**MINUTES OF SPECIAL MEETING OF THE**

**BOARD OF DIRECTORS OF**

**EWING MARION KAUFFMAN SCHOOL, INC.**

**April 28, 2025**

A special meeting of the Board of Directors of Ewing Marion Kauffman School, Inc., a Missouri nonprofit corporation exempt from federal taxation under Internal Revenue Code § 501(c)(3), was held on April 28, 2025, via Zoom such that all could hear and be heard and see and be seen, pursuant to public notice provided at least 24 hours in advance.

The following directors participated via Zoom: Jerry Williams, chair; Kate Ditta, Treasurer; Vickie Harris; Brett Hembree; and Juan Rangel. Kelly Barnes was not able to participate.

Also participating via Zoom from the School were Katie Pasniewski, Interim President/CEO; Tim Racer, Deputy General Counsel; Mat Overbaugh, Director of Finance; and John Tyler, Secretary and General Counsel, who joined the meeting in progress as indicated below.

No community members were present.

Mr. Williams chaired the meeting, and Mr. Tyler served as secretary. Mr. Williams called the meeting to order at 8:00 am, welcomed those in attendance, and previewed the agenda.

Discussion began about the pros and cons and relevant details about operating transportation services out of a single-member limited liability company wholly owned by the School (LLC), including the mechanics of setting up the LLC, means for the board’s oversight, relevant LLC policies as related to and consistent with School policies and procedures, independence of the LLC, use of Doug Anning from Polsinelli as outside counsel for this analysis and governance and management of the LLC, use of a shared services agreement for some personnel services, LLC personnel consisting primarily of drivers,

Mr. Tyler joined the meeting at 8:15 am during the prior discussion.

After discussion and upon motion duly made (Williams) and seconded (Ditta), the board voted unanimously to take the following actions:

* Establish Blue Knights Transportation, LLC as a member-managed entity;
* Appoint Hannah Lofthus, Katie Pasniewski, and Mat Overbaugh as managers of Blue Knights Transportation, LLC with authority to approve expenditures and operate Blue Knight, LLC in accordance with the law and its policies; and
* Approve managers of Blue Knights Transportation, LLC opening and managing a bank account.

After discussion and upon motion duly made (Williams) and seconded (Rangel), the board voted unanimously to approve the transfer of $2,650,822 from Ewing Marion Kauffman School to Blue Knights Transportation, LLC for capital purchases (including $2.1M for busses and $126K for equipment/hardware/software) and operating cash ($412,500).

**Community Forum**

No people from the community were present, so there was no community forum.

The meeting adjourned at 8:48 am.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

John Tyler, Secretary