

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory

Board Meeting: Wednesday, September 30, 2020

Attending Board members: Dr. G. Kafkoulis / Aleco Haralambides / Catherine Hernandez/ Jeff Taraboulos / Frank Berrizbeitia / Chris Korfiatis/ Also the C.E.B.O. Dimitri Bardoutsos.

Meeting for Archimedean Academy, Archimedean Middle Conservatory and Archimedean Upper Conservatory was called to order at 7:30pm.

AGENDA:

- Readings of the minutes of the previous meeting September 9, 2020.
- Reopening of the Archimedean Schools starting October 5th, 2020.
- Financial issues:
- Florida Development Finance Corporation approval and discussion regarding the new Cafetorium.
- Legal issues
- Chairman's report.
- New Business.

Minutes

The minutes of September 9, 2020 were read and approved.

Motions and Discussions:

Motion put forth by Dr Kafkoulis, seconded by Frank Berrizbeitia, regarding the innovative reopening of the Archimedean Academy according to the following schedule:

Archimedean Academy Pk, K and 1 on Mon Oct 5, 2020;

Archimedean Academy 2nd and 3rd on Tue Oct 6, 2020;
Archimedean Academy 4th, and 5th in addition to
Archimedean Middle Conservatory 6th, 7th 8th and
Archimedean Upper Conservatory 9th, 10th, 11th and 12th on Wed Oct 7,
2020. Each class will be hybrid in modality.
PPE and physical distancing protocols are in place and functional to protect
all students and teachers.
Approved Unanimously by the Board.

Action: Policy discussion for the development of COVID related guidelines related to concerns that may be raised when teachers are asked to return to work for face to face instructional responsibilities. The following guidelines have been proposed by Catherine Hernandez and seconded by Aleco Haralambides and moved to accept.

Motion: All employees are expected to show up to work. Exemptions will be examined based on the following criteria: ADA, pregnancy, over 65 of age, or other documented underlying conditions that predisposes them to dangers due to COVID19. Exemptions will also be considered for employees that are caring for vulnerable family members living in the same household. Employee exemption requests will be examined only if submitted with treating physician documentation confirming their underlying condition.
Resolution approved unanimously.

The Board discussed the recently approved Bond issue to purchase ARCHIMEDEAN PROPERTIES LLC. The Treasurer congratulated the Board members who had negotiated the terms.

Meeting was adjourned at 10:05 pm.

Respectfully submitted,
ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory

Board Meeting: Wednesday, September 9, 2020

Attending Board members: Dr. G. Kafkoulis / Aleco Haralambides / Catherine Hernandez/ Jeff Taraboulos / Frank Berrizbeitia / Chris Korfiatis/ Andres Tremante. Also the C.E.B.O. Dimitri Bardoutsos and Alejandra Hernandez.

Meeting for Archimedean Academy, Archimedean Middle Conservatory and Archimedean Upper Conservatory was called to order at 7:35pm.

Minutes

AGENDA:

- Approval of minutes of previous meetings August 26, 2020.
- Analysis of FY 2019 financials.
- Chairman's Report
- New Business.

Discussions and Motions:

The minutes of August 26, 2020 were read and approved.

Miss Alejandra Hernandez joined the Board meeting to share with us her concerns regarding the inappropriate behavior of a former teacher of the Archimedean Upper Conservatory. The Board agreed with Miss Hernandez that additional processes should be developed so that students are informed about how and when to report concerns to the School Administration.

The Chairman further explained the current schedule of orientation courses covering several related HR and Health subjects that all the staff were required to attend.

Discussion resumed regarding the policy concerning reimbursement of coursework costs in pursuit of out of field waivers for teachers. There was no decision reached and this item was tabled for future discussion by unanimous agreement.

The Chairman reported on the status of the forensic accounting of FY 2019 and the Board is awaiting a full report of the discovery of the solution.

The Board discussed briefly a Tech Fee as well as an extended lease program that was contracted with Apple Computers to help defray the cost of the iPad program. The Board authorized the President to pursue this extended lease program with the intent of providing an iPad to each ARCHIMEDEAN student. The secretary was instructed to include this resolution in the minutes.

There was also discussion of the additional funding needed to provide books for each student, since shared books are no longer feasible with COVID19. This discussion was postponed for further review.

The next meeting will cover the decisions by the MDCPS School Board with regards to the classroom attendance and also the negotiations and agreements with the FDFC FLorida Development Finance Corporation regarding our application for Bond financing.

Meeting was adjourned at 10:10 pm.

ARCHIMEDEAN ACADEMY INC.

Minutes were recorded by Catherine Hernandez.

