

Minutes-Unapproved
Ocean Charter School Board Meeting
May 18, 2016

Called to order by Joshua Dome, Chair and convened at 7:11pm.

Board members present: Lori Andrade, Joshua Dome, Edward Eadon, Sue Ingles, Jason Haas, November McIlhargey and Mark Galanty.

Michael Krutz was absent. A quorum was present.

Also present was Executive Director Stephanie Edwards, Director Kristy Mack-Fett, OCS teacher Stephanie McGurk and Gordon Engstrom of Excellent Education.

The board convened to closed session at 7:12pm.

CLOSED SESSION: Board Members and Administration Only

Also present, Brian Holman of Musich Peeler.

Pursuant to California Government Code Section 54956.8 – Conference with Real Property Negotiators regarding APN # 4223008003 and # 4223008004 – OCS Negotiators: Stephanie Edwards and Kristy Mack-Fett and OCS Board of Trustees Chairman, Joshua Dome.

Brian Holman left the meeting.

Pursuant to section 54957.6 Conference with Labor Negotiator – Agency designated representatives: Chastin Pierman, Stephanie Edwards and Kristy Mack-Fett.
Employee Organization: OCTA.

The board reconvened to open session at 8:07pm.

There were no action items to report from closed session.

Open Forum

Joshua Dome shared a quote from Rudolf Steiner.

Finance

Gordon Engstrom of Excellent Education presented the April 2016 financial statements and check register. The financial forecast shows an adjusted net income of \$10K. This is after the site related revenues and net expenses are accounted for in the actuals.

MOTION: Mark Galanty moved to approve the April 2016 financial statements and check register. Joshua Dome seconded the motion. Lori Andrade, Joshua Dome,

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Edward Eadon, Sue Ingles, Jason Haas, November McIlhargey and Mark Galanty voted in favor. Motion passed.

Gordon provided a draft of the Educator Effectiveness Spending Plan which outlines the intended allocation of funds for professional growth and development opportunities for teachers between 2015-2018.

ACTION ITEM: The board will review the Educator Effectiveness Spending Plan and suggest any changes, with possible action to approve the plan at the June 2016 board meeting.

The board reviewed the revised 2015-16 budget, which is substantially reflected in the April 2016 financial statements, showing an adjusted \$10k net income.

MOTION: Joshua Dome moved to approve the revised 2015-16 budget. Sue Ingles seconded the motion. Lori Andrade, Joshua Dome, Edward Eadon, Sue Ingles, Jason Haas, November McIlhargey and Mark Galanty voted in favor. Motion passed.

Sue Ingles reported that the Finance Committee was scheduled to meet May 26, 2016 and would be working on a proposed 2016-17 budget.

ACTION ITEM: The board will review and possibly approve the 2016-17 budget at the June 2016 board meeting.

Site

Jason Haas briefly reviewed the resolutions of the OCS Board document regarding the Panama Street Project. Secretary Lori Andrade executed the document.

MOTION: Jason Haas moved to approve the resolutions of the OCS Board of Directors for the Panama Street Project dated May 18, 2016, as set forth in Exhibit A and the identified bond transaction documents identified therein. Joshua Dome seconded the motion. Lori Andrade, Joshua Dome, Edward Eadon, Sue Ingles, Jason Haas, November McIlhargey and Mark Galanty voted in favor. Motion passed.

Approval of Minutes

The Board reviewed the minutes from the April 7, 2016 and April 14, 2016 board meetings.

MOTION: Mark Galanty moved to approve the minutes from the April 7, 2016 and April 14, 2016 board meetings. Lori Andrade seconded the motion. Lori Andrade, Joshua Dome, Edward Eadon, Sue Ingles, Jason Haas, November

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McIlhargey and Mark Galanty voted in favor. Motion passed.

Setting of Next Agenda

The next regular board meeting is scheduled to begin at 7pm on June 2, 2016.

Joshua Dome adjourned the meeting at 8:43.

OCEAN CHARTER SCHOOL
RESOLUTIONS OF THE BOARD OF DIRECTORS
(Panama Street Project - Revised)

WHEREAS, Ocean Charter School, a California nonprofit public benefit corporation (“OCS” or the “Corporation”), is organized for charitable purposes;

WHEREAS, OCS operates a public charter school known as Ocean Charter School (the “School”).

WHEREAS, OCS proposes to operate the School on real property (the “Property”) commonly known as 12870 Panama Street, Los Angeles, California 90066;

WHEREAS, OCS proposes to purchase the Property from Teledyne Technologies Incorporated, a Delaware corporation (“Seller”), pursuant to an Agreement of Purchase and Sale and Escrow Instructions dated as of January 20, 2016, by and between Seller and OCS, as the same may be amended from time to time, and to develop the Property into charter school facilities for use by the School;

WHEREAS, OCS proposes to finance its acquisition and development of the Property in part from proceeds of grants and loans made and, subject to the satisfaction of certain conditions, to be made to OCS by the State of California pursuant to a Charter School Facilities Program Funding Agreement (“CSFP Funding Agreement”) between the State of California and OCS;

WHEREAS, OCS has received an advance apportionment of \$7,540,000 of the funds to be provided to OCS under the CSFP Funding Agreement;

