

Independence Charter School-CC

Minutes from BOT Meeting of Wednesday, December 12, 2018

Location: 1600 Lombard St., Philadelphia, PA

Time: 6:00 PM

Next meeting: Wednesday, February 13, 2019

Board Attendees:

Sharon Berney	present	Timothy Spreitzer	present
Camilo Dominguez	present	Jo Tionson Perez	present
Jamila Dugan	present	Mehreen Zaman	absent
Maureen Eagen	present		
Rachel Hudson	absent	<i>Ex-officio</i>	
Jamill Jones	absent	Tanya Ruley-Mayo	present
Allison Kelsey	present	<i>Also Attending</i>	
Michele Lamm	absent	Ramzy Andrawos	(staff)
Harry Moseley	present	Patricia Cirone	(staff)
Gina Mosley	absent	Mike Danyo	(Santilli & Thomson)
Krista Pfeiffer	present	Kristen Long	(staff)
Rachel Salis	present	Dave Peterson	(staff)
Silverman			
Eleanor Sharpe	present		
Virgil Sheppard	absent		

Who	What
Eagen	Maureen called the meeting to order at 6:10 pm. Maureen gave everyone a moment to complete the Conflict of Interest document.
Eagen	Approval of Minutes Maureen asked for approval of the November 14, 2018 minutes. Jo Tionson Perez stated that in earlier board meetings there was discussion around not doing the ALICE training with lower grades. Kristen Long responded that the training will be done school-wide, but the lower school training will look different from what is done in the middle school. Motion to Approve: Tim Spreitzer 2nd: Allison Kelsey Abstain: J. Tionson Perez, S. Berney, J. Dugan, E. Sharpe Action: Passed (voice vote) Maureen asked for approval of the November 28, 2018 minutes. Motion to Approve: Allison Kelsey 2nd: Timothy Spreitzer Abstain: E. Sharpe, C. Dominguez, K. Pfeiffer Action: Passed (voice vote)
Eagen	Maureen asked if there were any public comment.

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	There was no public comment.
Ruley-Mayo	<p>CEO Report – Tanya reported the following:</p> <ul style="list-style-type: none"> • Onboarding - Tomorrow marks her completion of the first month as ICS CEO, First month has been great and she has <ul style="list-style-type: none"> ➤ formally established the leadership team ➤ been working on a comprehensive list of external constituents ➤ had a number of classroom visits and key meetings <ul style="list-style-type: none"> ○ Attended Charter School Office (CSO) Convening – great opportunity to connect with the CSO team members in person ○ Attended Philly Charter Steering Committee meeting – most of their work centers around a common application for all charters. ICS is not currently participating in the common application process, but this was a great way to get up to speed on what that could mean and what the implications are if we decided to participate. A meeting will be scheduled in January with the project manager to get a more in-depth understanding. There is potentially a cost to participate. ➤ attended several ICS committee meetings ➤ reached out ICS West to get a sense of what is happening there • ICS had McKinney Vento Monitoring Visit – this is a review of our approach and response to homeless youth with our counselors. The visit went well and we are waiting on recommendations and feedback from the monitoring visit. Once received, Tanya will share the information with the Board. • Fundraising <ul style="list-style-type: none"> Annual Appeal <ul style="list-style-type: none"> ➤ By now, everyone should have received an email and the appeal letter ➤ The campaign will run from December through the first week of January ➤ Campaign is live on JustGiving https://www.justgiving.com/campaign/icsappeal2018 Take Flight <ul style="list-style-type: none"> ➤ ICS held a Chipotle Night - \$469 was raised (\$1,407 in sales) ➤ Pocono House Raffle \$5k was raised • Activities & Events <ul style="list-style-type: none"> ➤ ICS students finished the Philadelphia Half Marathon on November 18 ➤ Ballroom Dancing classes performed on December 6 for ICS community and placed Silver in the December 11 semi-finals at Chester Arthur School ➤ Staff Holiday Party to be held on December 14 ➤ The annual Teachers are Souper luncheon sponsored by the PTA is on December 14 ➤ PTA is sponsoring a movie night on December 19 • One Program Model – timeline update <ul style="list-style-type: none"> ➤ CSO did not make a recommendation to the PSD in time for their December meeting to pass the resolution to amend our charter. CSO will make a recommendation to PSD during their January 10 meeting for the resolution to be on PSD’s agenda for the January 17 Board meeting.

