



Board Meeting Agenda

03/16/2020

6:00 p.m.

Encore Education Corporation

Phone: (760) 949-2036

Fax (760) 956-3338

www.encorehighschool.com

Sites:

Hesperia

MEETING AT: 16955 Lemon Street, Hesperia, CA

92345 – CLASSROOM F 29

Board Members:

Suzanne Cherry, Board President

Rob Gabler, Board Vice President

Kelly Ahmed, Board Secretary/Treasurer

Evelyn Rojas, Board Member

Paula Gharib, Board Member

Mari Miller, Board Member

The Order of Business may be changed without notice: Notice is hereby given that the order of consideration of matters on this agenda may be changed without prior notice.

Reasonable Limitations May be placed on public testimony: The Governing Board's presiding officer reserves the right to impose reasonable time limits on public testimony to ensure that the agenda is completed. For any person requiring a translator, this time will be doubled to account for translation time.

Reasonable Accommodation for any individual with a Disability: Pursuant to the Rehabilitation Act of 1973, any individual with a disability who requires reasonable accommodation to attend or to participate in this meeting of the Governing board may request assistance by contacting the EEC (760) 949-2036.

Public Documents relating to Open Session Agenda items are available for review by the public at the Reception Desk at Encore Education Corporation's Executive office or on the internet at www.encorehighschool.com. For more information concerning this agenda, please contact EEC (760) 949-2036.

1.0 CALL TO ORDER. The meeting was called to order at ___ (time).

2.0 OPEN GENERAL SESSION

ROLL CALL	Present	Absent
Suzanne Cherry	___	___
Kelly Ahmed	___	___
Rob Gabler	___	___
Paula Gharib	___	___
Evelyn Rojas	___	___
Mari Miller	___	___

3.0 APPROVAL OF THE AGENDA

MOTION: _____ **Second:** _____ **Vote:** _____

ROLL CALL	AYE	NAY	ABSTENTION	ABSENT
Suzanne Cherry	___	___	___	___
Kelly Ahmed	___	___	___	___
Rob Gabler	___	___	___	___
Paula Gharib	___	___	___	___
Evelyn Rojas	___	___	___	___
Mari Miller	___	___	___	___

4.0 INVITATION TO ADDRESS THE BOARD, OPEN SESSION ITEMS. This is the time and place for the general public to address the Board of Directors on any matter within jurisdiction of the Board. Comments should be limited to 3 minutes. Unless an item has been placed on the published agenda in accordance with the Brown Act, there shall be no action taken, nor should there be comments on, responses to, or discussion of a topic not on the agenda. The Board members may: (1) acknowledge receipt of information/report; (2) refer to staff with no direction as to action or priority; or (3) refer the matter to the next agenda.

5.0 CONSENT ITEMS. It is recommended that the board considers approving a number of agenda items as a consent list. These items are routine in nature and can be enacted in one motion without further discussion. Consent items may be called up by any member at the meeting for clarification, discussion, or change.

6.0 INFORMATION ITEMS.

6.1 Governor Issues COVID-19 Executive Order

7.0 ACTION ITEMS.

7.1 Action- APPROVAL OF CALIFORNIA SCHOOL FINANCE AUTHORITY (CSFA) 2020 LOAN AGREEMENT, ENCORE EDUCATION CORPORATION AND CHARTER ASSET MANAGEMENT FUND, L.P.

MOTION: _____ **Second:** _____ **Vote:** _____ **Approve -** _____

ROLL CALL	AYE	NAY	ABSTENTION	ABSENT
Suzanne Cherry	___	___	___	___
Kelly Ahmed	___	___	___	___
Rob Gabler	___	___	___	___
Paula Gharib	___	___	___	___
Evelyn Rojas	___	___	___	___
Mari Miller	___	___	___	___

8.0 BOARD COMMENTS / REPORTS. The Governing Board will take comments/updates from fellow board members, and the EEC Executive Administration for future agenda issues.

9.0 ADJOURNMENT

MOTION: _____	Second: _____	Vote: _____		
ROLL CALL	AYE	NAY	ABSTENTION	ABSENT
Suzanne Cherry	___	___	___	___
Kelly Ahmed	___	___	___	___
Rob Gabler	___	___	___	___
Paula Gharib	___	___	___	___
Evelyn Rojas	___	___	___	___
Mari Miller	___	___	___	___

The meeting adjourned at _____ (time).

