



Contra Costa School of Performing Arts

Regular Board Meeting

Date and Time

Monday May 4, 2020 at 5:30 PM PDT

Location

Dial in Information: 336-739-2043, PIN: 553 777 607#

The public may address the Board regarding any item within the jurisdiction of the Board of Directors of ChartHouse Public Schools. To ensure an orderly meeting and an equal opportunity for each speaker, persons wishing to address the Board must fill out a speaker's card. Cards should be turned into the Board Vice-chairperson prior to the Call to Order. Speakers will be given three minutes for items on the agenda and two minutes for items not on the agenda. Time may not be yielded to other speakers. In compliance with the Brown Act, the Board may listen to comments from speakers and provide direction to staff, but may not engage in discussion or take action on items that are not already on the agenda.

All Board agendas and minutes will be published at www.charthousepublicschools.org. Any disclosable public records related to an open session Board meeting agenda item and distributed by staff to a majority of the Board of Directors shall be available for public inspection.

The Board of Directors will provide reasonable accommodations for persons with disabilities planning to attend Board meetings so long as 48 hours notice is provided via email (charthousepublicschools@gmail.com).

Agenda

	Purpose	Presenter	Time
I. Opening Items			5:30 PM
Opening Items			
A. Record Attendance and Guests		Neil McChesney	1 m
B. Call the Meeting to Order		Deborah Padberg	1 m
C. Approve Minutes	Approve Minutes	Neil McChesney	2 m
Approve minutes for Regular Board Meeting on April 13, 2020			
D. Agenda Review and Adoption	Vote	Deborah Padberg	2 m
The Board will review the agenda and adopt as presented or take action to change the order of items.			
 II. Public Comment			 5:36 PM
A. Items on the Agenda	FYI	Deborah Padberg	10 m
B. Items Not on the Agenda	FYI	Deborah Padberg	5 m

III. Closed Session			5:51 PM
A. Conference with Legal Counsel - Anticipated Litigation	Discuss	Neil McChesney	30 m
Significant exposure to litigation pursuant to § 54956.9(b): 1 case			
IV. Reconvene Open Session			6:21 PM
A. Report Out	FYI	Deborah Padberg	5 m
The Board will report out any action taken in closed session.			
V. Standing Committees			6:26 PM
A. Academic Excellence	FYI	Tamara Gerlach	5 m
The Board will hear a report from this standing committee.			
B. Outreach and Enrollment Committee	FYI	Marie Gil	5 m
The Board will hear a report from this standing committee.			
C. Governance Committee	FYI	Jill Wilk	5 m
The Board will hear a report from this standing committee.			
D. Development Committee	FYI	Deborah Padberg	5 m
The Board will hear a report from this standing committee.			
E. Renewal Committee	FYI	Heather Vega	5 m
The Board will hear a report from this standing committee.			
F. Finance Committee	Discuss	David Wendt	5 m
The Board will hear a report from this standing committee.			
VI. Information Items			6:56 PM
A. Board Candidate Interview	FYI	Neil McChesney	30 m
The Board will have the opportunity to interview prospective candidates for Board appointment.			
B. Staff Recognition and Community Celebration	Discuss	Neil McChesney	15 m
The Board will hear updates on ideas for recognizing and/or celebrating staff as well as the whole school community for their hard work and dedication during the campus closure.			
C. Distance Learning Presentation	FYI	Neil McChesney	20 m
The Board will hear an update from Administration regarding the SPA distance learning program.			
VII. Action Items			8:01 PM
A. Lending Resolution	Vote	Neil McChesney	15 m
The Board will review and consider approving the resolution as presented.			
B. Board Appointment	Vote	Deborah Padberg	20 m
The Board will consider taking action to appoint prospective candidates to open Board seats pursuant to the Board Bylaws.			
VIII. Staff Reports			8:36 PM

A. Executive Director FYI Neil McChesney 15 m
 The Executive Director will update the Board on school business.

B. CSMC FYI Neil McChesney 15 m
 The Charter School Management Corporation representative will present the monthly financial reports.

IX. Board Reports **9:06 PM**

A. Trustee FYI Deborah Padberg 5 m
 Trustees make announcements or reports of their activities.

X. Closing Items **9:11 PM**

A. Adjourn Meeting Vote Deborah Padberg 1 m

Cover Sheet

Approve Minutes

Section: I. Opening Items
Item: C. Approve Minutes
Purpose: Approve Minutes
Submitted by:
Related Material: Minutes for Regular Board Meeting on April 13, 2020



Contra Costa School of Performing Arts

Minutes

Regular Board Meeting

Date and Time

Monday April 13, 2020 at 5:30 PM

Location

Dial In Information: 540-883-0132, PIN: 853 733 536#

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Directors Present

D. Padberg (remote), D. Wendt (remote), H. Vega (remote), J. Wilk (remote), T. Gerlach (remote)

Directors Absent

M. Gil

Directors Left Early

J. Wilk

Ex-Officio Members Present

N. McChesney (remote)

Non Voting Members Present

N. McChesney (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Padberg called a meeting of the board of directors of Contra Costa School of Performing Arts to order on Monday Apr 13, 2020 @ 5:32 PM at
Dial In Information: 540-883-0132, PIN: 853 733 536#