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Long	<p>Principal's Report: Kristen reported the following:</p> <ul style="list-style-type: none"> • One Program Model <ul style="list-style-type: none"> ➤ Commitment to Diversity <ul style="list-style-type: none"> ○ Have had several telephone conversations with the CSO. Kristen also had a telephone conversation with Christina Grant the Director of the Charter School Office. Ms. Grant questioned whether moving to the one program model will make ICS less diverse. Although we had addressed this concern in earlier conversations with others from the CSO office and provided a written report, Kristen reviewed the various strategies that will be used to ensure that ICS remains diverse. Kristen also provided data as to why all families will still choose ICS. ➤ Lottery <ul style="list-style-type: none"> ○ For the 2019-2020 lottery, we had to submit our application to the CSO office in the fall. The application we submitted did not include a program selection. If we are not granted a charter amendment, we will first call the families with siblings who are entering Kindergarten and ask which program they want the student to be enrolled. The families picked the night of the lottery will be called in the order they were picked and ask them to select a program. ➤ 2019-2020 Pilot Program <ul style="list-style-type: none"> ○ CSO asked if we would be willing to do a pilot program for the 2019-2020 year to see if switching to a one-model program would affect the diversity of families applying. Kristen responded that we would be willing to do a pilot program. • 2017-18 PSSA Results (Academic Achievement) – Kristen stated that the following is a data preview. She went onto say that we have not received our SPR score yet from the District (District's Report Card) and a more in-depth presentation will take place during the February Board meeting. <ul style="list-style-type: none"> ➤ ELA: 65.8% Scored Proficient or Advanced (state 61.4%) <ul style="list-style-type: none"> ○ Continued three-year trend of increased scores, approximately 1.5% per year ○ Future Ready Measures of Progress Target Groups-- <ul style="list-style-type: none"> • ELL, Student w/ Disabilities, Hispanic Students ➤ Math: 47.8% Scored Proficient or Advanced (state 42.0%) <ul style="list-style-type: none"> ○ Future Ready Measures of Progress Target Groups -- <ul style="list-style-type: none"> • African American Students, Multi-Racial Students (Non-Hispanic), Students w/ Disabilities, ELL, Economically Disadvantaged • Math scores increased approximately 3.4% over last year ➤ Science: 60.6% Scored Proficient or Advanced (state 64.8%) <ul style="list-style-type: none"> • Three-year trend of decreased performance by approximately 1% <p>Kristen stated that science is still an area we're struggling in and are making a more</p>

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	<p>concerted effort this year in regard to our science scores. This will require more test prep. We also have new a science content leader who is working more with our elementary science to look at our vertical alignment.</p> <ul style="list-style-type: none"> • PVASS (Indicators of Growth) <ul style="list-style-type: none"> ➤ ELA <ul style="list-style-type: none"> ○ Green - Year to year growth in grades 4-8 ○ Dark Blue/Light Blue – More than one year's growth in grades 5 and 7 ○ Green - Demonstrates one year's growth in grade 8 ○ Yellow/Red - No evidence or little evidence/decrease in demonstrating one year's growth, which means we are not showing evidence of growth. We found that for grade 4 and grade 6 was the yellow. Grade 4 is a big target area for us this year. ➤ Math <ul style="list-style-type: none"> ○ Dark Blue - Demonstrates Evidence of more than one year's growth in grades 4-8 ○ Dark Blue/Light Blue - Evidence of more than one year's growth in grades 6, 7 and 8 ○ Green - Demonstrates one year's growth in grade 5 ○ Red - No evidence or possible decrease in demonstrating one year's growth in grade 4. Kristen stated that many of the interventions that we did last year in grades 5 and 6, we are now doing with grade 4. ➤ Science <ul style="list-style-type: none"> ○ Yellow/Red - No evidence or possible decrease in demonstrating one year's growth in grades 4 and 8 <p>A brief discussion followed the presentation.</p>
Danyo	<p>Financial Report: Mike Reported the following</p> <ul style="list-style-type: none"> • Did budget adjustments for October • Currently have 130 special education students enrolled – an increase from November • New subsidy rates have been added to budget – adding \$1.2 million in revenue. \$900,000 of that was related to the new subsidy rates and our increased special education population. • Had budgeted \$10,000 of earned interest on Money Market Account – earned \$62,000 in interest. • Had \$142,000 in carryover in Federal Programs from last fiscal year and received an increase in Title IV funds this fiscal year • Have increased expenses by \$500,000 - \$450,000 directly related to regular and special educations services. • Approved Private Schools along with one-on-one aides has really increased. • After all the adjustments, the new projected surplus is \$874,065. However, the District could adjust their subsidy numbers which would impact the surplus. • Will probably have to add more money to professional services by the end of the year.

