

**Independence Charter School  
Board of Trustees Special Meeting  
May 30, 2007 7:00 pm**

**Board Members Present:** Becky Baehr (by phone, then in person), Anyabwile Banko'le, Ryan Boyer (in person, then by phone), Michelle Campbell, Joana Davis-Diaz (by phone), Susan Gobreski, Sean Hennessy, Rosina Miller, Laval Miller-Wilson (phone), Lisa Nelson-Haynes, Nicole Perkins Kilcullen, Pam Prell

**Board Members Absent:** Eric Cramer

**Others Present:** Ramzy Andrawos, Operations Manager; Jurate Krokys, Principal/CEO, Megan Steelman, Administrative Assistant; Dawn Ang, Cara Carroccia, Stephanie Kindt, Tina Kluetmeier, Robin Kohles, Robert Kopf, Karl Olsen, Ellen Pannell, Nathaniel Popkin, Alison Sprague, parents; Alan Wohlstetter, attorney.

**I. Call to Order**

**President Rosina Miller** called the meeting to order at 7:24 pm.

**II. Purpose for Meeting and Comments**

Rosina explained that this special meeting was called due to ICS receiving new information regarding the Durham building. She added that Board members have received information regarding changes that have taken place over the past few weeks. Realtor Steve Gendler has been working with Sullivan Construction regarding the budget for Durham. She asked parent/architect Robin Kohles to give an update.

Robin reported that she and Rosina met with representatives from Sullivan and reviewed the last Durham drawing, which includes the three extra classrooms. Sullivan's response includes their being the construction manager. Sullivan went through the drawings and did value engineering, which is a way of figuring out if there are ways to complete a project at a lower cost. Cuts suggested were: 1)HVAC that uses heat pumps, 2)stucco, instead of brick, and 3)no grand entrance to the building. The estimated cost is about \$15.15 million and to stretch to get four more classrooms, would be about \$15.55 million. Robin sent this information to Schrader, who completed the original plan. Schrader said it was difficult to evaluate, but they'd consider the Sullivan estimate to be at the low end and the Schrader estimate to be at the high end. Robin stated that she agrees with Schrader's comments. Rosina thanked Robin for her assistance.

Rosina asked for questions from the Board.

- Ryan: Sullivan has had some problems with labor unrest; if that happens, it could cost us.
- Sean: We haven't signed anything with Sullivan; we could always go with another company.
- Robin: I also put a 15% construction cost estimate in, instead of Sullivan's 10% in case we'd go with someone else.
- Ryan: I'd like to put some competition into it.
- Sean: What's the difference between HVAC and heat pumps?
- Robin: There's more maintenance with heat pumps, but heat pumps give the advantage of individual control per room. Please note that the plumbers and others haven't reviewed this, since we're no longer paying them.
- Pam: Are heat pumps environmentally sound?
- Robin: They're efficient, but not a special environmental model.

- Nicole: How big is the addition now?
- Robin: It is now 10,360 square feet; it was 7,200 square feet.
- Michelle: What did Schrader say about Sullivan's reputation?
- Robin: They didn't comment on that.
- Rosina: We've reviewed whether Sullivan can competitively bid and be the construction manager.
- Alan: We'd break the actual work day and have competitive bids for each section.
- Nicole: Can we get a guaranteed maximum price (GMP)? We'd need that for the bond.
- Alan: Yes, but there's always "reasonable allowance" situations, where they didn't have enough information.
- Robin: Within a few months, they could get the information needed to agree on the GMP.
- Rosina: Would January 2009 be the actual move in date?
- Robin: Yes, but it's tight.
- Michelle: How would the core program fit in?
- Robin: There would be 42 classrooms, 36 homerooms and 6 specials.; we need 9 special rooms for the core program. The cafeteria would be large enough to fit two grades at one time. The lunch period would be shorter.
- Susan: We could do half of what we do now.
- Nicole: We'd have to add staff, correct?
- Robin: Yes, there'd be 100 kids eating and 100 at recess.
- Jurate: My experience in 11 years at Hancock was that the kids would go out unless the weather was really bad. We might need to make use of the really wide hallways in that type of weather.
- Nicole: Schrader's analysis showed some concern about Sullivan's recommendations. What would these changes, like changing from brick to stucco, do to durability?
- Robin: I disagree a bit with Schrader on that. I'm a bit concerned with a metal base for stucco. I suggest something more durable for the bottom, where the wall would be hit by balls, etc.
- Nicole: To summarize, we'd get about 3,000 more square feet, but the total of \$15.5 million is still \$3million over our \$12.5 budget. I have a question for Laval: Are we any closer to a fundraising goal? (Laval was no longer on the phone line, so there was no response from him)
- Sean: I think we'd borrow \$15.17 with \$7.45 for construction.
- Nicole: Is that the right number?
- Sean: There were a couple of different numbers that were close together.
- Rosina: \$815,000 gives us a maximum of \$13.285 million to borrow.
- Robin: That's with 732 students.
- Alan: \$15.17 million would mean you'd need \$950,000 per year for debt service.
- Ryan: What's the substantial difference from before?
- Pam: The difference is we could move in without reducing middle school classes.
- Nicole: That was the same before, but we couldn't afford the teachers.
- Ryan: This process is very confusing to me. I don't want us to be known as a board that keeps changing its decisions.
- Jurate: By cycling kids in subject areas in middle school, you just need to handle homeroom, which is about 10 minutes a day.
- Susan: Can those materials from Jurate's Durham presentation be sent out to all the Board? That still needs to be reviewed for us to make sure it agrees with our long term goals.
- Jurate: To clarify, Jerry has checked the numbers in regard to our affording the teachers with this model.
- Rosina: I felt this warranted Board review.