Respectfully submitted,



By: Catherine Hernandez

Acting Corporate secretary

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory

Meeting: Wednesday, August 26, 2020

Attending Board members: Dr. G. Kafkoulis / Aleco Haralambides / Catherine Hernandez/ Jeff Taraboulos / Frank Berrizbeitia. Also the C.E.B.O. D. Bardoutsos and G. Katsoufis.

Minutes

Meeting for Archimedean Academy, Archimedean Middle Conservatory and Archimedean Upper Conservatory was called to order at 7:30pm.

AGENDA:

- Approval of minutes of previous meetings Aug 12 (No Quorum) and July 29, 2020.
- Resolution requesting an increase of 5 % of student capacity of the Archimedean Academy and of the Archimedean Middle Conservatory.
- Approval of Out of Field waivers.
- Analysis of FY 2019 financials.
- New Business.

Discussions and Motions:

The Chairman briefly explained how the beginning of classes had fared from a technical point of view. He explained a bit of the performance; attendance and other issues concerning the different schools and the Pre-K.

The minutes of the two previous meetings were read and approved.

The Chairman requested a resolution under the Florida Statute that allows an increase of enrollment for high performance Charter Schools.

The resolution requesting an increase up to 5% of the enrollment of the AA and the AMC was unanimously approved. The Corporate Secretary was requested to issue a resolution to that effect.

The Chairman then submitted a list by all three principals requesting out of field waivers for several teachers. The Chairman suggested that the Board establish a policy concerning reimbursement to the teachers for the additional coursework that may be required as a result of the approval by the FLDOE for these waivers to become permanent.

A resolution was approved for all the requested waivers unanimously for approval during today's Board meeting:

ARCHIMEDEAN ACADEMY Waivers

1. Bolivar Natali Gifted Endorsement
2. Carbia Jose Gifted Endorsement
3. Hemingway Kathryn Gifted Endorsement
4. Hernandez Laura Gifted Endorsement
5. Kralievits Christos Gifted Endorsement
6. Lazo Adrienne Gifted Endorsement
7. Lozano Daisy Gifted Endorsement
8. Martin Florence Gifted Endorsement
9. Morales Maria Gifted Endorsement
10. Ramos Michelle Gifted Endorsement
11. Regan Leilani ESOL Endorsement
12. Regan Leilani Gifted Endorsement
13. Rodriguez Monica Gifted Endorsement
14. Schlindwein Anelis Gifted Endorsement
15. Silvestros Michella Gifted Endorsement
16. Tsilivakou Evangelia Gifted Endorsement

ARCHIMEDEAN MIDDLE CONSERVATORY Waivers

1. Charisse Debesa-Roussis Gifted Endorsement
2. Hendrickson Thomas Gifted Endorsement
3. Lynch Katie ESOL Endorsement
4. Lynch Katie Gifted Endorsement
5. Mertzanis Pantelis Gifted Endorsement
6. Rosales, Anais Reading Endorsement

7. Solis Jonathan Gifted Endorsement
8. Sykopoulos-Bellos Avgoustinos Gifted Endorsement
9. Zakharia Toufic Gifted Endorsement.

ARCHIMEDEAN UPPER CONSERVATORY Waivers

1. Donabella Micaela Reading Endorsement

There were two additional resolutions discussed re Analysis of the Financial Statements which were approved unanimously:

- 1) To ratify the Chairmans' s authority to adjust the ARCHIMEDEAN Teachers Pay Schedule and
- 2) To authorize the hiring of a Forensic Accounting firm or individual to assess the financial statements of FY 2019.

The Corporate Secretary was instructed to submit these resolutions to the MDCPS Charter school authorities.

There being no further business the meeting was adjourned at 9:55 PM.

Respectfully submitted,
ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary

Archimedean Academy, Inc.

Board resolution adopted at

Board meeting of August 26th 2020

Board Resolution

The undersigned hereby certifies that he is the Corporate Secretary of Archimedean Academy Inc., a non-profit corporation operating under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of Archimedean Academy Inc. at a meeting held on Wednesday, August 26th, 2019 at 7.30 P.M.

