



Allegiance STEAM Academy

Special Board Meeting of the Board of Directors

Published on May 4, 2025 at 2:08 PM PDT

Date and Time

Monday May 5, 2025 at 5:30 PM PDT

Location

Meeting of the Board of Directors

ONSITE MEETING LOCATION:

5862 C St

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Chino, Ca. 91710

SATELLITE MEETING LOCATIONS:

7420 Locust Ave

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Fontana, Ca. 92336

8805 Haven Ave, Rancho Cucamonga, CA 91730, USA

Zoom Link: <https://zoom.us/j/98724578768>

INSTRUCTIONS FOR PRESENTATIONS TO THE BOARD BY PARENTS AND CITIZENS

Allegiance STEAM Academy- Thrive charter school (“Allegiance STEAM Academy”), also known as ASA Thrive, is a direct-funded, independent, public charter school operated by the Allegiance STEAM Academy nonprofit public benefit corporation and governed by Allegiance STEAM Academy, Incorporated corporate Board of Directors (“Board”). The purpose of a public meeting of the Board, is to conduct the affairs of Allegiance STEAM Academy in public. We are pleased that you are in attendance and hope you will visit these meetings often. Your participation assures us of continuing community interest in our school.

1. Agendas are available to all audience members at the meeting. Note that the order of business on this agenda may be changed without prior notice. For more information on this agenda, please contact Allegiance at: info@asathrive.org

2. “Request to Speak” forms are available to all audience members who wish to speak on any agenda items or under the general category of “Public Comments.”

3. “Public Comments” are set aside for members of the audience to comment. However, due to public meeting laws, the Board can only listen to your issue, not take action. The public is invited to address the Board regarding items listed on the agenda. Comments on an agenda item will be accepted during consideration of that item, or prior to consideration of the item in the case of a closed session item. Please turn in comment cards to the Board Secretary prior to the item you wish to speak on. These presentations are limited to three (3) minutes.

4. In compliance with the Americans with Disabilities Act (ADA) and upon request, Allegiance STEAM Academy may furnish reasonable auxiliary aids and services to qualified individuals with disabilities. Individuals who require appropriate alternative modification of the agenda in order to participate in Board meetings are invited to contact Allegiance STEAM Academy

Agenda

	Purpose	Presenter
I. Opening Items		
A. Call the Meeting to Order		Samantha Odo
B. Record Attendance		Samantha Odo
C. Pledge of Allegiance		Samantha Odo

	Purpose	Presenter
D. Approval of Agenda for the Regular Board Meeting May 5th, 2025	Vote	Samantha Odo
It is recommended that the Board of Directors approve the Agenda for the Regular Board Meeting for May 5th, 2025.		

E. CEO Reports	Discuss	Sebastian Cognetta
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F. Public Comments	Discuss	Marcilyn Jones
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Members of the public may address the Board at Regular Board meetings on Agenda or Non-Agenda items that are within the subject matter jurisdiction of the Board, and at Special Board meetings on Agenda items only.

Speakers may be called in the order requests are received, or grouped by subject area. No individual presentations shall be for more than three (3) minutes. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to school staff or calendar the issue for discussion at a future Board meeting.

II. Items Scheduled for Consent

III. Governance

IV. Other Business

A. Adoption of Corrective Actions in Response to CVUSD Second Notice of Concern	Vote	Sebastian Cognetta
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It is recommended that the Board of Directors:
Approve and adopt the Corrective Actions in Response to CVUSD Second Notice of Concern.

V. Items Scheduled for Discussion or Action

VI. Finance

VII. Communications

VIII. Closing Items

A. Adjourn Meeting	Vote
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• *Where All Children Can Thrive* •

Coversheet

Adoption of Corrective Actions in Response to CVUSD Second Notice of Concern

Section:	IV. Other Business
Item: of Concern	A. Adoption of Corrective Actions in Response to CVUSD Second Notice
Purpose:	Vote
Submitted by:	
Related Material:	ASA Resolution re CVUSD Notice of Concern (2).docx.pdf

**RESOLUTION OF THE BOARD OF DIRECTORS OF ALLEGIANCE STEAM ACADEMY INC.
REGARDING THE APRIL 9, 2025 NOTICE OF CONCERN FROM CHINO VALLEY UNIFIED SCHOOL DISTRICT**

WHEREAS, Allegiance STEAM Academy Inc. (“**ASA**”) is a California nonprofit public benefit corporation that operates two public charter schools: (1) Allegiance STEAM Academy – Thrive (“**ASA Chino**”), authorized by Chino Valley Unified School District (“**CVUSD**”); and (2) Allegiance STEAM Academy – Thrive, Fontana (“**ASA Fontana**”), authorized by Fontana Unified School District (“**FUSD**”). ASA Chino and ASA Fontana may be referred to collectively herein as the “**Schools**”.

WHEREAS, the ASA Board of Directors (“**Board**”) is responsible for prudent budgeting and for utilizing each school’s funding for public school purposes that best benefit the education of students in the Schools, in accordance with all applicable legal requirements including Education Code section 47633(c) and Article 16, Section 6, of the California Constitution.

WHEREAS, in making decisions about the Schools, the Board is also cognizant of its fiduciary duty to act, in good faith, in a manner that each director believes to be in the best interests of the Schools and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, as set forth in Corporations Code section 5231, including relying on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by the Schools’ financial services providers and independent accountants as to matters within their professional or expert competence.