- Alan: The realtor wants this to happen. Let's assume the School District will give an extension for a few months.
- Rosina: The realtor seems to feel that will be granted.
- Anyabwile: What's the timeframe of the construction review?
- Alan: We have as much as we're probably going to get until/unless we sign and pay someone.
- Nicole: The budget is so slightly different from the last time we voted on this; I think the real issue is whether we're going to consider the middle school program as Jurate presents. At some point, we need to know whether Jurate would recommend that model if we were to stay here.
- Pam: I think that our middle school just looks like Jurate's model; kids won't spend much time with their homeroom teachers.
- Susan: My concern has always been the cost. If we have a \$3 million deficit, what's getting cut? It's program choices versus facilities choices. The Board is the Board; that's just the way we do business.
- Pam: I don't think that's true of all things in our school. It's just that the facilities path is not so clear.
- Sean: There's not going to be an ideal. What are our viable alternatives? They might be different now than they were in March.
- Michelle: Where are we with RCAP grants, etc? We need to be clear that the debt we're talking about is with no fundraising.
- Susan: RCAP will be on the table wherever we go.
- Lisa: There can be delays with RCAPs.
- Nicole: In terms of getting the bond, we can't count fundraising that hasn't happened yet. In other words, we have to demonstrate that we have the funds, cash, in our budget to support the debt or they won't issue the bond, right?
- Alan: Yes, that's right. They'd want you to get further along on fundraising first.
- Rosina: You can also do it through program changes, which you hope not to have to make by actually raising the funds before the cuts would be made.
- Nicole: I don't like the sound of that.
- Anyabwile: To clarify, we never killed Durham; we agreed to stop spending money.
- Tina: Will there be a public comment period?
- Rosina: I hadn't planned on one. Susan moved to have a short public comment period; Ryan seconded. All agreed.
- Tina: Bond prices might have gone down at this point due to interest rates. If we request an appraisal and if it's found to have a lower value now, Sandra Dungee Glenn from the SRC agreed to try to get the price reduced.
- Anyabwile: We're at a point where politicians are calling us, not us calling them.
- Nathaniel: Remember, the \$15.5 target would be the low end.
- Alison: A lot of parents are not supportive of Durham. Maybe politicians could assist with space here. I'm also concerned with that there was such short notice for tonight's meeting.
- Rosina: This is the first time we have all talked about this since March. We're trying to keep all our options open.
- Stephanie: There was short notice for the meeting; we need parents, teachers, etc to be involved. It's not safe to have our school with a high school. Even charter schools that have K-12 split off the older kids.
- Rosina: This meeting was called on an emergency basis. We need to make a decision with the best information we have; our options are closing on both fronts.

### III. Executive Session

Rosina asked everyone except the Board to leave the room while the Board went into Executive Session at 8:30p.m.

**IV. New Business**

The public meeting reconvened at 9:47p.m.

Anyabwile moved resolution #1 authorizing the President to execute a lease extension; Pam seconded. The motion passed unanimously.

Nicole moved a second resolution regarding a sixth amendment to the agreement of sale for Durham; Lisa seconded. Clarification was given that this would be exactly the same as the fifth amendment with a three month extension. A roll call vote was taken:

Becky: Yes

Anyabwile: Yes

Michelle: Yes

Joana: Yes

Susan: Abstain

Sean: Yes

Rosina: Yes

Lisa: Yes

Nicole: No

Pam: Yes

**V. Adjournment**

**Anyabwile** moved for adjournment; Lisa seconded. The meeting was adjourned at 9:50 p.m.

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**Resolutions**

**Adopted**

Be it resolved that the ICS Board of Trustees authorizes the President to execute a lease extension for our current facility under terms approved by the Executive Committee.

Be it resolved that the ICS Board of Trustees authorizes the President to execute, under terms approved by the Committee of the Whole, a 6th Amendment to the Durham Agreement of Sale with the School District of Philadelphia, which extends the 5th Amendment by 3 months.