MINUTES OF SAMUELI ACADEMY GOVERNANCE COMMITTEE

Tuesday, October 4, 2022 - 4:00 PM
Held via Zoom

Attendees: Chris Scheithauer, Sandi Jackson, Shannon Zech, Robert Santana, Anthony Saba, Chris Simonsen, John Luker, Tyler Kunnel, Rick Wiepking, Paul Tobin, and Andrea Geans

I. Opening Item

The meeting was called to order by Chris Scheithauer.

II. Governance Committee findings pursuant to Government Code Section 54953(e)

The Charter School Governance Committee determines, in accordance with Government Code Section 54953(e)(1)(B), that meeting in person would present imminent risks to the health or safety of attendees. Pursuant to Government Code Section 54953(e)(3), the Governance Committee has also reconsidered the circumstances of the State of Emergency declared by the Governor on March 4, 2020, and finds the State of Emergency continues to directly impact the ability of the Committee to meet safely in person and/or that State or local officials continue to impose or recommend measures to promote social distancing.

A motion was made by Robert Santana, seconded by Sandi Jackson, and carried to approve the Committee findings pursuant to Government Code Section 54953(e) with a vote of:
4 – Ayes and 0 – Nays.

III. Public Comment

Chris Scheithauer opened the floor for public comment, but none was presented.

IV. Solar Acquisition

Recommended as an item for approval was the finalized contract agreements with the selected solar contractor, Motive Energy. Acting as counsel on behalf of Samueli Academy, Attorney Paul Tobin and members of the Buchalter Law Firm had conducted negotiations with the legal team of Motive Energy to finalize documents:

- Operating Agreement between Investor (Bob Istwan) and Samueli Academy for the establishment of the Samueli PPA LLC - a $784,000 investment for Samueli Academy,
- Motive and Samueli LLC PV Agreement - an overall purchase agreement,
- Solar Purchase Power Agreement between Samueli PPA LLC and Samueli Academy - for the purchase of power at $.01 per kilowatt-hour,
- Site Lease Agreement - to be approved by Orangewood Real Property and F & M Bank.

The Committee reviewed all documents. Discussion followed:

- Lessor/Lessee invested interest of ninety-nine/one percent, respectively,
- Transfer of ownership to Samueli Academy after six years,
- Six years from contract commencement date (early 2023) will be noted on the compliance calendar as a reminder,

- After drawings/plans are gathered, they will be submitted to the city of Santa Ana,
- The Samueli LLC will receive funds immediately to allow for consistent payments,
- Everything will be disclosed in Form 990 and annual Audit.

John thanked members of the Governance Committee and the Buchalter team for their steadfast support and guidance.

A motion was made by Robert Santana, seconded by Shannon Zech, and carried to approve the Solar PV Purchase and Installment Agreement, the Solar Power Purchase Agreement, and the Operation Agreement with a vote of: 3 - Ayes, 0 - Nays, and 1 - Abstention by Sandi Jackson.

V. Marquee Purchase

Recommended as an item for approval was the purchase of an updated marquee. Anthony Saba and Rick Wiepking explained that the current marquee was insufficient with outdated software, unavailable parts replacement, and network instability requiring manual repairs from the IT Department. The Committee reviewed and discussed the three separate quotes by Sterling Signs.

The agenda item was tabled until a future meeting where Anthony and Rick would provide bids from several vendors (and with multiple references). Anthony would also research a boiler plate contract for all similar and future projects.

VI. Bleachers Procurement

Recommended as an item for approval was the procurement of bleachers for soccer field seating. Anthony and Tyler Kunnel explained the two quotes provided for review - two eight-row bleacher options:

1.) Picket guardrail, and 2.) Chain-link guardrail. The Committee reviewed and discussed the two quotes by Great Western Recreation.

The agenda item was tabled until a future meeting where Anthony and Tyler would provide bids from several vendors.

VII. Board Approved Policies and Procedures

The Committee reviewed the agenda items approved by the full Board during the September meeting of the Board of Trustees, to see of their relevance on the Samueli Academy website and/or within the Board Approved Policies and Procedures Handbook.

VIII. Compliance Calendar

Chris Scheithauer reviewed the upcoming tasks within the Compliance Calendar. Scheduled for review in November:

- Post-Retreat Committee Responsibilities,
- Past Responsibilities of the Governance Committee,
- Past and potential Goals of the Board of Trustees and Governance Committee.

X. New Business

Chris Scheithauer asked for any new business, and none was presented.

XIV. Closed Session

Pursuant to California Government Code Sec. 54957, a motion was made at 5:28 pm by Sandi Jackson, seconded by Robert Santana, and carried to approve the Governance Committee meet in a closed session with the Executive Director to discuss his Performance Evaluation with a vote of: 4 – Ayes and 0 – Nays.

XV. Return to Open Session

The Committee returned to an open session at 6:15 pm with a vote of: 4 – Ayes and 0 – Nays.

Chris Scheithauer reported that during the closed session the Committee discussed with the Executive Director his Performance Evaluation and Goals for 2022-2023. The Executive Director will revise his goals and re-submit them to be discussed by the entire Board.

XIV. Adjournment

The October 4, 2022 Governance Committee meeting adjourned at 6:18 pm with a vote of: 4 – Ayes and 0 – Nays.

The next meeting will be held on Tuesday, November 1, 2022, at 4:00 pm.

Chris Scheithauer, Chair