



The Mater Academy vision is to provide students a viable educational choice that offers an innovative, rigorous and seamless college-preparatory curriculum, providing Mater students, at every level (PK-12) with a competitive advantage, thus enabling students to become confident, self-directed, and responsible life-long learners.

**Mater Academy, Inc.
Meeting of the Board of Directors
August 26, 2019**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Absent)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Meeting called to order
- b. A quorum was established

2. PUBLIC COMMENT

- a. There were no comments by the public at this time.

3. CONSENT AGENDA

- a. Tabled: The Board tabled the approval of Minutes from the August 9, 2019 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Out of Field Waivers for the following schools:
 - i. Mater Academy WL#0100
 - ii. Mater Academy Gardens WL#0312
 - iii. Mater Academy of International Studies WL#1017
 - iv. iMater Academy WL#5384
 - v. iMater Middle WL#6014
 - vi. iMater High WL#7090
- c. **APPROVED:** The Board approved the Title 1 Budgets for the individual schools.
- d. **APPROVED:** The Board approved to request to relocate the Mater Academy Virtual office from SLAM 3 to Mater Academy Lakes.

Motion to approve the consent agenda by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

4. ACTION & DISCUSSION ITEMS



- a. Briefing on the expansion and acquisition program including Brickell and Osceola
 - i. Mater Academy is in the process of considering implementing beneficial financial steps to improve the operating costs position of Mater Academy. The Foundation has been approached and met with representatives from financial institutions to discuss implementation of tax-free bond deals and financial restructuring. As part of this effort, a series of transactions may be required, which may include the acquisition of Mater Gardens, the 990 building Mater Bay and other proper of which our schools operate. Rich Moreno is to be engaged by Mater Foundation as fiduciary consultant to assist in such transactions. It is expected that approximately \$200M may be raised pursuant to this transaction.
 - ii. **RATIFIED:** The Board ratified the discussions held regarding the tax-free bonds, expansion, capitalization and lease structure.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- b. Discussed: Equipment leases from JP Morgan Chase; Chase Addendum to Master Lease & Resolution. The Master equipment lease is between Chase and Mater Academy, Inc. Each borrowing school has a separate agreement. Mr. Raia reviews the changes included in the agreements.
 - i. **APPROVED:** The Board approved to authorize the President to execute the Chase Addendum to Mater Lease and Resolution.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- c. **APPROVED:** The Board approved the iMater Elementary Awning purchase for an amount not to exceed \$300,000, as discussed.
 - i. The Board reviewed & discussed the proposals. The Board would like to have the President further review the proposals and vendors and try to better negotiate.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- d. Other Items by the President, Board, Staff, or ESSP
 - i. There were no additional items at this time.

5. ANNOUNCEMENTS & NOTIFICATIONS

- a. The Next Regular Board Meeting will be on September 16, 2019 at Mater Academy Brighton Lakes

6. ADJOURNED MEETING

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on September 16, 2019.



The Mater Academy vision is to provide students a viable educational choice that offers an innovative, rigorous and seamless college-preparatory curriculum, providing Mater students, at every level (PK-12) with a competitive advantage, thus enabling students to become confident, self-directed, and responsible life-long learners.

**Mater Academy, Inc.
Meeting of the Board of Directors
September 16, 2019**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Absent)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Absent)*

Minutes

1. OPENING EXERCISES

- a. Meeting called to order
- b. A quorum was established

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the August 9, 2019 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Minutes from the August 26, 2019 Board of Directors Meeting.
- c. **APPROVED:** The Board approved the out of field waiver(s) for instructional personnel with out of field assignments for the following schools:
 - i. Mater Academy Grove #5045
 - ii. Mater Academy Middle / High / Performing Arts #6012/#7160/#7014
 - iii. Mater Academy #0100
 - iv. Mater Academy Prep #3003 *(Ratified CAO's Approval Dated 8.26.19)*
- d. **APPROVED:** The Board approved Revised individual Charter School Title I Budget Appropriation Details Forms for the 2019-2020 school year for the Title 1 distinguished schools; further authorizing the Chief Academic Officer to review and make necessary changes and execute for submission.
- e. **APPROVED:** The Board approved to authorize the submittal of the individual Florida Safe Schools Assessment Tools (FSSAT).



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- f. **APPROVED:** The Board approved to continue to utilize the Florida Consortium of Public Charter School Evaluation System for teacher observation and evaluation for all Mater Academy, Inc. schools.
- g. **APPROVED:** The Board approved to authorize the individual Principals to complete and submit the 2019-2020 Students Attired for Education Incentive Fund (Charter Schools) Declaration Form at their discretion.
- h. **APPROVED:** The Board approved to submit the 2018-2019 Annual Audits by the required due date, with Board President review and approval.
- i. **APPROVED:** The Board approved to Receive & File the Civica – Mater Academy Facilities Support Services Report for the period of June – August 2019.
- j. **APPROVED:** The Board approved the Civica Architectural, Engineering and Facilities Support & Consulting Services Agreement from July 1, 2019 to July 1, 2020; further approving the release of all payments by the individual schools associated with this agreement.
- k. **APPROVED:** The Board approved the following Out of State and/or Country Field Trips:
 - i. iMater Middle & High – Battle at the Capital, National Harbor, MD
 - ii. iMater Prep High – Rome, Florence, Assisi, Sorrento, and Venice
 - iii. iMater Middle & High – VEX Robotics World Championship, Louisville, Kentucky
 - iv. iMater Prep High – American Society for Gravitational and Space Research, Denver, Colorado
 - v. iMater Middle & High – Eaglecrest High School, Centennial, Colorado
 - vi. Mater Middle & High – Misc. field trips as listed in supporting documents
- l. **APPROVED:** The Board approved to Ratify the Facility Lease between Mater Academy, Inc. and Hialeah School Development 2 LLC for the iMater Middle High facility located at 701 West 20th Street, Hialeah, Florida, conditioned by recommendation by Counsel.
- m. **APPROVED:** The Board approved to allow for Qualifying Virtual Students (FRL Qualified) to participate in the Free Lunch Program offered at any of the local Brick & Mortar charters.
- n. **APPROVED:** The Board approved to Ratify the Addendum to 2012 Space Sublease Agreement between Mater Academy, Inc. and SLAM for the SLAM 1 facility.
- o. **APPROVED:** The Board approved to Ratify the Addendum of 2016 Space Sublease Agreement between Mater Academy, Inc. and SLAM for the SLAM 2 facility.