WHEREAS, on April 9, 2025, CVUSD sent a notice of concern to ASA related to the financial status of ASA Fontana and its potential impact on ASA Chino, as well as transparency regarding ASA Fontana’s financial status, requiring the Board to complete certain corrective actions dictated by CVUSD by May 9, 2025 at a regularly scheduled board meeting.

WHEREAS, in accordance with its financial obligations and fiduciary duties, the Board has also previously adopted resolutions and approved agreements on these topics.

WHEREAS, the Board now hereby seeks to complete the ordered corrective actions prior to the May 9, 2025 deadline as set forth in the notice of concern.

WHEREAS, because the Board’s next regularly scheduled board meeting occurs on May 12, 2025, which is after the deadline set forth in the notice of concern, the Board has instead scheduled this special board meeting to complete the ordered corrective actions set forth in the notice of concern. If requested by CVUSD, the Board will agendaize the ratification and/or re-approval of such actions for its next regularly scheduled board meeting.

WHEREAS, the Board also understands that ASA’s Chief Executive Officer, Board Chair, financial consultant and legal counsel have met with CVUSD’s Superintendent, financial consultant and legal counsel to discuss the issues raised in the notice of concern in depth. For example, while ASA Fontana’s liabilities exceeded its assets by \$1,197,476 as of February 28, 2025 as a point in time, this status does not reflect the school’s overall fiscal health. ASA Fontana is still a new school and the financial condition of ASA Fontana continues to improve, including since February 28, 2025. The Second Interim Financial Report for ASA Fontana, approved by the Board on March 3, 2025, projects that ASA Fontana will have a budget surplus for the 2024-25 fiscal year and includes a positive certification that ASA Fontana will meet its financial obligations for the current fiscal year and two subsequent fiscal years. FCMAT’s Fiscal Health Risk Analysis for Charter Schools tool evaluates a charter school’s fiscal health and risk of

insolvency based on the current and two subsequent fiscal years. ASA's multi-year budgets project that ASA Fontana's total assets will exceed its total liabilities by June 30, 2028 while building the school's reserves.

WHEREAS, along with completing the ordered corrective actions set forth in these resolutions, the Board hopes that such meetings between the ASA team and CVUSD team can continue to occur as needed as a way of more efficiently and productively discussing and addressing any CVUSD concerns about the Schools' finances on an ongoing basis, particularly as ASA Fontana's financial condition continues to improve as described by CVUSD's financial consultant in his most recent letter dated March 21, 2025.

NOW, THEREFORE, this Board hereby finds, resolves, and orders as follows:

Section 1. The foregoing recitals are true and correct, and are incorporated herein.

Section 2. As required in the notice of concern, the Board hereby:

1. *Formally acknowledges in writing and in open session of a special ASA Board of Directors meeting that the Due To/Due From balance in ASA's most recent Statement of Financial Position is a loan from ASA Chino to ASA Fontana that must be repaid pursuant to the Intraorganizational Due-To/From Agreement and the Board's Resolution Regarding 2024-25 Intraorganizational Due-To/Froms, and that ASA Fontana is insolvent pursuant to CVUSD's definition of such term because ASA Fontana's liabilities exceed its assets by \$1,197,476, as of February 28, 2025.*
2. *Has completed all "Required Corrective Actions to Cure Violations" set out in the FUSD Notice of Violation.*
3. *Provides written assurances that it will not use funds generated by ASA Chino ADA on ASA Fontana's legal defense of FUSD's January 17, 2025 Notice of Violation.*
4. *Will provide, concurrent with provision of these resolutions to CVUSD, a written explanation of how ASA Fontana will procure sufficient funds such that ASA Fontana's assets will exceed its liabilities for the remainder of the 2024-25 school year and beyond without any further intraorganizational borrowing.*
5. *Will enter into a new Charter School Memorandum of Understanding (MOU) as prepared by CVUSD outlining CVUSD's oversight responsibilities and expectations for ASA operations and reporting, upon provision, review, and negotiation as appropriate of such MOU. To date, CVUSD has not provided a draft MOU to ASA regarding CVUSD's oversight responsibilities and expectations for ASA operations and reporting; however, CVUSD provided ASA an updated MOU regarding ASA Chino's facilities, which the Board promptly approved on April 14, 2025 and ASA returned to CVUSD along with the school's response to the district's final offer of facilities under Education Code section 47614.*
6. *Will email a copy of all future ASA Chino and ASA Fontana Monthly Financial Presentations to norm_enfield@chino.k12.ca.us by the end of the third week after the end of the subsequent month.*

Section 3. The ASA Chief Executive Officer and/or designee(s), acting alone or together, is(are) hereby authorized and directed to take or cause to be taken all such other actions as may be appropriate or required to fulfill the purposes of the foregoing resolutions, including without limitation to respond to CVUSD's notice of concern and to effectuate the required corrective actions.

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SECRETARY'S CERTIFICATE

I, Marcilyn Jones, Secretary of the Board of Directors of Allegiance STEAM Academy Inc., a California nonprofit public benefit corporation, County of San Bernardino, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolutions duly adopted at a meeting of the Board of Directors of Allegiance STEAM Academy Inc., which was duly held on May __, 2025, at which meeting a quorum of the members of the Board of Directors was present; and at such meeting such resolutions were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this _____ day of May, 2025.

Secretary of the Board of Directors of
Allegiance STEAM Academy Inc.