

**SPECIAL MEETING OF THE
EAGLE PEAK MONTESSORI SCHOOL (EPMS) BOARD OF DIRECTORS
EAGLE PEAK MONTESSORI SCHOOL
800 HUTCHINSON ROAD, WALNUT CREEK, CA 94598
October 1, 2019
6:37 PM to 8:49 PM
MINUTES**

1. **CALL TO ORDER** – Dir. Pollard called the meeting to order at 6:37 PM. Directors Buckner, Hammons, Katechia, Mahraj, Pollard, Smith, Vlavianos, and White were present.
2. **MISSION STATEMENT**- Dir. Pollard read the Mission Statement.
3. **PUBLIC COMMENT** – There was no comment from the public.
4. **APPROVAL OF AGENDA** – Dir. Hammons moved to approve the agenda with the changes noted; Dir. Buckner seconded; motion passed (8-0-0).
 - a. Add Dir. White to the list of directors.
5. **COMMUNICATIONS** –
 - a. **Classroom Project Report**
 - i. **Communications Workgroup**
 1. **Language for elevator pitch** – Dir. Smith reported that the team is still working on the call to action and concrete metrics. Next step is for the group to meet in person and create a tighter message. Then, the results will be sent to the Capital Campaign management team and/or Steering Committee.
 - ii. **Finance Workgroup** – Erin Jordahl reported:
 1. **Peter Gascoyne scenarios** – Reference “EPMS Long-Term Outlook: 2020 School Expansion – Update 10/01/19”
 - a. Gascoyne worked two new scenarios (Reduced PHD Plan 5-4-2 and Same PHD Plan 6-5-3). He included a scenario in which a loan could be fiscally possible. However, both scenarios are influenced by middle school attrition, which is difficult to forecast.
 - b. All scenarios require a minimum \$2.5 million raised by a capital campaign.
 - iii. **Legal Workgroup** – Dir. Hammons reported:
 1. **G-17 Letter** - Jennifer McQuarrie reviewed Dir. Solis’s redlines on the G-17 letter from Hutchinson, Shockey, Erley & Co., and agreed with them. However, she did not think Hutchinson, Shockey, Erley & Co. would accept those changes. She did not advise whether to proceed or not if the changes were rejected.
 - iv. **Constructions Workgroup** – Luis and Marelise Velasco reported:
 1. **Global Modular and Enviroplex** – Both bids have been submitted, and will be presented at the October 15th meeting. Global Modular appears to be the best option, as they are more accommodating, they include design engineering, and they will keep the buildings on their site if EPMS is not prepared to receive them.

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2. **PHD Architects** – The board can stop or pause the contract at any time.
3. **MDUSD** – It is still unsure if MDUSD paying for soil testing.
4. **Budget** – With the new timeline, major construction costs will begin after June 2019.

6. ITEMS FOR CONSIDERATION

- a. **Payment for Trello software** – Reference “EPMS Board of Directors Team – Trello billing summary”.
 - i. Luis and Marelise Velasco have been paying for Trello project management software in support of the Classroom Project.
 - ii. **Motion** - Dir. Hammons moved to reimburse the Velascos for the cost of Trello for the time they acted as volunteers in an amount not to exceed \$100 a month; Dir. Katechia seconded; motion passed (8-0-0).
- b. **Contract with PHD Architects** - Dir. White moved to approve the PHD contract titled “Architectural/ Engineering (A/E) Professional Services Agreement - ref. 19207_Eagle Peak Montessori Expansion” and addendum “Responses From Architect In Regard To Contract and Board of Directors Request For Revisions Dated 9-19-19” contingent on Jennifer McQuarrie’s review and approval; Dir. Hammons seconded; motion passed (8-0-0).
- c. **Contract with the Project Manager** - Dir. Hammons moved to approve the “Proposal for Project Management Services (Revised 9/26/19) between EPMS and Kinetic Real Estate Corporation” contingent on Jennifer McQuarrie’s review and approval, and to approve the reimbursement for such Trello licenses (which may include observer and active) not to exceed \$100 each month; Dir. Katechia seconded; motion passed (8-0-0).
- d. **Authorizing CFEP to begin a capital campaign** - Dir. Hammons moved to authorize CFEP to begin a capital campaign, which includes presenting a progress report by CFEP to the EPMS Board during each of the EPMS Board’s regular monthly meetings; Dir. Buckner seconded; motion passed (8-0-0).
- e. **Steering Committee for the capital campaign**
 - i. The Steering Committee will operate with five (5) seats in support of the capital campaign and includes an administrator position (to be filled by Dir. Hammons), two (2) CFEP members, and two (2) EPMS Board members.
 - ii. The Steering Committee will control the messaging during the campaign. The money will be managed by CFEP.
 - iii. Dir. Katechia recommended not having CFEP or EPMS presidents sitting on the Steering Committee, though they could act as advisors. Dir. Hammons recommended asking the CCS Fundraising group (or similar) for best practices.
 - iv. Dir. Vlavianos recommended the focus be on filling the seats with CFEP and EPMS members who have ample time and motivation.