Motion to approve the consent agenda by Cesar Christian Crousillat; second by Idalia Suarez; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Items by the President
 - i. Mater Academy 0100 – Lease term expiration of January 1, 2021
 - i. Antonio Roca has requested that Collette Papa reach out to the landlord to request an extension.
- b. Security Report & Updates
 - i. General Update by Willie Tagle
 - ii. **APPROVED:** The Board approved the following Guardian Program Items:
 - i. Request permission for the Governing Board Chair to request the county sheriff to establish a guardian program for the purpose of providing guardian training in any county where the school district has not voted, or has declined, to implement a guardian program.



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- ii. Request permission for the Governing Board Chair, in any county where the school district has not voted, or has declined, to implement a guardian program, and the county sheriff denies the governing board's request to establish a guardian program, to negotiate and enter into a contract with a sheriff of a foreign county that has established a guardian program to provide the required guardian training.
- iii. Request permission for the Governing Board Chair to deliver notice as required by F.S. section 30.15 of any contract with a foreign county sheriff that has established a guardian program to provide the required guardian training prior to its execution to the Superintendent of Schools and the County Sheriff in any county where the school district has not voted, or has declined to implement a guardian program, and the county sheriff declines to establish a guardian program.
- iii. Active Assailant Response Action Items
 - i. **APPROVED:** The Board approved to adopt the Active Assailant Response Board Policy
 - ii. **APPROVED:** The Board approved to authorize the individual schools to adopt the Active Assailant Response / Stabbing Procedure or their Sponsor's Plan/Procedures.
 - iii. **APPROVED:** The Board approved to adopt the nationally recognized Active Assailant Response Training Course (i.e. C.R.A.S.E. Civilian Response to Active Shooter Events.)

Video can be seen here: <https://youtu.be/j01t68YxLQQ>

Motion to approve 4b by Idalia Suarez; second by Cesar Christian Crousillat; motion passed unanimously

- c. Financial Report
 - i. Review of Enrollment Spreadsheet by Alina Chester
 - i. Actual enrollment counts are generally coming in lower than budgeted amounts; plan to closely review these counts.
 - ii. **APPROVED:** The Board reviewed and approved the Revised Annual Budgets for the individual schools.
Motion to approve by Cesar Christian Crousillat; second by Idalia Suarez; motion passed unanimously
- d. Doral College (Doug Rodriguez)
 - i. Updates
 - ii. Review of new fee structure
- e. Report by the Chief Academic Officer
 - i. Plans to submit a federal replication grant to the US Department of Education.
 - ii. Strategic Plan discussions
 - iii. Use of the Mater Inc document to calculate the portion of the Teacher Evaluation based in Student Achievement.
 - iv. Change of attendance and announcement companies from Blackboard Connect (Connect Ed.) to Westat (Messenger)
- f. Other Items by the President, Board, Staff, or ESSP
 - i. There were no additional items.

5. ANNOUNCEMENTS & NOTIFICATIONS

- a. The Next Regular Board Meeting will be on November 13, 2019 in the Mater Academy, Inc. Board Room in Hialeah Gardens.

6. ADJOURNED MEETING



The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on November 13, 2019.



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The Mater Academy vision is to provide students a viable educational choice that offers an innovative, rigorous and seamless college-preparatory curriculum, providing Mater students, at every level (PK-12) with a competitive advantage, thus enabling students to become confident, self-directed, and responsible life-long learners.

Mater Academy, Inc. Meeting of the Board of Directors November 13, 2019

Directors

Cesar Christian Crousillat, Board Chair (*Absent*)
Shannie Sadesky, Vice-Chair (*Present*)
Idalia Suarez, Secretary (*Present*)
Maurene Sotero Balmaseda (*Present*)
Javier Jerez (*Absent*)

Roberto Blanch, Esq., President (*Present*)
Judith Marty, Chief Academic Officer (*Present*)
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. (*Absent*)

Minutes

1. OPENING EXERCISES

- a. Meeting called to order at 10:06 am
- b. A quorum was established

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the September 16, 2019 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Personnel Agendas, which include the Out of Field Waiver(s) for Instructional Personnel with Out of Field Assignments for:
 - i. Mater Academy #0100
 - ii. Mater Academy International #3000
 - iii. iMater Academy #5384
- c. **APPROVED:** The Board approved the Revised individual Charter School Title I Budget Appropriation Details Forms for the 2019-2020 school year for the Title 1 distinguished schools; further authorizing the Chief Academic Officer to review and make necessary changes and execute for submission.
- d. **APPROVED:** The Board approved for the following charter schools to request modifications of their charter school contract term from 5 years to 15 years as newly designated High-Performing Charter Schools:
 - i. Mater Academy Bay Middle School (#6032)
 - ii. iMater Academy Middle School (#6014)
 - iii. iMater Preparatory High School (#7090)



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- e. **APPROVED:** The Board approved the Financial Statements for the period ending September 30, 2019.
- f. **APPROVED:** The Board approved to affirm that it will be implementing the Best and Brightest Award Plan in accordance with state statute. Because award distribution and funding processes vary by school district, the Board hereby directs the President to work with the schools on the final plan to be submitted by each.
- g. **APPROVED:** The Board approved for the individual schools to apply for Restart Funds; further approving the Chief Academic Officer the authorization to execute all documents associated with this on behalf of the Board of Directors.
- h. **APPROVED:** The Board approved to apply and receive Title IV funds for the individual schools; further approving the Chief Academic Officer the authorization to execute all documents associated with this on behalf of the Board of Directors.
- i. **APPROVED:** The Board approved to submit a K-5 new charter school application in Miami-Dade.
- j. **APPROVED:** The Board approved the following Out of State / Country Field Trips for:
 - i. iMater Prep High – Denver, Colorado (details provided in the packet)
- k. **APPROVED:** The Board approved the District Membership Agreement between Mater Academy, Inc. and Mater Academy of Nevada, subject to final review and approval by Board Counsel.