C. Approve Minutes

T. Gerlach made a motion to approve the minutes from. Regular Board Meeting on 03-02-20
H. Vega seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

T. Gerlach Aye
J. Wilk Aye
D. Padberg Aye
H. Vega Aye
D. Wendt Aye
M. Gil Absent

D. Approve Minutes

T. Gerlach made a motion to approve the minutes from. Special Board Meeting on 03-13-20
H. Vega seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

D. Wendt Aye
J. Wilk Aye
D. Padberg Aye
T. Gerlach Aye
H. Vega Aye
M. Gil Absent

E. Approve Minutes

T. Gerlach made a motion to approve the minutes from. Special Board Meeting on 03-26-20
H. Vega seconded the motion.
The board **VOTED** unanimously to approve the motion.

Roll Call

J. Wilk Aye
T. Gerlach Aye
D. Wendt Aye
M. Gil Absent
D. Padberg Aye
H. Vega Aye

F. Approve Minutes

T. Gerlach made a motion to approve the minutes from. Special Board Meeting on 04-02-20
H. Vega seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

H. Vega Aye
D. Padberg Aye
D. Wendt Aye
T. Gerlach Aye
J. Wilk Aye
M. Gil Absent

G. Agenda Review and Adoption

H. Vega made a motion to adopt the agenda as presented.

J. Wilk seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

T. Gerlach Aye
D. Wendt Aye
J. Wilk Aye
M. Gil Absent
D. Padberg Aye
H. Vega Aye

II. Public Comment

A. Items on the Agenda

No comments.

B. Items Not on the Agenda

No comments.

III. Standing Committees

A. Academic Excellence

No report.

B. Outreach and Enrollment Committee

No report.

C. Governance Committee

No report.

D. Development Committee

No report.

E. Renewal Committee

The Renewal Committee met and discussed the impacts of the pandemic on our plans for renewal.

F. Finance Committee

The Finance Committee met to discuss the prospective Bond deal.

IV. Information Items

A. Choice Advisors Presentation

The Board heard a presentation from Choice Advisors regarding the services they would provide as a financial advisor during our prospective negotiations and transaction as well as some initial thoughts on the proposed terms.

B. Staff Recognition and Community Celebration

The Board discussed ways to recognize the efforts of staff in facilitating our distance learning program as well as celebrating the community return to campus when it happens.

C. New Principal Presentation

The Board heard a presentation from the new Principal regarding his background and transition plans.

D. Distance Learning Presentation

The Board heard a presentation from the administration on the school's current distance learning plans.

E. Form 700

The Board was reminded to file their annual Form 700.

V. Action Items

A. Board Resolution for Bond Deal

D. Wendt made a motion to adopt the resolution as presented.

J. Wilk seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

M. Gil Absent

D. Wendt Aye

J. Wilk Aye

T. Gerlach Aye

D. Padberg Aye

H. Vega Aye

B. Financial Advisory Agreement

D. Wendt made a motion to approve the financial advisory services agreement as presented.

H. Vega seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

D. Wendt Aye

M. Gil Absent

D. Padberg Aye

J. Wilk Aye

H. Vega Aye

T. Gerlach Aye

C. Telework Policy

J. Wilk made a motion to approve the Telework Policy as amended.

T. Gerlach seconded the motion.

The board **VOTED** unanimously to approve the motion.

Roll Call

H. Vega Aye

D. Padberg Aye

T. Gerlach Aye
J. Wilk Aye
D. Wendt Aye
M. Gil Absent

VI. Staff Reports

A. Executive Director

J. Wilk left early.

The Board heard a presentation from the Executive Director on the month's school business.

B. CSMC

The Board heard a presentation from CSMC on the previous month's financial business.

VII. Board Reports

A. Trustee

No reports.

VIII. Reconvene Open Session

A. Report Out

The Board approved the contract for employee #168920.

IX. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 8:33 PM.

Respectfully Submitted,
D. Padberg

Cover Sheet

Lending Resolution

Section: VII. Action Items
Item: A. Lending Resolution
Purpose: Vote
Submitted by:
Related Material: 20 05 04 PPP Resolution.pdf

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
CHARTHOUSE PUBLIC SCHOOLS DECLARING AN
OFFICIAL INTENT TO PARTICIPATE IN THE
PAYCHECK PROTECTION PROGRAM AND
ADDRESSING CERTAIN OTHER MATTERS IN
CONNECTION THEREWITH.**

The Board of Directors of Charthouse Public Schools, a California nonprofit public benefit corporation (the “Corporation”), does hereby adopt and approve the following resolutions and declare them to be in full force and effect at this regular meeting of the Board of Directors of the Corporation on May 4, 2020.