WHEREAS, pending OCS’s receipt of the remaining funds to be provided to OCS under the CSFP Funding Agreement, OCS proposes to finance its acquisition and development of the Property in part from proceeds of a loan (the “Loan”) to be made pursuant to a Loan Agreement (the “Loan Agreement”) between the California School Finance Authority (“Authority”) and OCS relating to California School Finance Authority Charter School Grant Anticipation Notes (Ocean Charter School), Series 2016 (the “Notes”) to be issued by the Authority in a maximum amount not to exceed \$23,000,000;

WHEREAS, OCS proposes to secure repayment of the Loan with a security interest in its rights to receive further funding under the CSFP Funding Agreement, with a security interest in OCS’s revenues legally available to repay the Loan, and with a security interest or mortgage encumbering OCS’s interest in the Property;

WHEREAS, Piper Jaffray & Company proposes to underwrite the Notes; and

WHEREAS, the Board of Directors of the Corporation (the “Board”) finds it to be fair, reasonable, in the best interest of the Corporation and in furtherance of the charitable purposes of the Corporation that the Corporation shall take all actions necessary or advisable to facilitate the foregoing transactions (collectively, the “Transactions”);

NOW THEREFORE, BE IT RESOLVED, that the Board approves the Transactions and authorizes the execution, delivery and performance by the Corporation of all such documents, instruments and agreements as may be necessary or advisable to facilitate the Transactions (collectively, the “Transaction Documents”);

RESOLVED FURTHER, that the Board hereby approves, confirms, and ratifies the election of the following individuals to the offices of the Corporation set forth after their names, to serve at the pleasure of the Board:

Joshua Dome	Chairman
Jason Haas	Vice Chairman
Lori R. Andrade	Secretary
Sue Ingles	Treasurer

RESOLVED FURTHER, that the Board appoints Executive Director Stephanie Edwards and the officers of the Corporation, and each of them individually (each, an “Authorized Signatory”), as an authorized signatory of the Corporation for purposes of executing the Transaction Documents on behalf of the Corporation;

WHEREAS, the Board has reviewed the forms of the following Transaction Documents (collectively, the “Bond Documents”):

- A. A Note Purchase Agreement;
- B. An Indenture;
- C. A Loan Agreement;
- D. A Subordinate Lien Deed of Trust encumbering the Property;
- E. A Preliminary Limited Offering Statement;
- F. A Continuing Disclosure Agreement; and
- G. A Tax Certificate and Agreement;

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, for and in the name and on behalf of the Corporation, are authorized and directed to execute, deliver, approve and/or approve as final, and to authorize the distribution of, the Bond Documents and all other purchase and sale agreements, assignment and assumption agreements, escrow agreements, note purchase agreements, indentures, loan agreements, promissory notes, deeds of trust, security agreements, tax certificates, preliminary and/or final offering memoranda, preliminary and/or final official statements, continuing disclosure agreements, intercept notices, assignments, indemnification agreements, guaranties, subordination agreements, letters of representation, and other documents, agreements, instruments, certificates or amendments to any of the forgoing in such form as such Authorized Signatories may approve, and with such changes as such Authorized Signatories may approve, as necessary or advisable to facilitate the Transactions (the execution and delivery thereof by any such Authorized Signatory to be conclusive evidence of his or her approval of any such document, agreement, instrument or amendment);

RESOLVED FURTHER, that the Corporation may retain the law firm Musick, Peeler & Garrett LLP to advise and represent the Corporation in connection with the Transactions;

RESOLVED FURTHER, that the Corporation hereby ratifies and confirms the acts of its officers, agents or employees taken on behalf of the Corporation in connection with the Transactions;

RESOLVED FURTHER, that by the adoption of these resolutions, the Board hereby reconfirms, ratifies and adopts all prior actions of the Board which may have previously been taken in connection with the Transactions;

RESOLVED FURTHER, that all prior resolutions of the Board or any parts thereof in conflict with any or all of the foregoing resolutions are hereby repealed to the extent of such conflict;

RESOLVED FURTHER, that these resolutions shall take effect and be in full force immediately after their adoption by the Board; and

RESOLVED FURTHER, that the Authorized Signatories, and each of them individually, for and on behalf of the Corporation, are hereby authorized and empowered, to approve, execute and deliver any and all documents, instruments and agreements, and to perform or cause to be performed any and all acts as may, in their judgment, be necessary or desirable to accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby and by the agreements therein approved, and any such documents, instrument or agreements so executed and delivered or actions taken by them or any of them shall be conclusive evidence of their authority in so doing.

Certificate of Secretary

The undersigned certifies that the undersigned is the duly appointed and acting Secretary of Ocean Charter School (the "Corporation"), a California nonprofit public benefit corporation, and that the foregoing Resolutions were duly adopted by the majority vote of the directors of the Corporation then in office at a meeting of the board of directors of the Corporation duly held on May 18, 2016, in compliance with the bylaws of the Corporation and in compliance with the notice, agenda, and open meeting requirements of the Ralph M. Brown Act, and while a quorum was present.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation this 18th day of May 2016.


Lori R. Andrade, Secretary