The next meeting will be held, **April 20, 2020** at 6:00 pm

[Resources](#) > [Charter Currents](#) > **Charter Currents: Coronavirus Update #3: Governor Issues Another COVID-19 Executive Order**

Sacramento, CA – Governor Newsom today issued a [second executive order](#) (N-25-20) related to the Coronavirus 19 (COVID-19) addressing several topics, including waiving specified portions of open meetings laws (Brown Act). Relatedly, last night the California Department of Public Health [called for postponing or cancelling public events, as follows](#):

- Large gatherings that include 250 or more people should be postponed or cancelled. This includes gatherings such as conferences, concerts, sporting events, etc.
- Small gatherings that do not allow “social distancing” of six feet per person should be postponed or cancelled. This includes gatherings in crowded auditoriums, rooms, or other venues.

The executive order grants additional flexibility under the Brown Act (and Bagley-Keene Act, the state’s open meetings laws) authorizing governing boards/bodies additional flexibility to conduct meetings via teleconferencing during times when state and local officials are recommending “social distancing” as a measure to slow the spread of COVID-19.

More specifically, the order waives several restrictions that typically make it difficult to conduct a teleconference board meeting under the open meetings laws, including waiving the following requirements that typically govern teleconferences of open meetings:

- Requiring the physical presence of members, the clerk, or other personnel as a condition of a quorum.
- Requiring that agendas list each teleconference location from which a member of the board will be participating.
- Requiring that the public may address the board at each teleconference location.
- Requiring that at least one board member be physically present at each teleconference location.
- Requiring that at least a majority of board members participate from locations within the school's jurisdiction.

With the above requirements waived, charter boards and board committees should enjoy significantly more flexibility to teleconference during times when social distancing is required.

The executive order does condition the above flexibility on the following:

- Giving advance notice of the meeting pursuant to the usual notice requirements (e.g., 72-hour notice for “regular” meetings, 24-hour notice for “special” meetings, public posting of agenda, etc.)
- Providing at least one publicly accessible location from which members of the public may observe and offer public comments consistent with the Brown Act's usual public access and participation requirements, including, but not limited to disability access requirements.

Thus, boards and committees subject to the open meetings laws should ensure they implement the usual postings of agendas and noticing requirements.

The executive order includes a number of other provisions, including the following of

particular interest to charter school leaders:

- Ordering residents to heed orders and guidance of state and local public health officials, including but not limited to “social distancing” measures to control the spread of COVID-19.
- Directing state tax agencies (Franchise Tax Board, Board of Equalization) to extend tax filing deadlines “where appropriate” to allow for compliance with social distancing measures.
- Granting state agencies powers to contract for, and, if necessary, commandeer property, including hotels, medical facilities, and “other suitable facilities” as needed for isolating and quarantining individuals who have COVID-19.

Relatedly, Lisa Constancio of the California Department of Education (CDE) briefed the State Board of Education (SBE) this morning on COVID-19 matters, stating the following:

- “Everything is going hour by hour,”
- CDE and SBE staff are in daily calls with the governor’s office,
- The [California Department of Public Health issued school-specific guidance](#) last weekend.
- The governor’s new executive order calls for rescheduling or cancelling large gatherings (250+ individuals) and for exercising social distancing measures at any remaining gatherings.
- It’s important for schools to work in coordination with their local county health departments and county office of education regarding school closure and other COVID-19 matters.

The State Board was doing its best to implement these measures at this morning’s meeting, including having removed most of the chairs in the meeting space to allow for social

distancing, offering hand sanitizer, etc.

CSDC plans to continue to issue numbered updates regarding COVID-19 going forward as and when warranted.

Posted: 03/12/2020



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**ENCORE EDUCATION CORPORATION, INC.
RESOLUTIONS OF THE BOARD OF DIRECTORS
(Approval of 2020 Working Capital Loan)**

WHEREAS, Encore Education Corporation, Inc., a California nonprofit public benefit corporation (“Corporation”), is organized for charitable purposes; and

WHEREAS, the Corporation operates the public charter school known as Encore High School for the Arts – Riverside (the “School”); and

WHEREAS, in connection with the loan to finance working capital for the School (the “Authority Loan”), the Corporation has applied to the California School Finance Authority (the “Authority”), which is created by the California School Finance Authority Act (constituting Chapter 18 (commencing with Section 17170) of Part 10 of Division 1 of Title 1 of the Education Code of the State of California) (the “Act”) and is authorized to receive and accept from any source loans for, or in aid of, financing working capital (as defined in the Act) pursuant to the Act for a participating party (as defined in the Act), including a charter school established pursuant to the Charter Schools Act of 1992, as amended (constituting Part 26.8 of Division 4 of Title 2 of the Education Code) (the “Charter School Law”); and

