



ODYSSEY
CHARTER SCHOOL, INC.

Board of Directors

Leslie Maloney, *President*
Thomas Cole, *Vice President*
Amanda Larson, *Treasurer*
Andy Ziegler, *Board Member*

Tuesday, July 23, 2019, 10:30 a.m.
Special Meeting Minutes

The mission of Odyssey Charter School, working in partnership with the family and the community, is to help each child reach full potential in all areas of life. Our aim is to educate the whole child with the understanding that each person must achieve a balance of intellectual, emotional, physical, moral, and social skills as a foundation for life.

A. OPENING EXERCISES

- Call to Order & Establish Quorum – *The meeting was called to order at 10:33 a.m. Those in attendance were Leslie Maloney, Thomas Cole and Amanda Larson.*
- Pledge of Allegiance
- Adoption of the Agenda – *Unanimously adopted under one motion by Thomas Cole; seconded by Leslie Maloney.*

B. PUBLIC COMMENT (Members of the public that wish to address the Board must sign-in and will have 3 minutes to speak. The Board will not address the presenter or take action at this time)

C. PRESENTATIONS

1. Treasurer's Report Presentation – *Mike Hess presented the Treasurer's report, which has been incorporated and made part of the minutes as Attachment 1.*
2. Construction Financing update – *Andrew Ranieri gave a brief update of the project cost estimates for both campuses with a grand total budget of \$11,465,388 and it is anticipated that the costs will come in much lower.*

D. MANAGEMENT COMPANY REPORT

1. Board meetings location during construction. – *The Board felt the Green Apple office is more accessible to them and they would be fine with the Board meetings being held at the 1900 Building during construction and then will revisit the idea of most meetings being held at the GA office in the future.*

E. INFORMATION

1. MOU for BSCO Discussion – *Constance informed the Board that Andy Ziegler was not able to attend the Board meeting but had some concerns about the BSCO MOU and recommended creating a policy or resolution to alleviate any confusion with the MOU. Thomas Cole did not want to hold the schools up from opening but did agree to revisit at another meeting. He noted that this is the same MOU used by Emma Jewel and it has been reviewed by their attorney, Arnold Law Firm, the same as Odyssey's attorney. Leslie suggested having another meeting next week so that all Board members present can share their input prior to approval of the MOU. Leslie Maloney made a motion to table Consent items F3, F4, and F6 and revisit in one week at a Special meeting; seconded by Thomas Cole. The motion passed unanimously.*

- F. CONSENT AGENDA** (Items below are considered routine and will be approved in one motion. There will be no separate discussion of these items unless a Board Member so requests, in which case the item(s) will be removed from the consent agenda and considered and placed on the Action Agenda) – *Consent items F1, F2, F5, and F7-F10 were unanimously approved under one motion by Leslie Maloney; seconded by Amanda Larson.*

Odyssey Charter School, Inc. Business:

1. **APPROVED:** Approve the Minutes of the Odyssey Charter School, Inc. Board of Director's Meeting for June 21, 2019 as presented.
2. **APPROVED:** Approve to establish Odyssey Charter School Elementary Eldron Campus as a Community Eligibility Provision (CEP) school.
3. **TABLED:** Approve to change School Safety Security Specialist job title to School Safety Guardian.
4. **TABLED:** Approve to adopt the Brevard Sheriff's Office School Security Specialist/Guardian Policy/Procedure (including the S.T.O.M.P. Program), and any future revisions, with a provision that any staff member who is listed as a Safety Guardian must meet the criteria listed in this Policy/Procedure.
5. **APPROVED:** Approve the SRO Agreement with the City of Palm Bay for the Wyoming campus.
6. **TABLED:** Approve the Memorandum of Understanding with the Brevard County Sheriff's Office for Eldron campus.
7. **APPROVED:** Approve the FY20 OCS, Inc. Mental Health Assistance Allocation Plan.

Odyssey Charter School Business:

8. **APPROVED:** Approve the May 2019 Monthly Financial Report.
9. **APPROVED:** Ratify approval for Zari Padilla-Wilcut to teach out-of-field in Elementary Ed K-6 for the 2018-2019 school year.

Odyssey Preparatory Academy Business:

10. **APPROVED:** Approve the May 2019 Monthly Financial Report.

- G. ACTION AGENDA** (Items for Discussion by the Board) – *Unanimously approved under one motion by Leslie Maloney; seconded by Amanda Larson.*

1. **APPROVED:** Approve the current project scope as outlined in the Board presentation with an amount not to exceed \$11,465,388.00 for both campuses, with the direction to encourage the design builder to find additional savings based on reduction of scope on the Eldron campus (to remove bus loop and potentially eliminate paving of west parking lot).

- H. BOARD DIRECTORS' REPORT** – *The Board discussed a meeting on July 31st to discuss the Guardian MOU with BSCO. Cindy will poll the Board for a meeting time.*

- I. ADJOURNMENT** – *The meeting adjourned at 11:00 a.m.*

The undersigned hereby certifies that he/she is a Director and/or Officer of **ODYSSEY CHARTER SCHOOL, INC.**, a not-for-profit corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of the meeting minutes of the Board of Directors of said corporation and the individual charter schools sponsored by the said corporation.

