

**IDEA Public Schools
Board of Directors Meeting
August 14, 2020**

Board Members Present: Al Lopez, Bill Martin, Collin Sewell, David Earl, David Handley, Ed Rivera, Mike Burke, Reba McNair, Ryan Vaughan, Saam Zarrabi, Xenia Garza

Staff Present: Carlo Hershberger, Irma Muñoz, Javier Campos, Jessica Hess, JoAnn Gama, Leanne Hernandez, Martin Winchester, Phillip Garza, Samuel Goessling, Stephanie Perryman, José Ramírez IV, Dolores Gonzalez, Elizabet Garza

Audience Present: Tom Sage of Hunton Andrews Kurth LLP, Joe Hoffer of Schulman, Lopez, Hoffer & Adelstein, LLP

Meeting is called to order at 12:08 p.m.

Summary of Motions and Approvals

1. The Board passed a motion to approve the Resolution to Waive the High-Quality Pre-K Requirements and Components, consistent with the Waiver approved earlier this year for up to three school years.

Motion by: David Handley
Second by: Xenia Garza
All in favor: Votes passes unanimously

2. The Board passed a motion to approve the Resolution for the Waiver to Extend the Transition Window (Rio Grande Valley, El Paso, San Antonio, Houston, Tarrant County, Austin) for an additional four weeks.

Motion by: Xenia Garza
Second by: Bill Martin
All in favor: Vote passes unanimously

3. The Board passed a motion to approve transition into Executive Session for reasons permissible by Texas law (Codes 551.071, 551.072, 551.073, 551.074, 551.075, 551.076, 551.082, 551.083, 551.084). Specifically, pursuant to Govt Code sections 551.071, 551.074, 551.072. Consultation with legal counsel regarding pending legal matters and former CFO lawsuit. Purchase of future potential school sites.

Motion by: Bill Martin
Seconded by: Xenia Garza
All in favor: Vote passes unanimously

4. The Board passed a motion to reconvene into Open Session at 2:53 p.m.

Motion by: David Earl
Second by Xenia Garza
All in favor: Vote passes unanimously

5. The Board passed a motion to approve and authorize actions to be taken by Joe Hoffer and their attorneys as discussed in Executive Session including a Waiver of Conflicts being executed by their firm on IDEA's behalf.

Motion by: David Handley
Second by: Xenia Garza
All in favor: Vote passes unanimously

6. The Board passed a motion to approve the update to the Authority over Fiscal Matters, Corporate Card Policy, Investment Policy, Gift Acceptance Policy, Permian Basin Housing MOU and Construction Procurement delegation.

Motion by: Bill Martin
Second by: Ryan Vaughan
All in favor: Vote passes unanimously

7. The Board passed a motion to approve the Resolution for the Investment Policy.

Motion by: Ryan Vaughan
Second by: Xenia Garza
All in favor: Vote passes unanimously

8. The Board passed a motion to approve the Regions Commercial Equipment Finance, LLC Incumbency and Corporate Authority Certificate and Designation of Authorized Officers.

Motion by: Bill Martin
Seconded by: David Earl
All in favor: Vote passes unanimously

9. The Board passed a motion to approve the 403B Resolution and Plan Documents Revision.

Motion by: Xenia Garza
Seconded by Ryan Vaughan
All in favor: Vote passes unanimously

- 10.** The Board passed a motion to approve IPS as an agent for Hope Operator as Tampa 2 and Tampa 3.

Motion by: Bill Martin
Seconded by: David Handley
All in favor: Vote passes unanimously

- 11.** The Board passed a motion to approve the Resolution of the Board of Directors of IDEA Public Schools Approving IPS Enterprises, Inc.'s Amended and Restated Bylaws.

Motion by: Ed Rivera
Seconded by Bill Martin
All in favor: Votes passes unanimously

- 12.** The Board passed a motion to approve the Resolutions for Approving the Purchase of Property as discussed in Executive Session as follows:

- a) Consider and approve resolution approving the purchase of property in Harris County, Texas
- b) Consider and approve resolution approving the purchase of property in Hidalgo County, Texas
- c) Consider and approve resolution approving the purchase of property in Nueces County, Texas
- d) Consider and approve resolution approving the purchase of property in Nueces County, Texas
- e) Consider and approve resolution approving the purchase of property in El Paso, Texas

Motion by: Ryan Vaughan
Second by: Bill Martin
All in favor: Vote passes unanimously

- 13.** The Board passed a motion to declare the following real estate as surplus as it is no longer needed for school sites and to authorize the sale of real estate on terms and conditions that are appropriate and in the best interest of IDEA Public Schools and its students. Any contract to purchase said properties will come back to the Board for approval before closing as this action is just to authorize their listing for sale:

- f) Consider the disposition of property in Tarrant County, Texas
- g) Consider the disposition of property in Hidalgo County, Texas

Motion by: Xenia Garza
Second by: Ryan Vaughan
All in favor: Vote passes unanimously

14. The Board passed a motion to approve the following Consent Agenda items in one board action:

Motion by: Bill Martin
Seconded by: Ryan Vaughan
All in favor: Vote passes unanimously

15. The Board passed a motion to adjourn the meeting at 3:06 p.m.

Motion by: Ryan Vaughan
Second by: Bill Martin
All in favor: Vote passes unanimously

Welcome and Call to Order

Al Lopez welcomed the Board members to the August 14, 2020 regularly scheduled IDEA Public Schools Board of Directors Meeting and confirmed a quorum was present in addition to members of the management team that were present as well. Mr. Lopez went on to state that given the Governor's suspension of some parts of the Open Meetings Act, they are conducting today's meeting via videoconference and have a phone line for members of the public to join in the meeting should they wish to do so. Mr. Lopez explained they have a variety of updates to receive today and critical business items to take care of as he called the meeting to order.

Public Comments

Mr. Lopez asked for public comment to which there was none.

Organizational Update

JoAnn Gama provided back-to-school updates for 2020-2021 academic year.

Resolution: Waiver from TEA High Quality Pre-K Requirements/Components

Dolores Gonzalez provided an update on the TEA Waiver for a 3-year exemption for state requirements for Pre-K. Ms. McNair asked a question to which Ms. Gonzalez responded.

1. The Board passed a motion to approve the Resolution to Waive the High-Quality Pre-K Requirements and Components, consistent with the Waiver approved earlier this year for up to three school years.

Motion by: David Handley
Second by: Xenia Garza
All in favor: Vote passes unanimously

TEA Waiver to Extend Transition Window (Rio Grande Valley, El Paso, San Antonio, Houston, Tarrant County, Austin)

Irma Munoz gave a presentation regarding the Waiver request for a 4-week extension and transition window for extending the amount of time they have for virtual instruction by region. Bill Martin asks a question to which Ms. Munoz replied.

Joe Hoffer affirmed that local governments cannot supersede the state order preventing the proactive closure of schools. Xenia Garza asked a question to which Ms. Munoz replied.

2. The Board passed a motion to approve the Resolution for the Waiver to Extend the Transition Window (Rio Grande Valley, El Paso, San Antonio, Houston, Tarrant County, Austin) for an additional four weeks.

Motion by: Xenia Garza

Second by: Bill Martin

All in favor: Vote passes unanimously

Committee Reports

- Bill Martin provided a Finance Committee update.
- Ed Rivera provided an Audit Committee update.
- Collin Sewell provided a Governance Committee update noting that Victoria Rico has resigned from the Board but has agreed to continue to serve as an advisory member to the Governance Committee.
- Xenia Garza provides Academic Committee update.

Al Lopez thanked everyone for the time they are spending in their committees.

Executive Session

3. The Board passed a motion to approve transition into Executive Session for reasons permissible by Texas law (Codes 551.071, 551.072, 551.073, 551.074, 551.075, 551.076, 551.082, 551.083, 551.084). Specifically, pursuant to Govt Code sections 551.071, 551.074, 551.072. Consultation with legal counsel regarding pending legal matters and former CFO lawsuit. Purchase of future potential school sites.

Motion by: Bill Martin

Seconded by: Xenia Garza

All in favor: Vote passes unanimously

The Board entered into Executive Session at 12:46 p.m.

4. The Board passed a motion to reconvene into Open Session at 2:53 p.m.

Motion by: David Earl
Second by Xenia Garza
All in favor: Vote passes unanimously

Mr. Lopez noted no actions were taken during Executive Session.

5. The Board passed a motion to approve and authorize actions to be taken by Joe Hoffer and their attorneys as discussed in Executive Session including a Waiver of Conflicts being executed by their firm on our behalf.

Motion by: David Handley
Second by: Xenia Garza
All in favor: Vote passes unanimously

Review and Approve Policy Updates

Al Lopez explained the Finance Committee has reviewed the changes to the policies that were available via the Dropbox shared by Jessica Hess and there was an annual update to the Permian Basin Housing MOU. Mr. Lopez further explained they are looking for approvals to update the Authority Over fiscal Matters, Corporate Card Policy, Investment Policy, Gift Acceptance Policy, Permian Basin Housing MOU and Construction Procurement delegation.

6. The Board passed a motion to approve the update to the Authority over Fiscal Matters, Corporate Card Policy, Investment Policy, Gift Acceptance Policy, Permian Basin Housing MOU and Construction Procurement delegation.