Motion to approve the consent agenda by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Items by the President
 - i. A/T with the Bonds – Requesting up to \$200MM for public financing;
 - ii. Engaging Counsel for the Bonds – Been in discussions with David Cohen; he has extensive knowledge in this process and has helped similar networks;
 - 1. **APPROVED:** The Board approved to authorize for the President to negotiate with the different qualified firms for the purposes of bond counsel.
Motion to approve by Shannie Sadesky; second by Idalia Suarez; motion passed unanimously
 - iii. Working on obtaining appraisals for different bond properties; some have been received already; will likely need a special meeting of the board to finalize the purchase prices.
 - iv. Mater Bay expenses – infrastructure additional roadway expenses; submittal of zoning application to Cutler Bay for expansion – John Kim engaged (Langen); Rolando is working on expansion plans on the campus;
 - 1. **APPROVED:** The Board approved to ratify the engagement of John Kim (Langen) to assist with the zoning process for the Mater Academy Bay expansion project.
Motion to approve by Idalia Suarez; second by Shannie Sadeksy; motion passed unanimously
 - v. Discussed establishment of committees at the Principal Coalition Meeting, including (1) a student enrollment committee to discuss enrollment history, present and where we need to go (capacity exists at many of the schools), (2) committee to look at retaining/obtaining qualified teachers, and (3) budgeting, planning and finance committee (operate as efficiently as possible without compromising the product).
- b. Items by the Chief Academic Officer
 - i. Strategic Planning Retreat
 - ii. Personnel cost by student
- c. Financial Report
 - i. **APPROVED:** The Board reviewed & approved to Receive & File the Financial Statements and Independent Auditors Reports for the individual schools for the 2018-2019 School Year.
 - 1. Discussed finding on the tracking of inventory at the school site due to no reconciliation with the balance sheet; identified a 3rd party vendor to assist the schools in tracking the inventory; updating



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the FPP to increase the threshold amounts; first two years of operation would be lower and increase to \$5k after the first 2 years; MDCPS audit committee on December 3rd; select schools were identified as needing a financial recovery plan (most due to outstanding grants/loans); review of audit highlights.

ii. **APPROVED:** The Board reviewed & approved to ratify the 2018-2019 Year End Grants and Loans & Resolutions.

iii. **APPROVED:** The Board reviewed & approved the Revised Financial Policies and Procedures: Asset Capitalization Thresholds.

Motion to approve the financial report by Shannie Sadesky; second by Idalia Suarez; motion passed unanimously

- d. Other Items by the President, Board, Staff, or ESSP
 - i. There were no additional items at this time.

5. ANNOUNCEMENTS & NOTIFICATIONS

- a. The Next Regular Board Meeting will be February 5, 2020 in the Mater Academy, Inc. Board Room in Hialeah Gardens.

6. ADJOURNED MEETING

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on February 5, 2020.



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**Mater Academy, Inc.
Special Meeting of the Board of Directors
January 8, 2020**

Directors

C. Christian Crousillat, Board Chair (*Absent*)
Shannie Sadesky, Vice-Chair (*Present*)
Idalia Suarez, Secretary (*Present*)
Maurene Sotero Balmaseda (*Present*)
Javier Jerez (*Absent*)

Roberto Blanch, Esq., President (*Present*)
Judith Marty, Chief Academic Officer (*Present*)
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. (*Present*)

Minutes

1. OPENING EXERCISES

- a. Meeting called to order
- b. A quorum was established.

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. ACTION & DISCUSSION ITEMS

- a. Bond Transaction Update by Board Counsel & President
 - i. Discussion & Update: Mater Foundation is acquiring 5 sites in Miami-Dade and Osceola Counties, obtaining funding to build the Brickell site, build the MBLA High School and expand Mater Lakes and Mater Bay. Mater Foundation will receive the proceeds of the tax-free bonds once issued and sold in the public marketplace. The funds will be used to purchase or construct as stated above. Trying to work with one issuer to finance schools in the 2 counties. If the single issuer doesn't work, then the Miami-Dade schools will be financed through Miami-Dade and the Osceola schools through an issuer in Central Florida. Mater Foundation will take title to the above- mentioned facilities. It will lease the schools in Miami-Dade to Mater Inc. and the schools in Osceola will be leased to Mater Central. Leases will be pledged as security for the issuance of the bonds. David Cohen is drafting a template lease to use across the project. Regions bank may be the proposed trustee. The trustee will receive the bond proceeds and make sure they are dispersed appropriately. The purpose of the structure is to leverage the great financial strength of Mater Inc. and the schools in Osceola can benefit. Mater Inc. is expected to receive a very high rating. Mater Central is not expected to receive as high rating, but hoping after a visit to the schools it will be higher. Mater Inc. will give a limited guarantee for the leases of the Osceola schools so as to remain compliant with applicable rules and charter requirements. The Foundation is incurring costs during this time of the transaction. The resolution presented for MFA will allow the Foundation to be reimbursed for its



expenses. The resolutions being proposed for Mater Inc and Mater Central authorize the execution of documents which allow them to support and participate in the bond transaction, pledge the leases as security and individual assets of the schools receiving proceeds from the bonds. Meeting with Standard & Poors next week; they will issue a rating which will determine the interest rate.

- ii. **APPROVED:** The Board approved the resolutions consenting to and ratifying participation in the bond deal.
- iii. **APPROVED:** The Board approved the resolution confirming President's authority to sign and submit all documents required for application for new plat for Brickell.
- iv. **APPROVED:** The Board approved to consent to SLAM landlord's licensing Verizon to install 5G equipment on premises. (Contract and Consent attached)
- v. **APPROVED:** The Board approved and acknowledged for Mater Academy Foundation going forward with the bond transaction and to cooperate and execute documents related to this transaction, specifically the leases. Mater Academy, Inc. to guarantee the Osceola leases. Also, noting there will be ongoing financial disclosure requirements. Further approving to give the President the authority to continue with the bonds and related transactions.

Motion to approve all actions stated above by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

- vi. **APPROVED:** The Board approved the Resolution to formally authorize the President to sign documents necessary for the new plat; further authorizing the replatting for the construction of the Brickell school.

Motion to approve by Idalia Suarez; Second by Maurene Balmaseda; motion passed unanimously

- b. **APPROVED:** The Board approved to apply for Federal Replication Grant.

Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

4. **ANNOUNCEMENTS & NOTIFICATIONS**

- a. The Next Regular Board Meeting will be February 5, 2020 in the Mater Academy, Inc. Board Room in Hialeah Gardens.

5. **ADJOURN MEETING**

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on February 5, 2020.



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**Mater Academy, Inc.
Meeting of the Board of Directors
February 5, 2020**

Directors

Cesar Christian Crousillat, Board Chair (*Present*)
Shannie Sadesky, Vice-Chair (*Present*)
Idalia Suarez, Secretary (*Present*)
Maurene Sotero Balmaseda (*Present*)
Javier Jerez (*Absent*)

Roberto Blanch, Esq., President (*Present*)
Judith Marty, Chief Academic Officer (*Present*)
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. (*Present*)

Minutes

1. OPENING EXERCISES

- a. Meeting called to order at
- b. A quorum was established.

