Minutes of Board of Directors Meeting

EDUPRIZE Schools
1383 E Baseline Rd
Gilbert, AZ 85233

February 19, 2026

Members in Attendance:

Seth Klempner
Carrie Larson (virtual)
Monika Calamita
Todd Noel

Non-Members in Attendance:

Michael Gordon-Smith
Robin Yeargain
Dixie Marshall
Bryce Solberg
Heather Vehon
Maria Rosetti
Christine Hansen
Jason Wojciechowski
Aimee Arnold
Megan Hargus
Shannon Cunningham

The meeting was held per posted agenda on our webpage and as posted in the foyer at 4567 W. Roberts Road, San Tan Valley, AZ and 580 W. Melody Ave, Gilbert, AZ.

1. Call to Order
   The meeting was called to order by Seth Klempner at 2:06 pm.

2. Approval of Minutes
   The minutes from the prior Board of Directors meetings held on 1/8/26 were reviewed. *A motion was made by Monika Calamita to approve the minutes as presented, and Seth Klempner seconded the motion. The Board unanimously approved, with Seth Klempner, Carrie Larson, Todd Noel and Monika Calamita in favor. None opposed.*

3. Proposed Change of Meeting Dates and Time
   A motion was made by Monika Calamita to change the monthly Board meetings to the third Thursday of each month at 2:00 pm, and Seth Klempner seconded the motion. The Board unanimously approved, with Seth Klempner, Carrie Larson, Todd Noel and Monika Calamita in favor. None opposed.

4. Consideration of Principals' Reports
   a. B. Solberg gave a report on current events at Queen Creek K-8, including enrollment, attendance, academics/state testing, being awarded a 4th A+ distinction, PTO events, and sports.

b. H. Vehon gave a report on current events at Gilbert Elementary, including being awarded a 6th A+ distinction, enrollment, iReady data, attendance, Kindergarten Roundup, PTO events, Boosterthon, and Cottage Fairs.

c. R. Yeargain gave a report on current events at Gilbert 7-12, including attendance, enrollment, state testing, offered supports for struggling students, Odyssey of the Mind, and the great leadership team.

5. Consideration of Superintendent's Report
   Michael Gordon-Smith reported on the closure of the High School, teacher contracts, the JH FLEX program, and the QC building expansion.

   a. Budget and Expenses Report
      i. MGS provided a review of the financial state of EDUPRIZE for the last few years.
      ii. Rosemawr's line of credit (note) to EDUPRIZE expired on Dec 31, 2025. *The Board will vote on extending the note on a future date.*
      iii. MGS shared a Dashboard which provides snapshots on Marketing, Academics, Enrollment, and Finance.
   b. Review of Intellectual Property
      i. Links were provided to the Board with the current AEG IP.
   c. 5-Year Transition Narrative
      i. MGS shared a snapshot of the 5-year transition of EDUPRIZE since Rosemawr's purchase of the entity.
   d. Discussion of Achieve Education Group as EMO
      Seth Klempner recused himself from discussion and stepped out of the room at 2:50 pm.
      i. MGS gave an overview of the work AEG has been doing for EDUPRIZE and what services they will provide as the school's EMO, as well as the proposed fee structure.
      ii. MGS spoke to the benefits of using AEG as the EMO and how it is different from other EMOs.
      iii. A discussion was held around the presented information. 5-Year projections were requested with the revised proposed contract for the next meeting, as well as information regarding employment changes.

   Seth rejoined the meeting at 3:17 pm.

6. Review of Financial Reports and Approval of Expenditures and Disbursements
   A motion was made by Monika Calamita to approve the financial reports, and the expenditures and disbursements as presented to the board digitally, and Seth Klempner seconded the motion. The Board unanimously approved, with Seth Klempner, Carrie Larson, Todd Noel and Monika Calamita in favor. None opposed.

7. Call to Public
   None

A motion was made by Monika Calamita to adjourn the meeting, and Seth Klempner seconded the motion. The Board unanimously approved, with Seth Klempner, Carrie Larson, Todd Noel and Monika Calamita in favor. None opposed. The meeting was adjourned at 3:18 pm by Seth Klempner.

The meeting was held per agenda posted at 580 W Melody Ave, Gilbert 85233,
4567 W. Roberts Rd, San Tan Valley 85144, and eduprize.com.