The minutes were adopted by the Board of Directors at a meeting held on July 31, 2019.

ODYSSEY CHARTER SCHOOL, INC.

A Florida not-for-profit corporation

By:  _____
Approved By

7/31/19
Date

Odyssey Charter School, Inc. – Board meeting
Treasurers Report
July 2019

1. Unrestricted Cash for the period ending May 31, 2019 is up \$570K since 6/30/2018 to \$3.6M, (appx 19% increase) and up \$1.6M (appx 87% increase) since 6/30/2017; and up \$2.3M since 6/30/2016 (appx 177% increase):
 - a. Unrestricted cash – OCS \$2.4M
 - b. Unrestricted cash – OPA \$671K
 - c. Unrestricted cash – INC \$608K
2. Restricted cash is up \$215K over prior year ending to \$2.5M
 - a. Restricted for projects OCS: \$449K
 - b. Restricted for projects OPA: \$93K
 - c. Restricted for debt OCS: \$827K
 - d. Restricted for debt OPA: \$253K
 - e. Restricted for debt INC: \$893K
3. Total reconciled cash at May 31, 2019: \$6.2M
4. Trailing 13-month report of cash & debt covenants (attached).
5. Debt covenant (both schools):
 - a. EBITDA annualized: \$2.66M (05/31/19: OCS \$1.754M / OPA \$730K / INC \$176K)
 - b. Debt service coverage annualized (EBITDA divided by \$1.434M debt service no less than 1.1 required): 1.9
 - c. Days cash on Hand
 - i. Unrestricted cash on hand at 3/30/19: \$3.7M
 - ii. Daily cash necessary: \$15.5M / 365 days = \$42K
GAAP Operating expenses (annualized): \$16.4M
Less non cash - Depreciation expense (annualized): \$923K
Equals cash expenses (annualized): \$15.5M
 - iii. Cash on hand divided by \$42K = 86 days cash on hand
 - iv. At 6/30/18 OCS INC (entire entity) had 79 days on hand
 - v. Minimum required is 45 days
6. Long term debt balance at May 31, 2019: \$15.5M

7. Full Time Equivalency student counts (Total 1,851):
 - a. OCS 1,442
 - b. OPA 409
8. District Compliance:
 - a. May 2019 financial statements were issued to Brevard County School district on or before 6/30/2019.
9. Tax matters:
 - a. No matters are pending at this time.
10. Audit matters
 - a. No matters are pending at this time.
11. Other matters
 - a. If you have questions or comments please contact Mike Hess, CPA at 407-896-4931 or mhess@grennanfender.com

Trailing 13 month cash & covenant report
Odyssey Charter School, Inc.

	<u>31-Mar-19</u>	<u>30-Apr-19</u>	<u>31-May-19</u>
Bank accounts - unrestricted			
OSC	\$ 2,830,117	\$ 2,624,519	\$ 2,381,849
OPA	624,315	616,517	671,236
INC	<u>603,413</u>	<u>603,413</u>	<u>608,280</u>
Total cash (combined)	<u>\$ 4,057,845</u>	<u>\$ 3,844,449</u>	<u>\$ 3,661,365</u>
Cumulative change (year to date)	\$ 966,847	\$ 753,451	\$ 570,367
	<u>31-Mar-19</u>	<u>30-Apr-19</u>	<u>31-May-19</u>
GAAP Income (all Schools & INC)	809,778	691,199	774,024
Interest, Depreciation and Amortization Expense	<u>1,356,997</u>	<u>1,495,194</u>	<u>1,661,146</u>
EBITDA (earnings before Interest Tax Depreciation and Amortization) YTD	2,166,775	2,186,393	2,435,170
Divide by Total School Months YTD	240,753	218,639	221,379
EBITDA Annualized	2,889,033	2,623,672	2,656,549
Debt Services Coverage Ratio (EBITDA divided by \$1.4M Annual)	2.06	1.87	1.90
Debt Services Coverage Ratio Required	1.00	1.00	1.00
Days cash on hand:			
GAAP expenses (annualized)	16,400,000	16,400,000	16,400,000
Non cash expenses (depreciation)	923,000	923,000	923,000
Cash expenses (annualized)	15,477,000	15,477,000	15,477,000
Days in the year	365	365	365
Cash per day required	42,403	42,403	42,403
Days cash on hand	96	91	86
Required	45	45	45
Fund balance (GASB)			
Odyssey	\$ 3,783,984	\$ 3,763,943	\$ 3,671,629
Odyssey Prep	<u>952,532.7</u>	<u>980,897</u>	<u>1,052,555</u>
Total combined	<u>\$ 4,736,517</u>	<u>\$ 4,744,840</u>	<u>\$ 4,724,185</u>

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