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

All items listed with letter designations are considered routine and were enacted by one motion as no items were removed from the consent agenda.

- a. **APPROVED:** The Board approved the Minutes from the November 13, 2020 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Minutes from the January 8, 2020 Board of Directors Meeting.
- c. **APPROVED:** The Board approved the Personnel Agendas, which include the Out of Field Waiver(s) for Instructional Personnel with Out of Field Assignments.
- d. **APPROVED:** The Board approved to authorize the Board Chair to authorize Board Counsel to negotiate the renewal and new charter school contracts.
- e. **APPROVED:** The Board approved to Receive & File the Quarterly Financial Statements for the period ending December 31, 2019.
- f. **APPROVED:** The Board approved to authorize the Board Chair to submit any necessary amendment requests by the March 1st deadline.
 - i. Amendment Requests are due March 1st – Principals are to contact Kelly Mallon asap if they need to amend their charters (High-Performing Amendments, name changes, address changes, grade level increases, etc....).



- g. **APPROVED:** The Board approved to receive and file the CIVICA Facilities Support Services for the period of September -December 2019 for the Mater Academy schools.
- h. **APPROVED:** The Board approved the Revised individual Charter School Title I Budget Appropriation Details Forms for the 2019-2020 school year for the Title 1 distinguished schools; further authorizing the Chief Academic Officer to review and make necessary changes and execute for submission.

Motion to approve the consent agenda by Shannie Sadesky; second by Idalia Suarez; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Presentation by President Rodriguez of Doral College (*Douglas Rodriguez, President of Doral College*)
 - i. Requesting Approval of Updated Payment Schedule for Educational Services Agreement with Doral College, Inc.
 - ii. Tabled until further discussion.
- b. Items for the Bond Closing (*Joe Raia, Board Counsel*)
 - i. Update on the bonds; report on new strategy, structure and schedule for the bond transaction and Miami-Dade acquisitions; and, request to Board for approval and ratification of the foregoing.
 - 1. Initially going with Miami-Dade and Osceola Counties as the issuers; given to issues which were determined; it made sense to use Florida Development Finance Corp (FDFC) as a single-issuer; and MAF will acquire the properties and lease all of them to MAI which will sublease the properties in Osceola to MAC; streamline the process, reduce transaction expenses; simplify the process as much as possible in the benefit Mater; Standard and Poor's is in the process of rating Mater; the higher the rating, the lower the interest rate of borrowing will be; the credit rating is key to cost savings over the life of the bonds; having one statewide issuer and lease structure as one unified Mater network will help with a higher credit rating.
 - ii. **APPROVED:** The Board approved and ratified the resolution which approves PNC as the credit facility and financing; further approving the leases entailed with this transaction, pending issuance of bonds.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- c. Facility Updates by Civica
 - i. Mater Brighton Lakes – Engineers pending approval which is expected this month; the civil engineering plans are 100% complete for all phases (specifically phase 1) and the church site; once site plan approval is obtained, site work can begin almost immediately, once a contractor is approved. Presented last week to parents and staff at the school in which they are anxious for the high school and what the plans entail; recommends further communication to parents how buildings (including the gym) are phased in.
 - ii. Mater Brickell – Expected to finish permit drawings in April/May; the permitting process is slow in the City of Miami; an option is to pull a foundation permit to help expedite the process, however that could cause later issues with the contractor; estimating permit around October; estimated construction timeline is 18 months; approx. August 2022 opening; approval for 1500 students for this specific phase; implementation of traffic management plan is extremely important and that those conditions are met.
 - iii. Mater Bay – Submitting an application for an additional 400 students (currently approved for 1200 K-12); this will require campus site-work and traffic work; the City has a moratorium on any new developments which effects this one; it expires in April, but has been extended in the past; if the moratorium is extended again, this could have a negative effect on this; the majority of students are from the City of Cutler Bay so it would be beneficial for them to approve.
 - iv. Mater Lakes Gym & 5 Acres – Hearing for 5 acres is on March 19th to request an additional 1200 students, in which support will be needed.



- d. Items by the Chief Academic Officer (*Ms. Judy Marty*)
 - i. Recruitment – working with a vendor who has helped in Central Florida; will present a proposal at a future meeting.

5. **ANNOUNCEMENTS & NOTIFICATIONS**

- a. Mater Academy, Inc. Annual Spelling Bee (hosted by Mater East) is scheduled for March 6th.
- b. The Next Regular Board Meeting currently scheduled for April 8, 2020 (location pending).

6. **ADJOURNED MEETING**

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on April 14, 2020.



The Mater Academy vision is to provide students a viable educational choice that offers an innovative, rigorous and seamless college-preparatory curriculum, providing Mater students, at every level (PK-12) with a competitive advantage, thus enabling students to become confident, self-directed, and responsible life-long learners.

**Mater Academy, Inc.
Emergency Virtual Meeting of the Board of Directors
March 25, 2020**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Present)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Meeting called to order.
- b. A quorum was established.

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

All items listed with letter designations are considered routine and will be enacted by one motion. There will be no separate discussion of these items unless a Board Member or Member of the Public so requests, in which case the item(s) will be removed from the consent agenda and considered along with the regular order of business

- a. **APPROVED:** The Board approved the revision of all Title 1 Budget, as necessary, as a result of COVID-19.
- b. **APPROVED:** The Board approved the Title 1 Budget for Mater Academy Preparatory (Principal Helga Chalas).

Motion to approve the consent agenda by Cesar Christian Crousillat; second by Idalia Suarez; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Update and Summary of Preparations & Actions taken as a result of COVID-19 *(Antonio Roca)*
 - i. Update provided on last week and this week in the online classrooms; working on changes moving forward including every student having their own email address with single sign on authentication; discussed virtual walk-thru by the administrators; attendance rates are exceeding 92%, which is higher than what some campuses had before going online.