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- v. Dir. Katechia and Dir. Vlavianos will propose two individuals from each board for the Steering Committee seats at the October 15th EPMS Board meeting. Dir. Hammons will also collect more information from Jennifer McQuarrie regarding operating a committee.
 - vi. **Motion** – The board took no action.
 - f. **Capital Campaign Agencies** – Reference CCS’s “Eagle Peak Montessori School Proposal for Professional Services”
 - i. **Feasibility Survey Cost** – Maximum cost \$72K.
 - ii. **Return** – This program usually returns a 10x rate of normal annual fundraising. (If correct, would indicate potential for \$2.5 million return.)
 - iii. **Reach** – CCS reports that the majority of school campaign donors come from the school’s community.
 - iv. **Timing** – The process takes three months.
 - v. **Before the board can take action** – The following questions need to be addressed:
 - 1. What is the run rate for the CFEP year?
 - 2. What are CFEP’s reserves?
 - 3. What is the projection for CFEP fundraising this year and next?
 - 4. How does Model UN factor in to these projections?
 - 5. What is the state of EPMS’s cash flow considering the approval of payment for the PHD Architects and Kinetic Rea Estate Corporation?
 - vi. **Motion** – The board took no action.
 - g. **November meeting date** – Dir. Pollard moved to move the November regular meeting of the EPMS Board of Directors from Tuesday, November 19th to Thursday, November 21st; Dir. White seconded; motion passed (8-0-0).
7. **ADJOURNMENT** - Dir. Hammons moved to adjourn the meeting at 8:49 pm; Dir. Katechia seconded; motion passed (8-0-0).

NOTICES:

- 1. The next regular meeting of the Board of Directors will be Thursday, November 21st, 2019 at 6:30 pm.
- 2. Eagle Peak Montessori School (EPMS) is nonsectarian in its programs, admission policies, employment practices, and all other operations. The school does not discriminate against any person on the basis of ethnicity, national origin, gender, or disability. Michelle Hammons, Administrative Director, has been designated to receive requests for disability-related modifications or accommodations in order to enable individuals with disabilities to participate in EPMS’s open and public meetings. Please notify Michelle Hammons (925-946-0994) 72 hours or more prior to the disability accommodations being needed in order to participate in the meeting.

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Document List

10-01-29 Meeting Agenda
EPMS Long-Term Outlook: 2020 School Expansion – Update 10/01/19
EPMS Board of Directors Team – Trello billing summary
Architectural/ Engineering (A/E) Professional Services Agreement - ref. 19207_Eagle Peak
Montessori Expansion
Responses From Architect In Regard To Contract and Board of Directors Request For Revisions
Dated 9-19-19
Proposal for Project Management Services (Revised 9/26/19) between EPMS and Kinetic Real
Estate Corporation
Eagle Peak Montessori School Proposal for Professional Services

I, Emily Pollard, Secretary of the EPMS Board of Directors, hereby certify that these Minutes were approved at the 10-15-19 EPMS Board Meeting.



10-15-19