WHEREAS, the Corporation is a nonprofit corporation, duly organized and existing under the laws of the State of California (the “State”), and is duly qualified to do business in the State; and

WHEREAS, the Board of Directors of the Corporation (the “Board”) is the governing body of the Corporation; and

WHEREAS, the Coronavirus Aid, Relief, and Economic Security (CARES) Act was passed by Congress and signed into law by President Trump on March 27th, 2020, and as the Act was intended to provide emergency assistance to small businesses, including non-profits, affected by the 2020 coronavirus pandemic; and

WHEREAS, the Corporation has determined and approved in formal Board action on April 13, 2020 that it is necessary and desirable to apply for the Paycheck Protection Program (the “PPP”); and

WHEREAS, the Corporation was in operation on February 15, 2020 and had employees for whom it paid salaries and payroll taxes; and

WHEREAS, the current economic uncertainty makes this loan request necessary to support the ongoing operations of the Corporation; and

WHEREAS, the funds will be used to retain workers and maintain payroll or make mortgage interest payments, lease payments, and utility payments, as specified under the Paycheck Protection Program Rule, and it is understood that if the funds are knowingly used for unauthorized purposes, the federal government may hold the Corporation legally liable, such as for charges of fraud; and

WHEREAS, the Corporation will provide to the Lender documentation verifying the number of full-time equivalent employees on the Applicant’s payroll as well as the dollar amounts of payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities for the eight-week period following this loan, and it is understood that loan forgiveness will be provided for the sum of documented payroll costs, covered mortgage interest payments, covered rent payments, and covered utilities, and not more than 25% of the forgiven amount may be for non-payroll costs; and

WHEREAS, during the period beginning on February 15, 2020 and ending on December 31, 2020, the Applicant has not and will not receive another loan under the Paycheck Protection Program; and

WHEREAS, the Corporation further certifies that the information provided in the application and the information provided in all supporting documents and forms is true and accurate in all material respects; it is understood that knowingly making a false statement to obtain a guaranteed loan from SBA is punishable under the law; and

WHEREAS, it is acknowledged that the lender will confirm the eligible loan amount using required documents submitted, and that the Lender can share any tax information that is provided with SBA's authorized representatives, including authorized representatives of the SBA Office of Inspector General, for the purpose of compliance with SBA Loan Program Requirements and all SBA reviews; and

WHEREAS, the economic uncertainty faced by the Corporation can be qualified and quantified based on actual and projected financial implications that are a result of the mandated school closures and shelter in place orders established by local and State health officials, and that these include significant reductions in 2020-21 enrollment based on diminished recruiting capacity in the high-yield season, decreased revenue as a result of canceled spring performance season, decreased local fundraising and grant returns in the high-yield season, decreased revenue as a result of possible 2019-20 State budget cuts or claw-backs, significant cash flow disruption as a result of apportionment deferrals, and significant annual revenue decrease in 2020-21 as a result of economic recession; and

WHEREAS, the Corporation's financial analysis indicates the impact of the school closure will result in minimal reserves and days of cash on hand which will in turn compromise the ability to maintain payroll and other operational costs, and that this fiscal position has proven that other traditional and responsible lending facilities are not accessible for the Corporation as evidenced by historical attempts or exclusive access; and

WHEREAS, the Corporation does not qualify for the federal CARES Act/Elementary and Secondary School Emergency Relief (ESSER) Fund assistance, and as anticipated future rounds of Federal funding are likely to follow a similar model, the Corporation will not be able to access this important financial benefit; and

WHEREAS, the Corporation submitted an application for the Paycheck Protection Program with an approved Small Business Association (the "SBA") lender; and was approved by the lender and subsequently the SBA on Thursday, April 30th, and anticipates full funding of the loan amount to be impending.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF CHARTHOUSE PUBLIC SCHOOLS:

Section 1. **Declaration of Official Intent.** The Corporation presently intends and reasonably expects to participate to the full extent in the PPP including the initial borrowing and through the application of forgiveness and that the Corporation does so with full and appropriate compliance with the governing laws pertaining thereto and makes the requisite certifications in

good faith. The Board has authorized Neil McChesney to execute and complete all aspects of the PPP.

Section 3. **Resolution Number.** This is the first resolution of the Corporation declaring its intent to participate in the PPP.

Section 4. **Confirmation of Prior Acts.** All prior actions of the officials, employees and agents of the Corporation that are in conformity with the purpose and intent of this Resolution shall be and the same hereby are in all respects ratified, approved and confirmed.

Section 5. **Effective Date of Resolution.** This Resolution shall take effect immediately upon its adoption.

CERTIFICATE OF SECRETARY

I, the undersigned Secretary of the Board of Directors of Charthouse Public Schools, a California nonprofit public benefit corporation (the "Corporation"), hereby certify that the attached is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the Corporation at a special meeting thereof on May 4, 2020.

Secretary of the Board of Directors