

AGENDA: Annual Meeting
Galileo School Board Meeting
The Galileo School Foundation, Inc.
May 12, 2021, 5:30 pm

Hybrid Meeting Options:

Zoom: <https://ucf.zoom.us/j/96398594611?pwd=cjZ6YUZHTDBYaWIGZ3RsWVlpdmInUT09>

In-person: Skyway campus

Reminder: Board members must recuse themselves from voting on any item that might be a conflict of interest.

- I. Pledge of Allegiance
- II. Celebrations/Recognitions
- III. Approve Minutes: April 21, 2021
- IV. Informational Items
 - a. Javier Rivera renew Board training, May 2021
 - b. Board Member: Review classroom video (sent by Mrs. Nunez) in lieu of annual onsite visit.
 - Then, complete Marzano Principal evaluation here:
<https://tinyurl.com/Marzano2021>
 - Upload final principal evaluation scores by May 30
- V. Principal Report (M. Nunez)
 - a. Update on CSP funds for Skyway
 - b. Update on loan forgiveness
- VI. Consent Agenda
 - a. Maintenance costs for Riverbend marquee sign
 - b. Code of Ethics for CEO/principal (Appendix B)
 - c. Approval of 2021-2022 staffing decisions: Reappointments, Non-Reappointments, Resignations
 - d. New Hire recommendations:
 - Kerry Sharkey, Elementary teacher, Skyway
 - Jasmin Gilliam - MS Science Teacher
 - Zachary Wahl - Elementary Teacher
 - Kristen Wyche - Elementary Teacher
- VII. Committee Reports
 - a. Standing Committee Reports
 - Budget and Finance Committee (MacLaren)
 - Update on bonds
 - Review quarterly budget
 - Update on Building Hope approval of early purchase of Riverbend facility

- Curriculum Committee
- Development & Grants (T. Marshall)
 - Update on Science campaign
 - Update on Auction for September
- Marketing (C. Edwards)

b. Special Committee Reports

- Facility Committee (K. Miller)
 - Facility updates: Skyway and Riverbend
- Strategic Planning Committee (R. Margadonna)
 - Update on Strategic Planning
- Health & Wellness Committee (J. Brodeur)

VIII. PTSA/SAC Updates

IX. Public comment

X. Old Business

XI. New Business

- Bond financing resolution (see Appendix A)
- Approve teacher and staff contracts
- Discuss Principal contract

XII. Upcoming Meetings

Adjournment

Calendar of Upcoming Meetings

JUNE/JULY Combined Meeting: June 22, 5:30 pm on Skyway camps

- Annual review of student achievement and retention data
- Annual review of Board's conflict of interest policy
- Annual review of board policies and procedures
- Operational issues
- Board recruitment
- Michele Gill, Debbie Hahs-Vaughn, Kevin Miller eligible for Board reappointment
- Schedule Curriculum Committee meeting for August

AUGUST 26 at 5:30 pm

- Sunshine Fund collections (\$50 pp)
- Annual review and updating of bylaws
- Review of quarterly budget

- Rich Margadonna eligible for Board reappointment
- Review Board goals for the year
- Plan Annual Meeting for September

APPENDIX A

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE GALILEO SCHOOL FOUNDATION, INC.**

The Board of Directors of **THE GALILEO SCHOOL FOUNDATION, INC.**, a Florida not-for-profit corporation (“GALILEO”), do hereby make the following findings and adopt the following resolutions:

WHEREAS, GALILEO (1) is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), (2) has received a letter from the Internal Revenue Service to that effect, which letter has not been modified, limited or revoked, (3) is in compliance with all terms, conditions and limitations (if any) contained in such letter (it being specifically represented by GALILEO hereby that the facts and circumstances which form the basis of such letter continue to exist), and (4) is entitled to rely on such letter and is therefore exempt from federal income taxes under Section 501(a) of the Code; and

WHEREAS, GALILEO is a not-for-profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida, and has full power and authority to own its property and/or conduct its business as presently being conducted; and

WHEREAS, GALILEO has requested that the Seminole County Industrial Development Authority (the “Authority”) finance and refinance the acquisition, improvement and equipment of certain charter school facilities and sites more particularly identified herein (collectively, the “Project”) located within Seminole County, Florida by issuing its not exceeding \$33,000,000 Educational Facilities Revenue Bonds (Galileo Schools for Gifted Learning Project) in two or more series of tax exempt and taxable revenue bonds (the “Bonds”) and loan the proceeds of such Bonds to GALILEO to finance and refinance the costs of the Project, fund certain reserves, capitalize interest and pay costs associated with the issuance of the Bonds, all in accordance with that certain Loan Agreement, to be dated as of June 1, 2021 (the “Loan Agreement”), between the Authority and GALILEO; and

WHEREAS, GALILEO shall use a portion of the proceeds of the Bonds to purchase (i) two (2) charter school facilities and the sites on which they are located that they currently or will operate as charter school facilities, being: (a) Galileo School for Gifted Learning-Riverbend presently leased from Cameron Avenue Charter Property, LLC (“Galileo-Riverbend”) and (b) Galileo School for Gifted Learning-Skyway presently under construction and expected to be leased from Building Hope Skyway Drive, LLC (“Galileo-Skyway”), and (ii) a parcel of vacant land adjacent to Galileo-Riverbend, which purchases are hereby approved by this Board; and

