015**

Pursuant to notice duly given, LEAD Public Schools, Inc. (the "Company") held a Board of Directors meeting at 8:00 a.m. on Saturday, March 14, 2015, at the offices of Rogers Construction, located at 421 Great Circle Road, Nashville, Tennessee, 37228.

Directors Participating in Person:	Dwayne Tucker, Chairman of the Board, Judge Richard Dinkins Secretary, Don Taylor, Kim Ames, Earl Lattimore, Jimmy Patton, Tara Scarlett, William Braddy, and Jerome Oglesby
Others Present:	Chris Reynolds (CEO), Adrienne Usted (COO), and Jay Brown (CAO)
Others participating by Telephone:	Chris Whitson (Company Counsel)

I. Welcome.

Dwayne Tucker, Chairman of the Board of Directors, welcomed the Directors to the meeting, noting that all nine voting Directors were in attendance and that a quorum had been established. Mr. Tucker then confirmed that all Directors had received the Board Presentation, which had been delivered to the Directors in advance of the meeting. Mr. Tucker noted that, although the principal purpose for the meeting was the strategic planning session later in the day, the actual business portion of the meeting would be limited to three matters: (i) review of the February 17, 2015 Minutes, (ii) discussions regarding potentially moving LEAD Middle School and potentially amending the LEAD Academy Charter Agreement, and (iii) discussions regarding potential renovations to the Company's facilities at 531 Metroplex Drive.

II. Approval of the Minutes for the February 17, 2015 Board Meeting.

Mr. Tucker then asked the Board to review the proposed Minutes from the February 17, 2015 Board Meeting, which had been distributed to the Board prior to the meeting, in order to confirm their accuracy. Having confirmed the accuracy of the Minutes, upon motion duly made by Mr. Taylor, and seconded by Ms. Scarlett, the Board voted unanimously to approve the Minutes of the February 17, 2015 Board Meeting.

III. Discussion Regarding LEAD Middle School.

At this point, Mr. Tucker asked Mr. Reynolds to lead the Board in a discussion regarding the current status of LEAD Middle School and the potential merits and demerits of (i) moving LEAD Middle School from the Brookmeade campus and/or (ii) modifying LEAD's existing Charter Agreement with MNPS so that the LEAD Middle School students could be consolidated

into the Company's other schools. Mr. Reynolds first reminded the Board of the history of why LEAD Middle School had moved to the Brookmeade campus: namely, as a result of Nashville's flood, MNPS had agreed for the first time to rent an existing MNPS facility to a charter school. Although the Brookmeade campus has been a valuable asset to LEAD Public Schools, the location of the facility creates an arguably unsustainable model. Given the size of the building, management estimates that LEAD Middle School needs approximately 400 students to be financially sustainable; however, the vast majority of students currently attending LEAD Middle School live far closer to other LPS schools. This seemingly unnecessary travel distance consistently causes both increased transportation issues and costs and a higher non-renewal rate among students.

Mr. Reynolds methodically lead the Board through the Board Presentation. Mr. Reynolds advised that management recommended that (i) at the end of the current school year, LEAD Middle School move to LPS's Brick Church Campus (after terminating the Brookmeade Lease with MNPS, all in accordance with the terms of the Lease, and after negotiating an amendment to the Brick Church Lease), and (ii) modifying the existing Charter Agreement with MNPS, so that (a) the LEAD Middle School students would be consolidated into other LPS schools, and (b) so that the existing Charter Agreement would only authorize a High School (and not a Middle School as currently existed under the Charter Agreement).

The Board then entered into a full and thorough discussion of management's proposal. Mr. Tucker focused on how the proposal would be received by MNPS and how the proposal would impact the Company's overall mutually beneficial relationship with MNPS. Ms. Ames focused on how the proposal would affect the pathway to LEAD High School. Mr. Taylor asked management to speak to any previous examples throughout the nation of Charter Schools making such bold moves for the benefit of their students. Mr. Patton focused on the potential for LEAD Middle School succeeding in its current location on the Brookmeade Campus. Mr. Oglesby requested that management speak to how these potential actions might impact the Company's primary goal: namely, every student's acceptance to a four year college. Management thoroughly answered each of the Board's questions focusing on the potential risks and rewards of the proposed actions to be taken with respect to LEAD Middle School.

After thorough and thoughtful discussion, on motion duly made by Mr. Taylor, and seconded by Mr. Oglesby, the Board voted unanimously in favor of (i) relocating LEAD Middle School to the Brick Church Campus at the end of the current school year, (ii) amending the Brick Church Lease with MNPS to enable the Company to operate two LPS schools on the Brick Church Campus, and (iii) to terminate the existing Lease with MNPS for Brookmeade in accordance with the terms of the Lease. Next, upon motion duly made by Judge Dinkins, and seconded by Ms. Scarlett, the Board voted, with eight in favor and one against, to file with MNPS, on or before April 1, 2015, a proposed amendment to the existing LEAD Charter Agreement, which (i) would consolidate the existing students of LEAD Middle School into LPS's other schools, (ii) would authorize the cessation of existing operations of LEAD Middle School as a free-standing school at the end of the 2015 – 2016 school year, and (iii) would limit the existing Charter Agreement to LEAD High School. The Board further authorized management to take any and all actions necessary and to execute any and all documents required to accomplish the actions authorized in the preceding two motions.

**IV. Discussion Regarding Potential Renovations to Metroplex.**

Next, Mr. Tucker requested that Mr. Reynolds present to the Board regarding the potential “Phase II” renovations to the Metroplex facility. Mr. Reynolds briefly reminded the Board of the history of the Company’s purchase of the Metroplex facility and the plans at the time of the purchase. Mr. Reynolds, with assistance from Mr. Patton, walked the Board through the Board Presentation. In addition to meticulously walking through the scope of the renovations, as well as the timing of the renovations, Mr. Reynolds advised the Board that the “Phase II” renovations would have an aggregate cost of approximately \$2,230,000, which is an increase of \$451,000 over the estimation for such renovations in the Company’s existing budget. Mr. Taylor then asked Mr. Reynolds how the Company would finance these renovations. Mr. Reynolds outlined multiple potential means; however, he advised the Board that the most likely scenario included a mortgage on the property and using debt to fund the costs of renovations. The Board then engaged in a long and thoughtful discussion on the Company’s various facilities, the need to continue to renovate Metroplex, and the best manner to finance and pay the costs of renovation.

Upon motion duly made by Judge Dinkins, and seconded by Mr. Patton, all the Directors voted in favor of the following motion (provided that Ms. Scarlett, Mr. Braddy, and Mr. Taylor abstained from the vote): the Board approves the commencement of the “Phase II” renovations to the Metroplex facility, with such renovations to have an estimated aggregate cost of \$2,230,000, which is an increase of \$451,000 over the Company’s existing budget; and the Board further authorizes management to execute any and all documents necessary to commence the “Phase II” construction project.

**V. Other Business.**

At this time, Mr. Tucker asked if there were any further business to be brought before the Board. There being no other business to come before the Board, the business meeting was adjourned and the Board strategic planning retreat began.

Respectfully submitted,

---

Chris Whitson, Counsel to LEAD Public Schools, Inc.