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- b. **APPROVED:** The Board reviewed and approved the Resolution with regards to Novel Coronavirus Disease 2019 (COVID-19).
- i. In a broad sense, this resolution addresses the Board's response to the COVID-19 outbreak and resulting school closures we are currently experiencing. It authorizes the Board Chair/President to take emergency and recovery actions necessary to operate virtually and to implement distance learning during the time period of any interruptions caused by the pandemic.
 - ii. The resolution generally does 3 things with respect to operations during the COVID-19 pandemic –
 1. it covers past, present, and future actions:
 2. Past: Ratifies and confirms the actions that have already been taken
 3. Present (it seeks to maintain the status quo): Authorizes the President to take the actions necessary to protect the health, safety, and welfare of the school, its students, staff, and employees and to keep daily operations running as smoothly as can be expected given the circumstances
 - a. Making necessary expenditures of hardware, software, means of connectivity, retaining qualified consultants
 - b. making operating/budgeting decisions for the school sites,
 - c. decisions regarding terms of employment for all employees
 4. Future: it covers Any other activity required under the circumstances:
 - a. including seeking grants, reimbursements and other additional funding sources available to mitigate the expense to the Board,
 - b. any necessary agreements
 - c. and with regard to future actions, it requires the President to report to the board periodically on the decisions made and actions taken for board review.

Motion to approve by C. Crousillat; second by Shannie Sadesky; motion passed unanimously

- c. **APPROVED:** The Board discussed and approved to add the Board Chair & President to Pandadoc for ACH and other signing opportunities.

Motion to approve by C. Crousillat; second by Shannie Sadesky; motion passed unanimously

- d. Other Items by Board Members, Staff, or ESP
- i. President Blanch updates the Board and Staff on the bond transaction; weekly Friday meetings have been occurring with our Counsels and bankers and Richard Moreno; a list of schools involved in the bond transaction will be finalized on a call today, but is expected to include 7901 NW 103 street. 10505 NW 80 avenue, 450 NW 4 street, 100, 112, 136 and 142 SW 10 Avenue; Mater Gardens will no longer be included, however now looking to add Mater High and other properties and to increase the amount of the bonds to as high as \$239 million.
 1. **APPROVED:** The Board approved to amend previously approved resolutions which authorize proceeding to update properties identified and amount of the bonds on the schedule for the bond financing. Including once prices are finalized as we are still awaiting the purchase price of Mater High, which is underway.
Motion to approve by C. Crousillat; second by Shannie Sadesky; motion passed unanimously
 2. **APPROVED:** The Board approved to present offers as conditions and circumstances merit for the Mater East assemblage.
Motion to approve by C. Crousillat; second by Shannie Sadesky; motion passed unanimously
 - ii. Ana requests the board to accept the single audit; audit was completed and submitted; Palm Beach requires that the board accepts the audit and the minutes reflect; the audit was clean and everything was fine with a modified opinion.
 1. **APPROVED:** The Board approved to accept the Single Audit for the period ending June 30, 2019.
Motion to approve by C. Crousillat; second by Shannie Sadesky; motion passed unanimously



5. **ADJOURNED MEETING**

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on April 14, 2020.



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**Mater Academy, Inc.
Virtual Meeting of the Board of Directors
April 14, 2020**

Directors

C. Christian Crousillat, Board Chair (*Absent*)
Shannie Sadesky, Vice-Chair (*Present*)
Idalia Suarez, Secretary (*Present*)
Maurene Sotero Balmaseda (*Present*)
Javier Jerez (*Absent*)

Roberto Blanch, Esq., President (*Present*)
Judith Marty, Chief Academic Officer (*Present*)
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. (*Present*)

Minutes

1. OPENING EXERCISES

- a. Meeting called to order.
- b. A quorum was established.

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the February 5, 2020 Board of Directors Meeting, pending review by the Board President & Counsel.
- b. **APPROVED:** The Board approved the Minutes from the March 25, 2020 Board of Directors Meeting, pending review by the Board President & Counsel.
- c. **APPROVED:** The Board approved the Proposed (*amended form MDCPS version*) 2020-2021 School Year Calendar.
- d. **APPROVED:** The Board approved to receive and file the CIVICA Facilities Support Services Report for the period of January – March 2020.

Motion to approve the consent agenda by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Award Notification: FY 2020 Expanding Opportunity Through Quality Charter Schools Program (CSP)—Grants to Charter Management Organizations for the Replication and Expansion of High-Quality Charter Schools (CMO Grants). The award is for \$19m for the first year; part of a 5-year cycle; allows access to Schools of Hope.



- b. COVID-19 Update (*Academica*)
 - i. Update on Online Learning by Antonio Roca; parent survey update and results; high online attendance rates; a teacher survey will be issued this week; review of security measures which have been taken.
 - ii. General update by Julio Robaina; Mater Academy, Inc. did not qualify for the SBA forgivable loan due to the number of employees exceeding 500; Mater Academy Central, Inc. did qualify and apply. Discussed other financial options which may be available later, if necessary.
- c. Legislative Update (*Academica*)
 - i. Session was successful; unfortunately everything is on hold for now; dual enrollment language was successfully included; increase in FTE; teacher salaries; unsure if cuts will be seen this year or next year; this is why it's important to review all financial opportunities, in the event they are needed.
- d. Report by Academica Nevada (*Ryan Reeves*)
 - i. Excited to be included in the replication grant which was submitted and awarded.
 - ii. Opened a new building in January in Reno at the Boys and Girls Club.
 - iii. Open enrollment was Jan. 15 – Feb. 29th and the lottery was run immediately after; goal was 425 students; wait list of all grade levels; school is expected to be at full capacity.
 - iv. In Southern Nevada, opening a brand-new K-12; this will be Mater's first high school. Mater has 2 existing K-8 campuses; adding 1200 Mater students in Southern Nevada this year. Renee Fairless is moving to become the new Mater East Las Vegas Principal.
 - v. Nevada has announced a decrease in funding as the state continues to deal with significantly reduced sales tax and no gaming revenue.
 - vi. Mater Nevada qualified to apply for the PPA loan.
- e. Report by Board Chair & Counsel (*Roberto Blanch & Joe Raia*)
 - i. Bond Transaction
 - 1. Bond financing amount is approx. \$250M, based upon evaluations provided by the team (Joe Raia, Richard Moreno, David Cohen). They have been working on finalizing the documents with BB&T and PNC. Have not received material progress in getting the Miami-Dade County Commission to approve the amendment to the interlocal agreement with FDFC, which would be our issuer of choice (financing for Miami-Dade & Osceola County together). These delays may work to our advantage as the markets have been rattled. At one point we were looking at very favorable conditions, currently conditions are not as favorable. However, we are optimistic that things will correct themselves. We are proposing resolutions today for board consideration and approval.
 - 2. The Mater, Inc. resolution authorized the acquisition of properties that have been described; specifically, the Foundation [MAF] will acquire and then lease to the Inc. [MAI] the Brickell property and the iMater facilities. Not only authorizing the leasing of these properties, but the exercising of an option to purchase and negotiate the acquisition of these properties. The resolution also includes the Mater East facilities (elementary and middle/high properties), the Brighton Lakes facilities (Mater Foundation will be the owner, Mater Academy, Inc. will lease from the Foundation and then Mater Central will sublease from Mater Academy, Inc.), the Mater Lakes 5 acre parcel, Mater Bay, and Mater Academy Middle/High Facilities.
 - 3. The resolution authorizes exercising of options, acquisition of properties, and lease structures.
 - 4. Joe Raia adds that a material change has occurred; in the past with respect to Brickell, the structure contemplated Mater Academy Foundation taking a long-term lease because it was concerned that the value of the property may not allow the lease numbers to work for the schools. However, Richard Moreno and David Cohen believe that they have solved this concern, so that Mater Academy Foundation will acquire the land and proceed with the construction as previously described.



