

Friends of Volcano School of Arts & Sciences
Meeting Minutes
August 11, 2016
Keakealani Campus
4:30-6:00 PM

Directors Present: Lisa Canale, Lynn Morrison, Mara Saltzman, Amalie Dorn, David Goodman, Kalima Cayir, Stephany Cecil; Ian Cole-arrived 5:10PM.

Directors absent: Ted Pirsig (unexcused)

Guests: none

Call to order: by Amalie Dorn at 4:40 PM

Announcements: none

Minutes from Previous Month: Minutes from July 28, 2016 were presented by Mara Saltzman. It was recommended that spelling errors in general should be fixed; Strike name of FVSAS regarding the selling of tickets for Harvestfest; put parenthesis around Ted's July 5:05 PM arrival; add line under the Needs Assessment about the decision that parental and guardian feedback will be sought through Infoflo- asking parents and guardians to prioritize what they would like to see in the new campus; change July 28th motion for approval to proceed with e-vote to state that FVSAS will proceed with e-vote to hire a firm to do EIS or EA and necessary documents related. **Mara Saltzman motioned to accept the minutes with amendments; Lisa Canale seconded; all in favor, none opposed.**

Financial Report: The yearly financial report was presented by David Goodman by email to the FVSAS Board; it included income fundraisers and rent from school, with most payments going out (as shown on the balance sheet) were for new campus. These is a request to have David Goodman email FVSAS cash we have to spend and there was clarification made that it's on balance sheet in the liabilities section. Question about when Lynn Morrison's research assistants will get paid; the answer is that they will be paid right now. **David Goodman made a motion to accept financial statement for the year and the June 30th financial statement; Lisa Canale seconded the motion;** There was a discussion question regarding the KKL construction prep costs on balance sheet including volunteer time (not volunteer time for being on Friends Board); **all in favor, none opposed.**

Ho'okupa'a Update: Lisa sent emails out to the FVSAS board. Tuesday meeting with Ho'okupa'a is scheduled. Scope sent out today includes grant writing and capital campaign.

The construction management scope is included in the email. Invoicing from Ho'okupa'a that was requested has not come in a while and revised invoices with track for GIA reimbursables have not come from Ho'okupa'a yet.

Amalie has a lead on a person that can compile a list of grants and put them in the order that they are due but without actual grant writing work: this would be a paid job. Pro-bono, this same person could work on Fiscal Sustainability Plan. It was discussed that this could be doubling up on what Ho'okupa'a is doing. Double work may not be necessary. It was suggested that we ask this person to look up grants pro-bono. It was discussed that the Fiscal Sustainability Plan can be done without a paid person through visioning in a board training and through the creation of a drop box of documents Ho'okupa'a was going to set up. A bigger need is clerical assistance.

Environmental Assessment/ Environmental Impact Study EA/EIS and Planning

Coordination: Do we need an Environmental Assessment or a full Environmental Impact Study. The architect is now receiving the EA and Lynn Melena from the Governing Board is helping out on this. Is Lynn Melena working pro-bono? Discussion covered the possibility of considering Lynn Melena (who has extensive experience in federal contracts) for the Project Manager role and the discussion covered the conflict of interest that may ensue. The architect informed Kalima Cayir, Education Director, that an additional person/firm is needed because a construction firm has to sign documents and submit them for permitting. Should we have the same Project Manager in this phase as the construction phase or can they be different people? This contract with the Architect is to get permit ready. Avoiding negative feedback about allowing the Architect to select or help select the project manager was discussed. There was a recommendation to put the RFP out for a Project Manager but consideration was given to the time crunch. There is the possibility of Lynn Melena being an Interim Project Manager while FVSAS does a formal search for a long term Project Manager. There is the possibility of the role not be called Project Manager. This role has to do with getting documents in order including the EIS/EA. Questions were raised about transparency, ordering of hiring process, and partnering with the Governing Board in discussion about this Project Manager position. The EIS/EA is likely to be done soon by people recruited by Ian and/or Lynn Morrison, once clarification is made by the planning department about which is needed- an EA or EIS. FVSAS Directors passed around a draft of the Project Manager role. There was a proposal made to limit this role for steps up to construction in order to get the project permit ready. There is a vote in place from the last meeting to allow an e-vote to hire a person to do the EA/EIS and all necessary documents related. Perhaps it requires a phone call to find out why the EIS was rejected. It was suggested it was a significant rejection on both content and format. First FVSAS needs a Project Manager/Planning and Permitting Coordinator. FVSAS will further develop a Project Manager/Planning and Permitting Coordinator scope of services draft in order to move forward so FVSAS can get the permits needed to start construction.

The list of Planning Coordinator/Projector Manager tasks, suggested by Architect, and recommended to be included in the minutes by the Education Director, Kalima Cayir, are:

- Working with the Consultant to revise and submit the EA document as early as possible. The approval of this can be a long-cycle matter.
- Working with the archeological consultant to insure compliance with SHPD guidelines and required on site supervision during construction.
- Working with the involved County and/or State agencies as it relates to Permitting matters.
- Working with State on the Hi-CHPS program to determine the required and most appropriate level of certification.
- Monitoring the progress of Permit applications as they move through the various agencies and reviews.
- Working with the Friends Board to insure their input is included and transmitting that information to the Architects in a timely manner.
- Interfacing with the Construction Manager and Architects during construction.

Need to specify there should be direct communication between architect and planning coordinator with Friends Directors to be copied on everything.

Lisa Canale offered to make phone calls tomorrow to find out about EIS/EA status- then she will email Lynn Morrison and Ian Cole so they can communicate to people trying to submit proposals to get EIS/EA done.

E-vote on Planning Coordinator: E-vote needed for planning coordinator job description. Stephany Cecil and Lisa Canale will work together to draft it. **David Goodman motioned to hold an e-vote to approve the job description for planning coordinator and related RFP; Lynn Morrison seconded, all favor, none opposed.**

Point Person with Architect: Amalie Dorn, Chairperson, has been point person with architect and Kalima Cayir, Education Director, has been point person too. Discussion covered establishing a new point person to communicate with architect as chair of KKL Campus Expansion, Planning, and Design Committee. Discussion covered which FVSAS Directors could fulfill this role. There is an agreement that Stephany Cecil will help Amalie Dorn in this continued role.

Loan resolution for USDA: FVSAS has opportunity to close at 2.75 percent, a full point lower than expected. The loan resolution agreement was emailed out. **David Goodman motioned to accept the terms of the USDA Resolution, Stephany Cecil seconded.** There was discussion about having a lawyer look at the loan documents first and a question of whether FVSAS could be given a choice to modify it. The language in the loan document should change to include Pre-

K. David Goodman motioned to hold an e-vote to accept the USDA Loan Resolution Security Agreement and Resolution of Members or Stockholders; seconded by Mara Saltzman; all in favor, none opposed.

Next Meeting: The next meeting will align to the Governing Board meeting and will be by Thursday, September 8, 2016 at 4:30 PM.

Motion to Adjourn: Motion to adjourn at 6:00PM by Lisa Canale; David Goodman seconded; all in favor; none opposed.

Minutes respectfully Submitted by,

Mara Saltzman

FVSAS Secretary

Approved 9/8/16