

EXHIBIT 10

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**NEVADA CONNECTIONS ACADEMY (NCA)
MINUTES OF THE SPECIAL BOARD OF DIRECTORS MEETING**
Wednesday, January 25, 2017 at 7:00 p.m. PT

Held at the following location and via teleconference:
Nevada Connections Academy
555 Double Eagle Court, Suite 2000
Reno, NV 89521

I. Call to Order

Dr. Harrington called the meeting to order at 7:04 p.m. when all participants were present and able to hear each other. The school was open for the public to attend the meeting.

II. Roll Call

Board Members Present: Scott Harrington, Kelly McGlynn, Marisa Delgado, Mindi Dagerman and Tessa Rivera (all via phone);

Board Members Absent: Jafeth Sanchez and Gene Stewart;

Guests Present: Steve Werlein, Principal (in person); Laura Grainer, Board Counsel; Brian Rosta, Josh Daniels, Shon Hocker and Laura Coleman, Connections staff (via phone).

III. Public Comment

There were no public comments at this time.

IV. Routine Business

a. Approval of Agenda

Dr. Harrington asked the Board to review the Agenda distributed prior to the meeting. There being no changes, Ms. Dagerman made the following motion and it was seconded by Ms. Delgado as follows:

RESOLVED, that the Agenda for the January 25, 2017 Special Meeting of the Board of Directors of the Nevada Connections Academy, as presented, is hereby approved.

The motion passed unanimously.

V. Closed Session with Board Counsel Relating to State Public Charter School Authority's (SPSCA) Issuance of Notice of Closure

The Board entered into a Closed Meeting with Board Counsel at 7:05 p.m. as protected by NRS 241.015(3)(b)(2) upon a motion being made by Ms. Dagerman, seconded by Ms. Delgado and confirmed via roll call vote of all Board members present for the purposes of discussion of legal options relating to State Public School Charter School Authority (SPSCA) Issuance of Notice of Closure. Board members in

attendance were Scott Harrington, Kelly McGlynn, Marisa Delgado, Mindi Dagerman and Tessa Rivera. Guests present were: Laura Grainer and Steve Werlein. All others left the meeting at this time.

The Board ended the Closed Meeting and resumed the Open Meeting upon a motion made by Ms. Delgado, seconded by Ms. Rivera and confirmed via roll call vote of all Board members present at 7:28 p.m. No action was taken during the Closed Meeting.

[Ms. Coleman and Mr. Rosta rejoined the meeting at 7:28 p.m.]

VI. Approval of Action(s) Necessary Based on Closed Meeting with Board Counsel

i. Elements of Proposed Cure Submitted by NCA to SPCSA

Dr. Harrington reviewed the elements of proposed cure submitted by NCA to SPCSA as discussed during the Closed Meeting with Board Counsel.

Voluntary Board Reconstitution

The Board discussed the proposed voluntary Board reconstitution cure in detail, including the challenges involved with recruiting qualified Board members and benefits to maintaining continuity on the Board during the school year for the benefit of the students. There being no further discussion, a motion was made by Ms. Dagerman and seconded by Ms. Rivera as follows:

[Mr. Hocker rejoined the meeting at 7:33 p.m.]

RESOLVED, that the Board will propose a voluntary board reconstitution cure to the SPCSA for one Board member a year with a provision that existing Board members will serve until a qualified replacement can be found and that the NCA Board agrees to work with the SPCSA to identify potential Board members, as discussed, is hereby approved.

The motion passed unanimously.

Graduation Rate Improvement Plan Benchmarks

The Board discussed the proposed graduation rate improvement plan benchmarks in detail. Mr. Werlein reviewed the proposed benchmarks and the school's predicted ability to meet those benchmarks with the General Education Development (GED) and Adult Education students removed from the equation in accordance with Nevada law.. There being no further discussion, a motion was made by Dr. Harrington and seconded by Ms. Rivera as follows:

[Mr. Daniels rejoined the meeting at 7:40 p.m.]

RESOLVED, that the Board will propose the Benchmarks for the Graduation Rate Improvement Plan cure to the SPCSA as follows:

- 45% Graduating 2016 Cohorts;
- 50% Graduating 2017 Cohorts; and
- 60% Graduating 2018 Cohorts;

with the removal of GED and Adult Education students from the calculations as in accordance with Nevada law, as discussed, is hereby approved.

The motion passed unanimously.

Sever High School Charter from Elementary and Middle Schools

The Board discussed the proposed cure of separating the High School Charter from the Elementary and Middle Schools in detail, as well as establishing an Every Student Succeeds Academy for all credit deficient students entering NCA High School to have a separate graduation rate requirement as approved by the SPCSA. There being no further discussion, Ms. Dagerman made the following motion and it was seconded by Ms. McGlynn as follows:

RESOLVED, the Board will propose severing the High School Charter from the K-8 Charter as well as establishing an Every Student Succeeds Academy for credit deficient High School students, therefore, having a separate graduation rate from the remaining NCA High School, as discussed, is hereby approved.

The motion passed unanimously.

VII. Consent Agenda

Dr. Harrington asked the Board members whether there were any additional items from the Consent Agenda that they wished to have moved to Action Items for discussion, or tabled. There being no changes, Ms. Dagerman made the following motion and it was seconded by Ms. Rivera as follows:

RESOLVED, the Consent Items:

- a. Approval of Minutes from the January 17, 2017 Board Meeting; are hereby approved.

The motion passed unanimously.

VIII. Public Comment (as detailed previously in agenda)

There were no public comments.

IX. Adjournment and Confirmation of Next Meeting – Tuesday, February 21, 2017 at 6:30 p.m. PT

Dr. Harrington noted that the Board was at the end of its agenda and that the next meeting is scheduled for Tuesday, February 21, 2017 at 6:30 p.m. A motion was made by Dr. Harrington, seconded by Ms. McGlynn and carried unanimously to adjourn the meeting at 8:12 p.m.