WHEREAS, the Corporation has identified Charter Asset Management Fund, LP, a Delaware limited partnership (the “Bank”) or an affiliate thereof as the source of a loan to the Authority (the “Bank Loan”), the proceeds of which will provide the capital the Authority will loan to the Borrower in the form of the Authority Loan; and

WHEREAS, the Bank requires that the Authority issue its promissory note (the “Authority Note”) to the Bank to evidence the Authority’s obligations to the Bank under the Loan Agreement relating to the Bank Loan and the Authority Loan, by and among the Bank, the Authority and the Borrower (the “Loan Agreement”); and

WHEREAS, the Authority Note will be secured by, among other things, an assignment of the Authority’s rights, title and interest in the Borrower Note (as defined in the Loan Agreement), the Borrower’s obligations under which shall be payable from an intercept of certain funds by the Controller of the State of California pursuant to Section 17199.4 of the California Education Code (the “Intercept”); and

WHEREAS, the Board finds that the terms of the foregoing transactions (collectively, the “Transactions”), are fair and reasonable as to the Corporation and the School under the circumstances, in the best interest of the Corporation and the School, and in furtherance of the charitable purposes of the Corporation; and

WHEREAS, there have been presented to this meeting proposed form of (i) the Loan Agreement and (ii) Security Agreement, dated as of September 27, 2018, as subsequently amended, including in connection with the execution and delivery of the Loan Agreement (the “Security Agreement” and, together with the Loan Agreement, the “Primary Transaction Documents”); and

WHEREAS, subject to the Authority's approval of the Authority Loan, the Board desires to authorized and approve, for and on behalf of the Corporation, the Transactions and the execution and

delivery (or approval, as applicable) of the foregoing documents and to ratify certain actions taken prior to the date of adoption of this Resolution.

NOW, THEREFORE, BE IT RESOLVED, that the Transactions are hereby authorized and approved, provided that the principal amount of the Authority Note may not exceed \$2,500,000, and may be delivered on a tax-exempt or taxable basis, (b) the Authority Note must mature no later than 15 months from the loan date; and (c) Bank Loan proceeds received under the Loan Agreement must be used to fund the Authority Loan to the Borrower under the Loan Agreement. The Board hereby delegates to the Authorized Signatories the authority to make the final determinations relating to the Transactions subject to the parameters set forth above, and authorizes the execution, delivery and performance of the Primary Transaction Documents to which the Corporation may be a party and all such other documents, instruments and agreements as may be necessary or advisable to facilitate the Transactions (collectively with the Primary Transaction Documents, the “Transaction Documents”);

RESOLVED FURTHER, that the Board appoints following individuals, and each of them individually (each, an “Authorized Signatory”), as authorized signatories of the Corporation for purposes of executing the Transaction Documents on behalf of the Corporation:

1. [NAME] DENISE GRIFFIN
2. [NAME] JOHN GRIFFIN

RESOLVED FURTHER, that, pursuant to Section 17199.4 of the Education Code of the State of California, this Board hereby elects to participate in the Intercept to secure payment of the principal of and interest on the Bank Loan and Authority Loan in amounts not exceeding the amounts due from the School under the Loan Agreement, and the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation, to provide notice to the State Controller of the State of California or other applicable state agency of the State of California of such election of the Board;

RESOLVED FURTHER, that the forms of the Primary Transaction Documents as presented to this Board are hereby approved; and the Authorized Signatories, each acting alone or concurrently, are hereby authorized and directed to execute and deliver (or approve, as applicable) the Primary Transaction Documents in substantially the form presented to and considered at this meeting, with such changes therein or additions or supplements thereto as the Authorized Signatories executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

RESOLVED FURTHER, that all other actions and doings of the officers, agents and employees of the Corporation, including but not limited to the execution of other agreements, certificates, requisitions, instruments or documents, which are in conformity with the purposes and intent of this resolution and in furtherance of the execution and delivery of the Loan Agreement and the Transactions, shall be and the same hereby are in all respects ratified, approved and confirmed. Such agreements, certificates, requisitions, instruments or documents shall include, but not be limited to, such agreements, certificates, requisitions, instruments or documents as may be required for the Corporation to obtain the required forms of title insurance policies and endorsements thereto pursuant to the terms of the Loan Agreement, including without limitation each security agreement required under the Loan Agreement or otherwise.

