

Friends of The Volcano School of Arts & Sciences
Meeting Minutes
August 6, 2020
4:30 PM
Meeting Held on Zoom and In Person at Keakealani Campus
APPROVED MINUTES

4:00PM

Document review session - present Directors, Members, guests: Ted Pirsig, Lorna Larsen-Jeyte, Melissa Fletcher, Aubrey Hawk, Lynn Melena, Kalima Kinney, Mara Saltzman, Matt Luera, Ian Cole, Jeffrey Mermel, Tamar DeFries

4:30PM

Directors Present: Jeffrey Mermel, Lorna Larsen-Jeyte, Kalima Kinney, Mara Saltzman, Melissa Fletcher, Matt Luera, Ian Cole, Aubrey Hawk, David Goodman

Directors Absent:

Guests/Members Present: Lynn Melena, Tamar DeFries, Ted Pirsig

Call to order: Jeffrey Mermel called the meeting to order 4:36PM.

Welcome/announcements:

Evotes from July 2020:

Jeffrey Mermel moved to accept the proposal from Carbonaro CPAs for the 2019-2020 audit of the Friends not to exceed an amount of \$6,700; Lorna Larsen-Jeyte seconded the motion; discussion by email; all in favor (8); none opposed.

Ian Cole motioned to accept the quote from Kokua Geotech LLC and have it paid through a change order with our current contract for Phase 1 with Civil Construction; Lorna Larsen-Jeyte seconded the motion; discussion by email; 8 votes in favor; none opposed.

Melissa Fletcher motioned to approve Civil Construction's Schedule of Values for additional work. The Civil Construction Schedule of Values will be added to the Change Order that includes Integral Consulting Inc.'s proposal/quote approved in June 2020 and the Kokua Tech proposal/quote approved via e-vote July 9th, 2020; Ian Cole seconded the motion; discussion by email; 7 votes in favor; 1 nay vote (Matt Luera).

Minutes from July 2, 2020: **Aubrey Hawk moved to accept the minutes from July 2, 2020; Matt Luera seconded; all in favor; none opposed.**

Financials: Ted Pirsig presented the financials consisting of 8-8-2020 Profit & Loss by Class, Balance Sheet, Kitchen GIA summary and Fund Balances summary. The MOU costs for the

agreement between the school and FVSAS came in under budget because staff time was reduced. The audit will happen in November, 2020.

David Goodman motioned to accept financials; Matt Luera seconded; all in favor (8); none opposed.

Groundbreaking: Went very well; it was very sweet. The Hawaii Tribune Herald article on the groundbreaking is coming out soon.

Difference between Governance and Management: Will require a board training. Board might want to start with a self-evaluation and a survey to determine what Board Directors would like to see in a training.

Procurement Policy/Change Orders: The Board problem-solved the process the Board is using to approve change orders. Tamar advised that change orders are not normally approved by boards, in general. Needs mentioned are to authorize change order signers. Boards members need to be informed. Procurement policy possibly needs updating. Perhaps a subcommittee can meet with Tamar and then authorize Kalima to sign change orders. The process might not just be change orders, but might also help with making payments for work.

Jeffrey Mermel motioned that the Principal, or designee of, is authorized to sign change orders, RFI, and payouts not more than 10% off the total contract value and not to exceed \$50,000. The Principal, or designee, is authorized to sign change orders, RFIs, and payouts exceeding 10% of contract or exceeding \$50,000 after consultation with the construction sub-committee; Ian Cole seconded the motion; all in favor (8); none opposed.

Tamar DeFries, Melissa Fletcher, and Lynn Melena will form a group to look at suggesting changes to the FVSAS Procurement Policy.

New Market Tax Credit: There is a need for FVSAS to create a holding company to become eligible for New Market Tax Credit money. The school will need to work with the Attorney General to sublease the school to the holding company.

Jeffrey Mermel motioned that The Friends of The Volcano School of Arts & Sciences desires to design a charter school in support of the Volcano School of Arts & Sciences Public Charter School and thereby consents to pursue and participate in New Markets Tax Credit (NMTC) financing; Matt Luera seconded; all in favor (8); none opposed.

Construction Report: See addendum with construction notes.

Nomination Committee: FVSAS seeks a new Board Director who knows the construction industry and/or NMTC or someone who can help bring in funding.

Vetting Attorneys to Represent FVSAS: This will need to involve attorneys with experience with NMTC. **Jeffrey Mermel is taking the lead on vetting attorneys and bringing recommendations to the FVSAS Board; Melissa Fletcher and Lynn Melena will be on this sub-committee.**

Officers Board Insurance: Our policy is in effect through May of 2021.

Mara Saltzman will make packets for new Directors with FVSAS bylaws and procurement policy.

The construction sub-committee is Melissa Fletcher, Matt Luera, and Ian Cole with support from Tamar DeFries.

Next meeting date/time: September 3, 2020 (in person and in zoom tentatively) at 4:00PM for document reading and 4:30 for the meeting start.

Motion to adjourn: **David Goodman motioned to adjourn at 7:37PM; Jeffrey Mermel seconded; all in favor; none opposed.**

Minutes respectfully submitted by
Mara Saltzman
FVSAS Secretary
Approved 9/3/2020

Addendum:

FVSAS/VSAS Board Meeting

Construction Notes

August 6, 2020

Grading/Grubbing Permit

DPW emailed on August 3, 2020 that there are “no further comments on the Volcano School of Arts and Sciences “full buildout” grading permit plans (TMK 1-9-004:019).” DPW confirmed receipt of “2 copies of the full civil plan set” and requested “one more copy and a PDF for DPW files”. Once received, DPW will “issue grading permit (upon receipt)”. EPI to send the “title sheet for signature” and requested PDF of approved set for DPW files.

Portable/Mobile/Trailer Kitchen Shipping

U.S. Mobile Kitchen email on August 5, 2020 that “the trailer is in route right now - it was scheduled to depart on 7/25 - and it’s a 2 ½ week (+/-) voyage”.

Building Permit (Portable Classroom and Kitchen)

DPW emailed on July 31, “After reviewing you plans for a Temporary Classroom & Temporary Kitchen, it was determined by Architect Kelly Wilson, that Building Permit(s) are required for these structure(s) with Full Plans from the respective Engineers.”

Main points provided by EPI on July 31 in response to DPW’s email:

- Kelly Wilson/Building Division Review Supervisor and Robyn Matsumoto/Building Chief were aware that Neil Erickson recommended, “FVSAS apply for temporary permit,” but “were not comfortable”.
- EPI explained that “FVSAS did submit for a regular building permit, but were told that FVSAS needed to show compliance with building and energy codes”.
- The mobile kitchen is a trailer and is not built to meet building or energy code standards.
- EPI and DPW discussed some issues with the energy code.
- DPW understands the situation and has advised that FVSAS should submit as much information on the trailer construction as possible.

Lee Stoll from U.S. Mobile Kitchen provided all of the drawings that were developed for mobile kitchen and included our normal required specifications from the trailer manufacturer via email on August 5, 2020.

Geotech

On site work was completed on July 21, 2020. Site clean-up occurred on July 22 and 23, 2020. The final report should be expected by mid-August.

Soil Management

Civil Construction installed safety measures on August 3, 2020. Soil excavating and handling were executed on August 4 and 5, 2020. See attached photos.