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	<ul style="list-style-type: none"> • General Fund Revenue over expenses current - \$509,364 under projected budget by \$36,296. • Food Service Revenue over expenses current – (\$1,385) over by projected budgeted by \$13,482. • Have 184 days of cash on hand • Audit Review – dates have to be picked by Audit Committee for review <p>October Disbursements Be it resolved that the Independence Charter School Board of Trustees hereby approves disbursements from the month of October 2018 in the amount of \$379,460.35.</p> <p>Motion to Approve: Timothy Spreitzer 2nd: Sharon Berney Action: Passed unanimously (voice vote)</p>
	<p>Committee Reports: Finance Committee Harry Moseley reported the following: In connection with construction financing, there are certain documents that we have to have even though a resolution was passed to do the financing. A preliminary closing is scheduled for December 21 and the following Bond Closing Agreement must be passed.</p> <p>Maureen Eagen stated that the Resolution was sent to the Board prior to the meeting for review. She asked if anyone had any questions before it is voted on. There were no questions.</p> <p style="text-align: center;">RESOLUTIONS OF THE BOARD OF TRUSTEES OF INDEPENDENCE CHARTER SCHOOL</p> <p>WHEREAS, INDEPENDENCE Charter School, INC., a Pennsylvania non-profit corporation (the "School") and Worlds of Opportunity Foundation (the "Foundation" and together with the School, the "Borrowers"), a nonprofit corporation and an affiliate of the School, desire to enter into a transaction pursuant to which the Philadelphia Authority for Industrial Development (the "Authority") will issue up to \$23,000,000 aggregate principal amount of its bonds, in one or more series (the "Bonds"), in order to finance a project (the "2018 Project") consisting of: (1) the current refunding of all or a portion of the Authority's outstanding Revenue Bonds (Independence Charter School Project) Series of 2007A (Tax-Exempt) previously issued by the Authority (the "Refunding Project"); (2) a capital project (the "Capital Project") consisting of the financing of the costs of: (i) an expansion of the school building located at 16th and Lombard Streets, Philadelphia, Pennsylvania (formerly known as the Durham School) (the "School"), consisting of a new approximately 13,000 square foot wing; (ii) renovations to approximately 6,000 square feet of the School; (iii) various equipment for use at the School; and (iv) other related capital costs (such Capital Project including a cafeteria, gymnasium, classrooms, and rooftop playground); and (3) the funding of: (i) a debt service reserve fund for the Bonds (if required); and (ii) the costs of issuing the Bonds; and</p> <p style="text-align: center;">WHEREAS, the Borrowers have engaged BB&T Capital Markets, a division of</p>

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	<p>BB&T Securities, LLC, to act as a financial advisor to the Borrowers (the “Financial Advisor”) in connection with the direct sale of the Bonds to Sunflower Bank, N.A. (or an affiliate thereof) or another financial institution to be selected by the Borrowers (the “Direct Purchaser”); and</p> <p>WHEREAS, the Bonds will be issued under and subject to a Loan and Trust Agreement (the “Loan Agreement”), among the Authority, the Borrowers and a trustee to be approved by the Authority (the “Trustee”), and the Authority will loan the proceeds of the Bonds to the Borrowers pursuant to the Loan Agreement to finance the 2018 Project (the “Loan”); and</p> <p>WHEREAS, the School will continue to lease the School from the Foundation or 1600 Lombard Associates, L.P., a wholly-owned subsidiary of the Foundation (the “Landlord”), pursuant to either the existing lease in place with the Landlord, or a newly executed lease with the Landlord (the “Lease”); and</p> <p>WHEREAS, the Loan will be secured by a mortgage (the “Mortgage”) encumbering the School and a Pledge and Security Agreement (the “Pledge and Security Agreement”) by the Borrowers in favor of the Trustee. In addition, the School may be a party to a bond purchase agreement with the Direct Purchaser and the Authority (the “BPA”) (the BPA, Agreement, Mortgage, Pledge and Security Agreement, Lease and other documents, instruments and undertakings evidencing and securing the Loan are hereinafter collectively referred to as the “Loan Documents”);</p> <p>WHEREAS, the Board of Trustees of the School has determined that the 2018 Project and the entering into of the Loan is in the best interest of the School; and</p> <p>NOW, THEREFORE, BE IT RESOLVED that the School hereby approves the 2018 Project and the Loan in all respects and approves the granting of a mortgage lien on the School in favor of the Trustee as contemplated by the Mortgage, and the granting of a security interest in all of the School’s Collateral in favor of the Trustee as contemplated by the Pledge and Security Agreement; and</p> <p>FURTHER RESOLVED, that the Chair and any other officer of the School are hereby severally authorized, directed and empowered to execute and deliver the Agreement, any related promissory note, the Mortgage, the Pledge and Security Agreement, the BPA, the Lease, any letter of instruction or escrow deposit agreement in connection with the Refunding Project and any other Loan Documents and any certificates or other instruments as may be required by the Authority or the Trustee for the Loan and to effect the 2018 Project and the sale and purchase of the Bonds (“Closing”); and</p> <p>FURTHER RESOLVED, that, in connection with the Refunding Project, the Chair and any other officer of the School are hereby severally authorized, directed and empowered to: (i) terminate that certain Debt Service Reserve Fund Agreement dated as of October 11, 2007, by and among the School, the Foundation, The Bank of New York Trust Company, N.A, Morgan Stanley Capital Services Inc. and Morgan Stanley & Co. Incorporated; and (ii) execute and deliver any documents necessary or useful to terminate or amend any prior lease, loan and security agreement, mortgage, pledge and security agreement or any other instruments.</p> <p>FURTHER RESOLVED, that the Chair and any other officer of the School, are each hereby authorized and directed to or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as they may</p>