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5. Proposed lease templates have been circulated for the Board's review. David Cohen states that he included the execution of the leases by the Foundation in the resolutions for the Brighton Lakes and Osceola High facilities because these are in substantially final form and included in the packet for the Board's consideration. The subleases are also included in the resolutions to authorize their execution, as well. The lease rates provide enough cash flow to Mater Academy Foundation so that it can pay all of the debt service on the bonds and provide a cushion on the debt service in order to get the rating on the bonds that will allow Mater Foundation to finance these acquisitions most efficiently. Sizing the lease payments at approx. 110% of the debt service on the bonds and allocating amongst all the facilities based on cost. Richard Moreno has analyzed the financing in Osceola it would be a per student rent figure to satisfy the rating agency coverage requirement. This came out to be \$1,250 per student, which is within the bounds, if not lower, than what Mater is currently paying for most of its facilities. The high school has a ramp up as we don't believe they will fill the building in its first year (see schedule D).
6. The subleases proposed are a straight pass through.
7. Triple-net leases with flat rent provisions and some extension options; the typical Mater lease templates were updated as "bond leases".
8. **APPROVED:** The Board approved the resolution, as presented and described.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- ii. Brickell Property – A series of bids have been received for the pre-construction services. The bidders were provided an opportunity to provide some additional information, as well as two additional contractors requested to submit bids. A bid summary is being prepared. A special meeting of the board will be scheduled to review all of the bids to make a decision on which contractor should be hired.
- iii. Facility Updates by Civica
 1. No changes with Brickell.
 2. The 5-acre site was set to go to hearing in May to expand, so this is on hold for now due to Covid-19. Staff has recommended approval of the 1200 student increase.
 - a. Antonio Roca states that an extension needs to be sought from the church if the hearing doesn't occur in May.
 3. Mater Bay – a request has been submitted to expand the campus by an additional 400 students (would bring to 1600 total); does require some off-site work, which is being worked on.
 4. Mater Lakes Gym – Nearing completion; should be done in the next month or so; the FF&E, including wood flooring would have to be installed upon completion. Include the gym, 2 story wing of classrooms, removal of the modular and adds parking.
 5. Mater Brighton Lakes High School Building – the plans are complete and submitted for permitting; solicitations for contractors in process; site plan approved by the county for the full build out and relocation of the church; last minute conditions imposed by the County for road improvements were resolved but they caused a two weeks delay.
 6. Mater East Middle/High – The plans for expansion and repositioning of the facility [990 Building] as a K-5 are in the City; this will require a public hearing; City is raising new traffic concerns; the realistic schedule for this project is between August 2021 – August 2022 due to inability to obtain the required public hearing and the traffic concerns being raised by the City.
- iv. Fernando Zulueta recommends that a 5 year plan projection be created due to the grant.
- v. Options for seeking tax exempt status for Mater Inc., the Delaware entity.
 1. This organization was formed 5 years ago for the purposes of entering into a district agreement with the schools in Nevada; the agreement still has not been signed And application for tax exempt status has not been filed. Review of options to obtain tax exempt status. President Blanch would like to seek qualified authorization to continue discussions with Joe Raia, Antonio Roca and others involved & the ability to formalize the structure.



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2. **APPROVED:** The Board approved to authorize President Blanch, as discussed, to continue conversations with counsel on optional grounds for seeking tax exempt status and to make final determination on this matter.

Motion to approve by Maurene Balmaseda; second by Shannie Sadesky; motion passed unanimously

- f. Items by the Chief Academic Officer (*Ms. Judy Marty*)
 - i. Misc. Updates
 - ii. Florida Best & Brightest
 - iii. Student Registration 20-21 School Year

5. **ADJOURNED MEETING**

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The minutes were adopted by the Board of Directors at a meeting held on April 30, 2020.



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**Mater Academy, Inc.
Meeting of the Board of Directors
April 30, 2020**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda
Javier Jerez

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Called to order
- b. Established a quorum
- c. US News & World Report High School Rankings
 - i. 26 Academica Schools Ranked *(See attached for full list)*
 - ii. Mater Performing Arts & Entertainment Academy is ranked #17 in Miami-Dade County and #30 in Florida.
 - iii. iMater Preparatory Academy High School is ranked #19 in Miami-Dade County and #35 in Florida.
 - iv. Mater Academy Charter High School is ranked #20 in Miami-Dade County and #37 in Florida.
 - v. Mater Academy Lakes High School is ranked #25 in Miami-Dade County and #78 in Florida.
 - vi. Mater Academy East High School is ranked #30 in Miami-Dade County and #111 in Florida.

2. PUBLIC COMMENT

- a. There were no comments by the public at this time.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the minutes from the April 14, 2020 Board of Directors Meeting, pending review by the Board President & Counsel.
- b. **RATIFIED:** The Board ratified the amended 2020-2021 School Year Calendar which adds Teacher Planning Days on November 23rd and 24th and removes Teacher Planning Days which were scheduled for January 22nd and March 26th. The Board further authorizes each Principal to determine for their school(s) which Teacher Planning Days shall be considered "Opt Days" and which days shall be Early Release Days (ensuring that they meet or exceed the state mandated min. hours of instruction).
- c. **APPROVED:** The Board approved the Revised Title 1 Budgets.



- d. **APPROVED:** The Board approved the Best & Brightest “add-on” fund allocation plans for the individual schools, as attached.
- e. **APPROVED:** The Board approved to grant all eligible teachers an extension on their temporary teaching certificates; further authorizing the Chief Academic Officer to provide each teacher a letter of approval on behalf of the Board of Directors.