WHEREAS, GALILEO has full power and authority to execute and deliver this Resolution and any and all other agreements and instruments relating the issuance of the Bonds and further described in this Resolution (collectively, the “Transaction Documents”) and to carry out the terms hereof and thereof, and each such agreement and instrument, when executed and delivered by GALILEO, will have been duly and validly authorized, executed and delivered by GALILEO, and, assuming due authorization, execution and delivery by the other parties thereto, will be valid and binding obligations of GALILEO, enforceable against GALILEO in accordance with their respective terms, except as limited by bankruptcy, insolvency, liquidation, moratorium, readjustment of debt, reorganization or similar laws relating to the enforcement of creditors’ rights generally, and

WHEREAS, this Board has reviewed, discussed, and had their individual questions answered satisfactorily regarding GALILEO'S purchase of the Project and the issuance by the Authority on its behalf to finance the costs of acquisition of the Project and for the other purposes herein describe; and

WHEREAS, in connection with the issuance of the Bonds there has been, or will be prepared, the following documents all of which need to be approved and/or executed by GALILEO (collectively, the "Transaction Documents"):

1. Preliminary Limited Offering Memorandum;
2. Limited Offering Memorandum ;
3. Bond Purchase Agreement;
4. Trust Indenture;
5. Loan Agreement;
6. Loan Agreement Assignment;
7. Mortgage;
8. Tax Exemption Agreement and Certificate;
9. Continuing Disclosure Agreement; and
10. Various closing certificates.

NOW, THEREFORE, BE IT RESOLVED, the forms, terms, and provisions of all documents necessary to accomplish the transactions herein described, including, but not limited to, the Transaction Documents, are hereby approved in all respects;

FURTHER RESOLVED, the Board of Directors hereby approves the issuance of the Bonds pursuant to the Indenture, the loan of the proceeds of the Bonds to Galileo pursuant to the terms of the Loan Agreement, the financing and refinancing of the Project, and the undertaking by GALILEO of the transactions described herein and in the Transaction Documents and all matters related thereto.

FURTHER RESOLVED, each member of the Board of Directors and the Principal/Chief Executive Officer, individually, and on behalf of GALILEO, is hereby authorized to execute, and attest, if necessary, any and all documents listed or referenced herein or as otherwise necessary or desirable in connection with the issuance of the Bonds and the execution and delivery of the Transaction Documents, as applicable, with such changes, modifications, deletions and insertions as the persons executing said documents on behalf of GALILEO may deem necessary and appropriate, upon the advice of counsel, such execution and delivery to be conclusive evidence of the approval thereof by each such authorized representative of GALILEO, individually and collectively, and such other documents which may be necessary or convenient to the same and to deliver all such documents and have GALILEO perform its obligations pursuant to all such documents; and

FURTHER RESOLVED, that all actions heretofore undertaken by any member of this Board of Directors or the Principal/Chief Executive Officer or anyone authorized to act on their behalf in connection with GALILEO'S purchase of the Project, application to the Authority for issuance of the Bonds, selection of financial advisor, bond counsel, corporate counsel and underwriter and all other matters related to the acquisition of the Project and issuance of the Bonds to finance the costs of the Projects and the other items described herein are hereby ratified, approved and confirmed.

The actions contained herein shall be effective as of May 12, 2021.

APPENDIX B

Galileo School For Gifted Learning: CODE OF ETHICS

The Galileo School for Gifted Learning and its employees and volunteer Board of Directors (collectively “Galileo”) will conduct their relationships and operations in a manner that will uphold its fundamental commitment to serving its students and community. All persons associated with Galileo are committed to the highest standards of responsibility and conduct and subscribe to the following guidelines:

1. To maintain loyalty to Galileo and to pursue its mission, strategies, objectives and plans;
2. To protect all relationships entrusted to us;
3. To provide a high level of service and care in a professional manner to all members of the Galileo community, impartially and consistent with all legal obligations;
4. To provide no special privilege, nor to accept personal compensation from an individual in an amount that would influence or be perceived to influence any professional decisions;
5. To recognize and discharge responsibilities in a manner that upholds laws, regulations, bylaws and policies relating to school activities;
6. To exercise sound decision making in the conduct of the affairs of the school;
7. To use only legal and ethical means in operating the school, working with outside parties or seeking to influence legislation and regulation;
8. To refrain from issuing false or misleading statements;
9. To refrain from dissemination of any damaging or malicious information;
10. To associate and cooperate with others when necessary for more effective service to students;
11. To maintain high standards of personal conduct, honesty and integrity avoiding any threatening, intimidating and offensive action with any person;
12. To avoid circumstances which cloud the exercise of prudent judgment due to the potential for personal gain or conflicts of interest;
13. To assist those whose education needs are underserved by other institutions;
14. To abide by all standards of ethical conduct adopted by the State of Florida, specifically including the Code of Ethics adopted by the State Board of Education;
15. To abide by all provisions of the Florida Administrative Code, specifically including the Principles of Professional Conduct for the Education Profession in Florida;
16. To not disclose sensitive issues with outside parties;
17. To disclose all potential conflicts of interest, all fraudulent activity, dishonesty, or corruption wherever discovered and all evidence of violation of the laws, rules, regulations applicable or of a violation of this Code of Ethics; and
18. To never mislead, coerce, manipulate, or fraudulently influence examiners, auditors, or others the purpose of making any report inaccurate.

Print Name

Date

Signature