Section 7. Other Prior Actions. All prior acts and doings of the officers, agents and employees or the Board of the Corporation which are in conformity with the purposes and intent of

this resolution and in furtherance of the execution and performance of the documents described herein and the execution and delivery of the Loan Agreement and in furtherance of the Transactions, shall be and the same hereby are in all respects ratified, approved and confirmed.

Section 8. Severability. If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining sections, paragraphs, clauses or provisions of this resolution.

Section 9. Repeal of Inconsistent Provisions. All bylaws, orders, resolutions, agreements or parts of any thereof to the extent inconsistent with this resolution are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

Section 10. Effective Date. This resolution shall be in full force and effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED by the Board of Directors of Encore Education Corporation, Inc., at a special meeting thereof held ~~January-March~~____, 2020, by the following vote,

AYES:

NOES:

ABSENT:

ABSTAIN:

I, ~~Kelly Ahmed~~_____, Secretary of the Board of Directors of Encore Education Corporation, Inc., a California nonprofit public benefit corporation (the "Corporation"), hereby certify that the foregoing is a true copy of Resolution [~~NUMBER~~_____] adopted by the Board of Directors of the Corporation at a meeting of said Board of Directors held ~~January-March~~____, 2020 and entered upon the regular minute book of the Corporation, and is now in full force and effect, and that the Board of Directors of the Corporation has and at the time of the adoption of said Resolution had full power and lawful authority to adopt said Resolution and to confer the powers thereby granted to the officers therein named, who have the full power and lawful authority to exercise the same.

Date

Secretary of the Board of Directors

**ENCORE EDUCATION CORPORATION, INC.
RESOLUTIONS OF THE BOARD OF DIRECTORS
(Approval of 2020 Working Capital Loan)**

WHEREAS, Encore Education Corporation, Inc., a California nonprofit public benefit corporation (“Corporation”), is organized for charitable purposes; and

WHEREAS, the Corporation operates the public charter school known as Encore High School for the Arts – Riverside (the “School”); and

WHEREAS, in connection with the loan to finance working capital for the School (the “Authority Loan”), the Corporation has applied to the California School Finance Authority (the “Authority”), which is created by the California School Finance Authority Act (constituting Chapter 18 (commencing with Section 17170) of Part 10 of Division 1 of Title 1 of the Education Code of the State of California) (the “Act”) and is authorized to receive and accept from any source loans for, or in aid of, financing working capital (as defined in the Act) pursuant to the Act for a participating party (as defined in the Act), including a charter school established pursuant to the Charter Schools Act of 1992, as amended (constituting Part 26.8 of Division 4 of Title 2 of the Education Code) (the “Charter School Law”); and

WHEREAS, the Corporation has identified Charter Asset Management Fund, LP, a Delaware limited partnership (the “Bank”) or an affiliate thereof as the source of a loan to the Authority (the “Bank Loan”), the proceeds of which will provide the capital the Authority will loan to the Borrower in the form of the Authority Loan; and

WHEREAS, the Bank requires that the Authority issue its promissory note (the “Authority Note”) to the Bank to evidence the Authority’s obligations to the Bank under the Loan Agreement relating to the Bank Loan and the Authority Loan, by and among the Bank, the Authority and the Borrower (the “Loan Agreement”); and

WHEREAS, the Authority Note will be secured by, among other things, an assignment of the Authority’s rights, title and interest in the Borrower Note (as defined in the Loan Agreement), the Borrower’s obligations under which shall be payable from an intercept of certain funds by the Controller of the State of California pursuant to Section 17199.4 of the California Education Code (the “Intercept”); and

WHEREAS, the Board finds that the terms of the foregoing transactions (collectively, the “Transactions”), are fair and reasonable as to the Corporation and the School under the circumstances, in the best interest of the Corporation and the School, and in furtherance of the charitable purposes of the Corporation; and

WHEREAS, there have been presented to this meeting proposed form of (i) the Loan Agreement and (ii) Security Agreement, dated as of September 27, 2018, as subsequently amended, including in connection with the execution and delivery of the Loan Agreement (the “Security Agreement” and, together with the Loan Agreement, the “Primary Transaction Documents”); and

WHEREAS, subject to the Authority's approval of the Authority Loan, the Board desires to authorized and approve, for and on behalf of the Corporation, the Transactions and the execution and

delivery (or approval, as applicable) of the foregoing documents and to ratify certain actions taken prior to the date of adoption of this Resolution.