Motion to approve the consent agenda by Idalia Suarez; second by C. Crousillat; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. Presentation by Doral College (*Douglas Rodriguez & Lourdes Isla*)
 - i. Bachelors in Elementary Education (BSED) approval
 - ii. General Knowledge tutoring course
 - iii. Clinical Supervision Education course by Doral College
 - iv. Criteria for BSED scholarship
- b. **APPROVED:** The Board approved to request an emergency contract amendment to expand Mater Academy Virtual’s allowable grade levels to K-12 and to increase enrollment capacity to service the needs of the Mater community.
Motion to approve by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously
- c. Additional Items by the President & Board Counsel (*Roberto Blanch & Joe Raia*)
 - i. **APPROVED:** The Board approved to ratify the Osceola closing and all actions taken.
Motion to approve by Shannie Sadesky; second by Idalia Suarez; motion passed unanimously
 - ii. Invitations open to bid for Osceola high school submitted to various contractors.
 - iii. Report on LOI for vacant lot on 427 SW 5 Avenue; will report back on any developments; Joe Raia states that the LOI was accepted by the seller and parties commenced negotiating a contract.
 - iv. Report on CMR/GC proposals for Brickell; received the bids from the two new bidders and updated responses from the original bidders; all bids were being reviewed and assessed; there will be an interview process; and board action will be requested at the next meeting.
 - v. Report on winning federal grant, revising proposed budget to be submitted for approval, and developing strategy for implementation.
- d. Update by High School Principals on Graduation Plans
 - i. Mater Academy High School & Mater Academy Performing Arts (*Tiger Nunez*)
 - ii. Mater Academy East High School (*Jenny Aguirre*)
 - iii. Mater Academy Lakes High School (*Rene Rovirosa*)
 - iv. iMater Preparatory Academy High School (*Tessie Santalo*)
 - v. Mater Virtual Academy Charter Middle High School (*David Rovirosa*)
- e. Additional Items by the Chief Academic Officer (*Ms. Judy Marty*)
 - i. i-Ready AP3
 - ii. Student Registration
- f. Additional Items by the Board, Principals or ESP
 - i. There were no additional items at this time.

5. ANNOUNCEMENTS & NOTIFICATIONS

- a. The following High-Performing Amendments are scheduled to be on the May School Board Agenda:
 - i. iMater Middle School (#6014) – 15-year term extension



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- ii. iMater Preparatory Academy High School (#7090) – 15-year term extension
- iii. Mater Academy Bay Middle School (#6032) – 15year term extension
- iv. Mater Gardens Academy (#0312) - Reduce grade levels from a K-8 to a K-5

b. The next Board Meeting is scheduled for May 14th at 10am

6. **ADJOURNED MEETING**

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The minutes were adopted by the Board of Directors at a meeting held on June 23, 2020.



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**Mater Academy, Inc.
Meeting of the Board of Directors
June 10, 2020**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Absent)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Meeting called to order.
- b. A quorum was established.

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved to ratify the adoption of the MDCPS Threat Assessment Policy.
- b. **APPROVED:** The Board approved to authorize the President to hear presentations from three insurance companies on how MAF might structure insurance for the several schools it plans to acquire and expand with bond proceeds; the companies will present their credentials and approaches to effective strategies and Mr. Blanch will report to the Board at the June 23rd Board Meeting or later with his recommendations.
- c. **APPROVED:** The Board approved to authorize the President to review the different proposals and make a recommendation to replace the defective AC units at Mater Academy East.

Motion to approve the consent agenda by C. Christian Crousillat; second by Idalia Suarez; motion passed unanimously.

4. ACTION & DISCUSSION ITEMS

- a. **APPROVED:** The Board approved the request for approval by Mater Academy Bay to hold an on-campus summer program.
Motion to approve by Idalia Suarez; second by C. Christian Crousillat; motion passed unanimously



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- b. **APPROVED:** The Board approved to retain Link Construction to provide CMR services and, at Mater's option, General Contractor services for the Mater Brickell project.

- i. 6 proposals were received and reviewed pursuant to an extensive process described by the president and the Chairman.

Motion to approve by Idalia Suarez; second by C. Christian Crousillat; motion passed unanimously

- c. Additional Items by the Board, Principals or ESP

- i. Collette Papa discusses the Close-up trips that were cancelled due to Covid-19; Close up is retaining \$300 per family; Collette would like to send a letter on behalf of all networks requesting a full refund; the board agrees and would like this item to be fully pursued for the benefit of the families.
- ii. Update on possible school scenarios for an August opening.

5. **ANNOUNCEMENTS & NOTIFICATIONS**

- a. The Annual Board Meeting is scheduled for June 23rd at 10am

6. **ADJOURN MEETING**

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**Mater Academy, Inc.
Annual Meeting of the Board of Directors
June 23, 2020**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Absent)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Present)*

Minutes

1. OPENING EXERCISES

- a. Called to Order
- b. Established a Quorum

2. PUBLIC COMMENT

- a. There were no comments by the public at this time.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the April 30, 2020 Board of Directors Meeting.
- b. **APPROVED:** The Board approved the Minutes from the June 10, 2020 Board of Directors Meeting.
- c. **APPROVED:** The Board approved the Revised Best & Brightest Allocation Plan for Mater Academy Bay Elementary, Middle and High Schools.
- d. **APPROVED:** The Board approved to Ratify the requests to extend the Temporary Certificates for 2 years, based on the extenuating circumstances surrounding COVID-19.
- e. **APPROVED:** The Board approved the 2020-2021 Parent Involvement Representatives.
- f. **APPROVED:** The Board approved to Ratify & Reapprove the Board Policies & Procedures, including:
 - i. Conflict of Interest *(Each Board Member is required to sign and return the written acceptance form)*
 - ii. Ethics
 - iii. Whistle Blower
 - iv. Professional Development Plan for Administrators
 - v. Florida High School Athletic Association (FHSA)
 - vi. Student Enrollment / Lottery
 - vii. Internet Safety Policy



Note: No changes have been made to any of these policies since the Board's last adoption.

