

**GOAL ACADEMY
BOARD OF DIRECTORS RESOLUTION**

Resolution No. 17-10-24-B

**RESOLUTION OF GOAL ACADEMY BOARD OF DIRECTORS
Approving Settlement Agreement with Summit Educational Group**

WHEREAS, GOAL Academy (“GOAL”) is a Colorado nonprofit corporation and a charter school authorized by Falcon School District 49 (“Authorizer”) pursuant to the Constitution and the laws of the State of Colorado, particularly Article 30.5 of Title 22 of the Colorado Revised Statutes (“Charter Schools Act”), and the terms and provisions of the Charter School Contract, between Authorizer and GOAL with requisite corporate power to carry on its business as presently being conducted; and

WHEREAS, the GOAL Board of Directors (“GOAL Board”) finds that it is in the best financial interest of GOAL to authorize the settlement of the lawsuit against GOAL brought by GOAL INTERNATIONAL, INC., PBC, d/b/a SUMMIT EDUCATIONAL GROUP (“Summit”) in Pueblo County District Court (Case No. 2016CV30851, “Summit Case”); and

WHEREAS, during an executive session of the GOAL Board on October 24, 2017, a draft settlement agreement with Summit (“Draft Agreement”) was presented to the GOAL Board, which contained the substantial terms that are to be included in the final settlement agreement (“Final Agreement”) resolving the Summit Case.

NOW, BASED ON THE PROCEEDING RECITALS, BE IT RESOLVED that the GOAL Board consents to settle the Summit Case, including all claims made by Summit against GOAL, all counterclaims GOAL has made against Summit, and any and all other claims or actions that they may have against the other, except as expressly excluded in the Final Agreement.

The GOAL Board also approves the Draft Agreement.

All actions consistent with the provisions of this resolution and the Draft Agreement heretofore taken by the GOAL Board, and GOAL’s officers, employees, and agents directed toward the settlement of the Summit Case therefore be, and the same is hereby, ratified, approved, and confirmed.

The GOAL Board hereby authorizes and instructs the Executive Director of GOAL to finalize the terms of the Draft Agreement in collaboration with GOAL’s legal counsel and to enter into and execute a Final Agreement consistent with this letter and the Draft Agreement, with any changes approved by the Executive Director that do not increase the monetary consideration or the parties released in the Draft Agreement.

This resolution shall be in full force and effect upon its approval.

I, the undersigned, hereby certify that the preceding Resolution Number 17-10-24-B was duly adopted by the GOAL Board on October 24th, 2017 and that the roll call vote information below is correct.

Following Roll Call Vote:

Board Member	Yea	Nay	Abstain	Absent
Rose				
Zercher				
Rice				
Kremer				
Santos				
Hernandez				
Rerucha				
Vigil				

Secretary, GOAL Academy Board of Directors