NOW, THEREFORE, BE IT RESOLVED, that the Transactions are hereby authorized and approved, provided that the principal amount of the Authority Note may not exceed \$2,500,000, and may be delivered on a tax-exempt or taxable basis, (b) the Authority Note must mature no later than 15 months from the loan date; and (c) Bank Loan proceeds received under the Loan Agreement must be used to fund the Authority Loan to the Borrower under the Loan Agreement. The Board hereby delegates to the Authorized Signatories the authority to make the final determinations relating to the Transactions subject to the parameters set forth above, and authorizes the execution, delivery and performance of the Primary Transaction Documents to which the Corporation may be a party and all such other documents, instruments and agreements as may be necessary or advisable to facilitate the Transactions (collectively with the Primary Transaction Documents, the “Transaction Documents”);

RESOLVED FURTHER, that the Board appoints following individuals, and each of them individually (each, an “Authorized Signatory”), as authorized signatories of the Corporation for purposes of executing the Transaction Documents on behalf of the Corporation:

1. [DENISE GRIFFIN]
2. [JOHN GRIFFIN]

RESOLVED FURTHER, that, pursuant to Section 17199.4 of the Education Code of the State of California, this Board hereby elects to participate in the Intercept to secure payment of the principal of and interest on the Bank Loan and Authority Loan in amounts not exceeding the amounts due from the School under the Loan Agreement, and the Authorized Signatories, and each of them individually, are authorized and directed, for and in the name and on behalf of the Corporation, to provide notice to the State Controller of the State of California or other applicable state agency of the State of California of such election of the Board;

RESOLVED FURTHER, that the forms of the Primary Transaction Documents as presented to this Board are hereby approved; and the Authorized Signatories, each acting alone or concurrently, are hereby authorized and directed to execute and deliver (or approve, as applicable) the Primary Transaction Documents in substantially the form presented to and considered at this meeting, with such changes therein or additions or supplements thereto as the Authorized Signatories executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

RESOLVED FURTHER, that all other actions and doings of the officers, agents and employees of the Corporation, including but not limited to the execution of other agreements, certificates, requisitions, instruments or documents, which are in conformity with the purposes and intent of this resolution and in furtherance of the execution and delivery of the Loan Agreement and the Transactions, shall be and the same hereby are in all respects ratified, approved and confirmed. Such agreements, certificates, requisitions, instruments or documents shall include, but not be limited to, such agreements, certificates, requisitions, instruments or documents as may be required for the Corporation to obtain the required forms of title insurance policies and endorsements thereto pursuant to the terms of the Loan Agreement, including without limitation each security agreement required under the Loan Agreement or otherwise.

Section 7. Other Prior Actions. All prior acts and doings of the officers, agents and employees or the Board of the Corporation which are in conformity with the purposes and intent of

this resolution and in furtherance of the execution and performance of the documents described herein and the execution and delivery of the Loan Agreement and in furtherance of the Transactions, shall be and the same hereby are in all respects ratified, approved and confirmed.

Section 8. Severability. If any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining sections, paragraphs, clauses or provisions of this resolution.

Section 9. Repeal of Inconsistent Provisions. All bylaws, orders, resolutions, agreements or parts of any thereof to the extent inconsistent with this resolution are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

Section 10. Effective Date. This resolution shall be in full force and effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED by the Board of Directors of Encore Education Corporation, Inc., at a special meeting thereof held March ____, 2020, by the following vote,

AYES:

NOES:

ABSENT:

ABSTAIN:

I, _____, Secretary of the Board of Directors of Encore Education Corporation, Inc., a California nonprofit public benefit corporation (the "Corporation"), hereby certify that the foregoing is a true copy of Resolution [] adopted by the Board of Directors of the Corporation at a meeting of said Board of Directors held March ____, 2020 and entered upon the regular minute book of the Corporation, and is now in full force and effect, and that the Board of Directors of the Corporation has and at the time of the adoption of said Resolution had full power and lawful authority to adopt said Resolution and to confer the powers thereby granted to the officers therein named, who have the full power and lawful authority to exercise the same.

Date

Secretary of the Board of Directors