- g. **APPROVED:** The Board approved to Receive and File the financial statements for the period ending March 31, 2019.
- h. **APPROVED:** The Board approved the Wellness Policy.
- i. **APPROVED:** The Board approved to authorize the Board President the ability to approve any year-end financial items which may be necessary to close the books.
- j. **APPROVED:** The Board approved Articulation Agreement for the 2020-2021 school year. (*Note: No changes have been made since the Board's last adoption.*)
- k. **APPROVED:** The Board approved the Colegio and Our Virtual Distance Learning Program Parent Consent Form.
- l. **APPROVED:** The Board approved to continue to utilize the Florida Consortium of Public Charter Schools Teacher Observation and Evaluation Tool for the individual schools.
- m. **APPROVED:** The Board approved the submittal of the Mental Health Allocation Plans for those schools creating their own and further approved the schools who wish to opt-in to the district plan, the ability to do so, as well.
- n. **APPROVED:** The Board approved Board Members and Officers for the 2020-2021 School Year:
 - i. Cesar Christian Crousillat, Board Chair
 - ii. Shannie Sadesky, Vice-Chair
 - iii. Idalia Suarez, Secretary
 - iv. Maurene Sotero Balmaseda, Director
 - v. Javier Jerez, Director – Mr. Jerez was not nominated to continue as a member of the Board due to other commitments.
 - vi. Roberto Blanch, Esq., President (*Non-Voting*)

Motion to approve the consent agenda by C. Christian Crousillat; second by Idalia Suarez; motion passed unanimously

4. ACTION & DISCUSSION ITEMS

- a. President & Board Counsel Items (*Roberto Blanch & Joe Raia*)
 - i. Update on Bond Transaction
 - ii. Structure of SLAM; discussions of bonds and the SLAM structure; Board is in agreement to become independent of SLAM; SLAM has expressed interest in becoming independent for accreditation purposes; will be further discussions with SLAM and will come back to this Board at a future meeting.
 - iii. Grant Report, including proposed budget and staffing.
- b. Report by the Chief Academic Officer (*Judy Marty*)
 - i. Working with a sub-committee with representatives from the other networks; presented to all Florida principals yesterday on reopening of schools.
- c. Discuss & Request for Approval:
 - i. **APPROVED:** The Board discussed and approved the following Mater Academy Grove projects:
 - 1. First Floor Lunch Area Extension – Estimated cost \$180k to \$200k
 - 2. Fifth Floor Closing Up of Terrace Area – Estimated cost \$350k to \$400k
 - 3. These costs do not include FFE; these are construction costs only.

Motion to approve by C. Christian Crousillat; second by Shannie Sadesky; motion passed unanimously
- d. Financial Report (*Alina Chester*)



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- i. **APPROVED:** The Board reviewed and approved the Final 2019-2020 Annual Budgets.
- ii. **APPROVED:** The Board reviewed and approved the Proposed 2020-20201 Annual Budgets.

Motion to approve by C. Christian Crousillat; second by Idalia Suarez; motion passed

- e. Presentation by Doral College (*Doug Rodriguez & Lourdes Isla*)
 - i. Starting the Bachelor of Education program in the Fall with about 40 students; Ryan Kairalla discussed the Sponsorship program; structured as a student loan, however if they fulfill their service commitment to Mater, then the loan would be forgiven. Doral College has developed a sample agreement between the Board and the student, which will be shared with the Board and can be amended as necessary.
 - ii. Additional funding for AP courses
- f. Additional Items by the Board, Principals or ESP

5. **ANNOUNCEMENTS & NOTIFICATIONS**

6. **ADJOURNED MEETING**

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**Mater Academy, Inc.
Meeting of the Board of Directors
August 9, 2019**

Directors

Cesar Christian Crousillat, Board Chair *(Present)*
Shannie Sadesky, Vice-Chair *(Present)*
Idalia Suarez, Secretary *(Present)*
Maurene Sotero Balmaseda *(Absent)*
Javier Jerez *(Absent)*

Roberto Blanch, Esq., President *(Present)*
Judith Marty, Chief Academic Officer *(Present)*
Joseph L. Raia, Esq., Counsel for Mater Academy, Inc. *(Absent)*

Minutes

1. OPENING EXERCISES

- a. Meeting called to order
- b. A quorum was established

2. PUBLIC COMMENT

- a. There were no comments by the public.

3. CONSENT AGENDA

- a. **APPROVED:** The Board approved the Minutes from the June 10, 2019 Board of Directors Meeting.
- b. **APPROVED:** The Board approved to Renew the following charter school contracts which currently expire on June 30, 2020; further approving 15- year renewals for all High Performing Schools:
 - i. Mater Academy East Charter Middle School #6009
 - ii. Mater International Academy #3000
- c. **APPROVED:** The Board approved the Out of Field Waivers.
- d. **APPROVED:** The Board approved to Ratify the Mental Health Plans & Allocations for the individual schools.
- e. **APPROVED:** The Board approved the Title 1 Budgets for the individual schools.
- f. **APPROVED:** The Board approved to Ratify the Mater Gardens Technology Purchase from IT Savvy.
- g. **APPROVED:** The Board approved the Wellness Policy.

Motion to approve the consent agenda by Idalia Suarez; second by Shannie Sadesky; motion passed unanimously



4. ACTION & DISCUSSION ITEMS

- a. **APPROVED:** The Board approved to designate David Rovirosa as the Principal of Mater Academy Virtual Middle High #6997.
Motion to approve by Shannie Sadeksy; second by Chris Crousillat; motion passed unanimously
- b. Discussed: Purchase of the "8060 parcel"
 - i. Previously discussed and board approved to purchase for additional parking; notifying the Board that during the due diligence process, the environmental consultants discovered possible contamination at the property; upon further evaluation by the consultant it was determined that the only concern was that the land be filled with something appropriate for future development; Dynatech expressed little concern; did advise to fill the land with proper, solid fill and vacate and abandon the septic tank and drain field; flush out and clean out drainage on the property; estimated cost is \$20k; went back to the seller and asked for a reduction in price; agreed to a \$10k reduction; consensus by Admin is that they need for the parcel for additional parking, so they would like to continue with the transaction; discussed possible future use of land; perhaps adding an additional 8 classrooms; recommendation today is to ratify the modification of purchase price and contract and acknowledge the \$20k expense to prep the site.
 - ii. **APPROVED:** The Board approved to Ratify the modification of purchase price and contact for the 8060 parcel; further acknowledging the \$20k expense, as discussed.
Motion to approve by Shannie Sadeksy; second by Chris Crousillat; motion passed unanimously
- c. Other Items by the President, Board, Staff, or ESSP
 - i. There were no additional items at this time.

5. ANNOUNCEMENTS & NOTIFICATIONS

- a. The Next Regular Board Meeting will be on September 16, 2019 at Mater Academy Brighton Lakes.

6. ADJOURNED MEETING

The undersigned hereby certifies that he/she is an Officer of MATER ACADEMY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation.

The minutes were adopted by the Board of Directors at a meeting held on September 16, 2019.