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	<p>deem necessary or appropriate to carry into effect the full intent and purposes of the foregoing resolutions; and</p> <p>FURTHER RESOLVED, that all acts of any officer, agent, employee, attorney, or others acting for or on behalf of this School, which are in accord with the intent, purpose and spirit of this Resolution, and whether heretofore or hereafter done or taken shall be, and the same hereby are, ratified, confirmed and adopted in all respects, and any party may rely upon the continuing efficacy of this Resolution and the power of any person to act as aforesaid, until this Resolution shall have been revoked in a subsequent writing executed by this School; and</p> <p>FURTHER RESOLVED, that the Secretary of the School is hereby authorized and directed to insert this resolution into the minutes of the meetings of the Board of Trustees and to certify this resolution in connection with the Closing.</p> <p>Resolved and effective this 12th day of December, 2018</p> <p>Motion to Approve: Harry Moseley 2nd: Maureen Eagen Action: Passed unanimously (voice vote)</p>
Eagen	<p>Resolutions</p> <p>Dave Peterson explained that E-Rate On-line is a firm specializing in the comprehensive application filing, reimbursement tracking and reporting services for schools and libraries that participate in the E-rate federal reimbursement program. He further explained that the FCC's E-rate program makes telecommunications and information services more affordable for schools and libraries. With funding from the Universal Service Fund, E-rate provides discounts for telecommunications, internet access and internal connections to eligible schools and libraries based on their poverty level.</p> <p>E-Rate On-line Contract Renewal</p> <p>Be it resolved that the Independence Charter School Board of Trustees hereby agrees to renew with E-Rate Online for USF E-Rate Filing Services for an annual cost of \$3,000. The terms of the contract are January 1, 2019 to December 31, 2019.</p> <p>Motion to Approve: Jamila Dugan 2nd: Allison Kelsey Action: Passed unanimously (voice vote)</p>
	<p>Committee Reports Continued Communication & Development</p> <p>Rachel Salis-Silverman reported the following</p> <ul style="list-style-type: none"> • Kicked off this year's Annual Appeal Campaign – letters were mailed, emails sent and it is posted on social media • Last year \$35,000 was raised – hope to equal or surpass that this year • Goal is to have 100% Board participation • Board members may set-up monthly donations through JustGiving • Appeal will run from December through the first week of January • Committee will focus on larger goals at their next meeting <p>Jo Tiongson-Perez added that last year's appeal started earlier on Giving Tuesday and she wouldn't be surprised if we fell a little short this year.</p>

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Who	What
	A discussion followed on how the money raised is recorded in the budget and how it is spent.
Spreitzer	Construction Update Tim reported the following: <ul style="list-style-type: none">• Held second Town Hall Meeting on December 6<ul style="list-style-type: none">○ Great turn out○ Great questions and discussion – followed same format as November meeting○ Received positive feedback○ Only negative comments were around impact on parking during construction• Have applied for construction permits• Will meet with Center City Residents Association (CCRA) to present proposed project within the next month• Waiting on date for zoning board meeting• Construction schedule currently in holding pattern until we go in front of zoning board• Committee will meet again next week
Eagen	Adjournment Motion to Adjourn: Allison Kelsey 2nd: Timothy Spreitzer Action: Passed unanimously (voice vote) Maureen adjourned the meeting at 7:25 pm

Respectfully submitted by: Patricia Cirone