



Wednesday, November 5, 2025

5:00-5:30 Board Professional Development

5:30 – 6:15 pm Board Meeting

Google Meet joining info

Time zone: America/New_York

Google Meet joining info

Video call link: <https://meet.google.com/wjm-egkz-ktr>

Or dial: (US) +1 402-282-0136 PIN: 795 002 292#

Attendees:

I. Opening Items

- A. Record Attendance
- B. Call Meeting to Order
- C. Approval of October 8, 2025 board meeting minutes

II. Administrative Report/Facilities Report/Board President Report

III. Committee Reports

- A. Academic Excellence Committee - Rachel White
- B. Development Committee - Linda Warner
- C. Finance Committee - Tim Rector
- D. Governance Committee - Andrew Landry

IV. Additions and Adjustments

V. New Business

A. NWEA Contract

*Executive Session: Title 1, Chapter 13, Sub-chapter 1, Freedom of Access, §405, (6) (A)(1):
Individual's right to privacy*

VI. Other Business

A. Charter Commission Meeting Report

Upcoming dates:

November 10, 2025 Development Committee 9:00 am

November 12, 2025 Charter Commission Board Meeting 1:00 pm (**meetings changing to the second Wednesday each month**)

Room #103, Cross Office Building, 111 Sewall Street, Augusta or via Zoom

December 2, 2025 Academic Excellence Committee 2:00 pm

November 26, 2025 Finance Committee Meeting 4:00 pm

December 10, 2025 Maine Arts Academy Board meeting 5:00 pm

May 2, 2026 MeAA 10 Year Anniversary Gala 11:00 am to 1:00 pm

Academic Excellence

Chair: Rachel White,

Members: Linda Warner, Jonas Maines, Heather King, Jasen Richardson, Jim Giusti

Development

Chair: Linda Warner.

Members: Tim Rector, Mitchell Thomas, April Hughes, Parker Maes, Heather King, Sonja Fraser, Acadia Chartier

Finance

Chair: Tim Rector

Members: Drew Landry, Linda Warner, Heather King, Jenna Murray

Governance

Chair: Drew Landry

Members: April Hughes, Jonas Maines, Linda Warner , Heather King

MAINE ARTS ACADEMY

DIRECTORS' ACTION BY CONSENT

The undersigned, being all of the Directors of Maine Arts Academy (the "Corporation"), take the following action in lieu of a formal meeting of the Directors, hereby waiving all notice of a meeting and waiving the holding of any such meeting to act upon these resolutions:

VOTED: To ratify the execution by Sherry Gilbert, Board President, of a Loan Resolution Security Agreement (attached as Exhibit A) for the incurrence of indebtedness in the principal amount of \$1,687,500 for the purpose of providing a portion of the cost of acquiring and constructing a new charter school facility.

VOTED: To authorize the Board President, to take any and all actions to execute and deliver any and all documents, and execute amendments, necessary to perform the Loan Resolution Security Agreement on behalf of the Corporation, in such form as she may approve.

Dated: As of March 9, 2023

Linda Warner

Andrew Landry

Timothy Rector

Janna Townsend

Sherry H. Gilbert 7/23/25

Sherry Gilbert

Mitchell Thomas

April Hughes

Rachel White

Jonas Maines

Hello Board,

We need a Board vote on the Rural Development loan. Please read the 4 attachments at the very bottom of this forward. The motion should read as I've pasted directly below. I've asked Drew to make the motion and Linda to second the motion. Please all respond to this email with your vote so we can make it a part of the minutes. This all will be sent along with the other documents. Thank you, Sherry

Sherry A. Gilbert
Board President

BE IT RESOLVED that the Board of Directors of the Maine Arts Academy approves and accepts in all respects, a proposed loan of \$1,687,500 (ONE MILLION SIX HUNDRED EIGHTY-SEVEN THOUSAND FIVE HUNDRED DOLLARS) at an interest rate not to exceed THREE AND THREE QUARTERS percent (3.750%) for a period of THIRTY (30) years, from USDA Rural Development, for the proposed FY 2023 New Building Project in accordance with Form RD 1942-9 Loan Resolution Security Agreement, and authorizes the President of the Board to deliver all documents, and to take any and all actions necessary to carry into effect such financing.

I move that the Board approve the resolution included in the email from Chair Gilbert as presented.

Andrew Landry

I second the motion and vote yes.

Linda Warner

I vote yes.

Timothy Rector

Yes, to approve the Rural Development resolution.

Janna Townsend

It is a yes from me.

-Andy Carlton

I vote yes. Sherry Gilbert

Yes on the resolution, Shelley Reed

March 10, 2023

Heather,

See below the final document. Sherry
Sherry A. Gilbert
Board President

March 9, 2023

Hi Sherry, we will need a special board vote on the Loan Resolution with minutes. You may be able to do it through email. We will need it as soon as possible. Thank you!

----- Forwarded message -----

From: Jenkins, Mike - RD, ME <mike.jenkins@usda.gov>

Date: Thu, Mar 9, 2023 at 8:50 AM

Subject: Maine Arts Academy - Closing Instructions Documentation Request (Borrower)

To: Heather King <hking@maineartsacademy.org>

Cc: Christopher B. Hatch <CHatch@dwmlaw.com>, Cory Nason <CNason@kennebecsavings.bank>, Jenkins, Connie - RD, ME <Connie.Jenkins@usda.gov>

Good afternoon Heather,

As we previously discussed, in order for us to move the project forward so that you may place the construction phase out to bid, we are in need of some additional information. Attached are the following items for your review and completion:

- Loan Resolution Security Agreement. Please review and complete as indicated on the form.
- Example of Board Meeting Minutes as it relates to the Loan Resolution. I will need a certified copy of the Meeting Minutes as it relates to the Loan Resolution Security Agreement
- ACH Form. Please complete the attached ACH form which will allow us to deposit funds into your account at loan closing.

Before the School may go out to bid for the construction at the facility, we need to forward the complete package to our Office of General Counsel (OGC) for their review and approval. That being said, your prompt attention to this matter will be greatly appreciated. Additional information has been requested from your attorney and Kennebec Savings Bank. Original copies are being sent by mail.

Since this is your first time working with Rural Development, please give me a call to go over the documentation once you have had a chance to review it.

If you have any questions in the meantime, please do not hesitate to ask.

Thank you,

Michael F. Jenkins | Area Specialist

Rural Development

United States Department of Agriculture

The full 7 [seven] member Maine Arts Academy Board of Directors held a vote, March 9, 2023, via email on the following motion, made by Treasurer, Andrew Landry and seconded by Secretary, Linda Warner. The vote was unanimous with 7 yeas.

BE IT RESOLVED that the Board of Directors of the Maine Arts Academy approves and accepts in all respects, a proposed loan of \$1,687,500 (ONE MILLION SIX HUNDRED EIGHTY-SEVEN THOUSAND FIVE HUNDRED DOLLARS) at an interest rate not to exceed THREE AND THREE QUARTERS percent (3.750%) for a period of THIRTY (30) years, from USDA Rural Development, for the proposed FY 2023 New Building Project in accordance with Form RD 1942-9 Loan Resolution Security Agreement, and authorizes the President of the Board to deliver all documents, and to take any and all actions necessary to carry into effect such financing.

Form RD 1942-9 Loan Resolution Security Agreement was presented and voted upon as follows:

YEAS____7____ NAYS____0____ ABSENT____0____

Respectfully submitted, Sherry A. Gilbert, Board President