Motion by: Bill Martin
Second by: Ryan Vaughan
All in favor: Vote passes unanimously

Resolution for Investment Policy

Al Lopez explained the Investment Policy as approved above also has a separate Resolution which needs approval.

7. The Board passed a motion to approve the Resolution for the Investment Policy.

Motion by: Ryan Vaughan
Second by: Xenia Garza
All in favor: Vote passes unanimously

Approval of Regions Commercial Equipment Finance, LLC Incumbency and Corporate Authority Certificate and Designation of Authorized Officers

Al Lopez asked Joe Hoffer to explain the need for the Regions Commercial Equipment Finance, LLC Incumbency and Corporate Authority Certificate and Designation of Authorized Officers. Mr. Hoffer explained information was provided to the Board in their Board packets regarding this matter. He went on to explain that Regions needs an updated Certificate of Authority from the Board authorizing who is allowed to sign on behalf of the corporation. This document is to update that for the outstanding loans with Regions under that agreement. Mr. Lopez asked who the authorized signers would be to which Tom Sage replied noting Carlo Hershberger and Leanne Hernandez are the authorized signers.

8. The Board passed a motion to approve the Regions Commercial Equipment Finance, LLC Incumbency and Corporate Authority Certificate and Designation of Authorized Officers

Motion by: Bill Martin

Second by: David Earl

All in favor: Vote passes unanimously

403B Resolution and Plan Documents Revision

9. The Board passed a motion to approve the 403B Resolution and Plan Documents Revision.

Motion by: Xenia Garza

Second by: Ryan Vaughan

All in favor: Vote passes unanimously

Resolution for approving IPS as an agent for Hope Operator as Tampa 2 and Tampa 3

10. The Board passed a motion to approve IPS as an agent for Hope Operator as Tampa 2 and Tampa 3.

Motion by: Bill Martin

Second by: David Handley

All in favor: Vote passes unanimously

Consider and Approve Resolution of the Board of Directors of IDEA Public Schools Approving IPS Enterprises, Inc.'s Amended and Restated Bylaws

Al Lopez explained that IPS Enterprises, Inc. requires a Bylaws update due to transitions of the CFO and Board members. As the sole member for IPS Enterprises, Inc. IDEA needs to approve this, as well.

- 11.** The Board passed a motion to approve the Resolution of the Board of Directors of IDEA Public Schools Approving IPS Enterprises, Inc.'s Amended and Restated Bylaws.

Motion by: Ed Rivera

Second by: Bill Martin

All in favor: Votes passes unanimously

Real Estate

- 12.** The Board passed a motion to approve the Resolutions for Approving the Purchase of Property as discussed in Executive Session as follows:

- a) Consider and approve resolution approving the purchase of property in Harris County, Texas
- b) Consider and approve resolution approving the purchase of property in Hidalgo County, Texas
- c) Consider and approve resolution approving the purchase of property in Nueces County, Texas
- d) Consider and approve resolution approving the purchase of property in Nueces County, Texas
- e) Consider and approve resolution approving the purchase of property in El Paso, Texas

Motion by: Ryan Vaughan

Second by: Bill Martin

All in favor: Vote passes unanimously

- 13.** The Board passed a motion to declare the following real estate as surplus as it is no longer needed for school sites and to authorize the sale of real estate on terms and conditions that are appropriate and in the best interest of IDEA Public Schools and its students. Any contract to purchase said properties will come back to the Board for approval before closing as this action is just to authorize their listing for sale:

- f) Consider the disposition of property in Tarrant County, Texas
- g) Consider the disposition of property in Hidalgo County, Texas

Motion by: Xenia Garza

Second by: Ryan Vaughan

All in favor: Vote passes unanimously

Consent Agenda

14. The Board passed a motion to approve the following Consent Agenda items in one Board action:

- a) Contracts
 - i) AST: Special Education Services
 - ii) Human Assets: Kokua Substitute Program
 - iii) Construction
 - 1). Included: Change Orders, Phase I and II Projects, Task Orders, Easements, PSA
 - 2). Approval of construction projects, updates, and contracts
 - 3). Consider and approve job order contract procurement for Mesa Hills project
 - iv) Business Office: Unemployment Insurance
- b) Investment Policy
- c) Texas Student Grading Policy

Motion by: Bill Martin

Seconded by: Ryan Vaughan

All in favor: Vote passes unanimously

Adjournment

15. The Board passed a motion to adjourn the meeting at 3:06 p.m.

Motion by: Ryan Vaughan

Second by: Bill Martin

All in favor: Vote passes unanimously

I certify that the foregoing are the true and correct minutes of the meeting of the Board of Directors of IDEA Public Schools held on August 14, 2020.

DocuSigned by:

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Ryan Vaughan, Board Secretary