RESOLVED by the Governing Board that the following Out of Field Assignment Waivers for GIFTED; READING and ESOL ENDORSEMENTS be granted to the following **ARCHIMEDEAN ACADEMY** and **ARCHIMEDEAN MIDDLE CONSERVATORY** and **ARCHIMEDEAN UPPER CONSERVATORY** teachers:

A resolution was approved for all the requested waivers unanimously during today's Board meeting:

ARCHIMEDEAN ACADEMY Waivers

1. Bolivar Natali Gifted Endorsement
2. Carbia Jose Gifted Endorsement
3. Hemingway Kathryn Gifted Endorsement
4. Hernandez Laura Gifted Endorsement
5. Kralievits Christos Gifted Endorsement
6. Lazo Adrienne Gifted Endorsement
7. Lozano Daisy Gifted Endorsement
8. Martin Florence Gifted Endorsement
9. Morales Maria Gifted Endorsement
10. Ramos Michelle Gifted Endorsement
11. Regan Leilani ESOL Endorsement
12. Regan Leilani Gifted Endorsement
13. Rodriguez Monica Gifted Endorsement

14. Schlindwein Anelis Gifted Endorsement
15. Silvestros Michella Gifted Endorsement
16. Tsilivakou Evangelia Gifted Endorsement

ARCHIMEDEAN MIDDLE CONSERVATORY Waivers

1. Charisse Debesa-Roussis Gifted Endorsement
2. Hendrickson Thomas Gifted Endorsement
3. Lynch Katie ESOL Endorsement
4. Lynch Katie Gifted Endorsement
5. Mertzanis Pantelis Gifted Endorsement
6. Rosales, Anais Reading Endorsement
7. Solis Jonathan Gifted Endorsement
8. Sykopoulos-Bellos Avgoustinos Gifted Endorsement
9. Zakharia Toufic Gifted Endorsement.

ARCHIMEDEAN UPPER CONSERVATORY Waivers

1. Donabella Micaela Reading Endorsement

The **Board** approved these waivers and requested that it be noted in the minutes. Furthermore, the Governing Board ratified: That the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This Wednesday, August 26th, 2020

ARCHIMEDEAN ACADEMY INC.



By Mr. Frank Berrizbeitia

Corporate Secretary

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory
Board Meeting: Wednesday, August 12, 2020

The meeting of the Board of Directors was cancelled due to lack of quorum

Respectfully submitted,
ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia
Corporate Secretary

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory

Meeting: Wednesday, July 29, 2020

Attending Board members: Dr. G. Kafkoulis / Aleco Haralambides / Jeff Taraboulos / Frank Berrizbeitia / Mrs Catherine Hernandez. Also the C.E.B.O. D. Bardoutsos and G. Katsoufis.

Meeting for Archimedean Academy, Archimedean Middle Conservatory and Archimedean Upper Conservatory was called to order at 7:35pm.

AGENDA

- Approval of minutes of previous meeting
- Chairman's Report
- Approval of the BUDGET for FY2021
- Clarifications concerning Ziegler Resolution of June 10th to include Amount of BOND EMISSIONS to acquire ARCHIMEDEAN PROPERTIES LLC..

Motions and Discussions:

- CHAIRMAN'S REPORT regarding MDCPS opening of the school.
- Minutes of the workshops held July 22 and July 8, 2020.
- Approval of the Budget FY 2021.
- Ratifying the Ziegler Bond Financing Agreement.

The Chairman, Dr. Kafkoulis took the floor to announce that the MDCPS School Superintendent Mr Alberto Carvalho had just announced school classes to start online only on August 31, 2020. This will be reviewed on

October 5th 2020 to determine if the schools would open their classrooms. Dr. Kafkoulis further explained all the steps that the ARCHIMEDEAN Schools were taking to ensure that all of the staff was cognizant of the necessary changes and adaptations. The Principals had been briefed as well as the non-instructional administration and the Trust Counselors. Also the teachers were to receive a Webinar covering online and synchronous and asynchronous classes. Until further notice; we would be suspending or cancelling the earth science and social science competitions as well as certain off-campus activities.

The CEBO gave a presentation on certain budgetary and administrative issues as well as the necessary special equipment mandated by the COVID -19 crisis and its impact on the 2021 FY budget; i.e. Hepa filters; ionizers; Cleaning drones; Bacterial immune system, etc. and submitted a preliminary Budget of \$370,000 special allocation not including any mental health allocation that may affect our staff and students.

The corporate secretary submitted a resolution ratifying the authority of the Chairman to incorporate the new teachers salary schedule based on the parameters laid down by Governor DeSantis and the Florida Dept of Education pertaining to entry level educators and related seniority steps. **The resolution was approved unanimously.**

The chairman explained the impact that the teachers salary schedules would have on our Budget. A motion to maintain the premium paid to our teaching staff as a result of the 362 Referendum supplement was made by the treasurer and seconded by Board member Mrs. Hernandez and **the resolution was adopted unanimously by the Board.**

The Board then was requested to review the budget workshop held on July 22 as well as the liquidity covenant that was being requested by the FDC to be arranged for the refinancing of the Archimedean Academy, LLC. The FY- 2021 budget was unanimously approved by the Board. The Board further ratified both the resolution of June 10th as well as the authorization of June 24th to increase the amount of the issuance of the Bonds to twenty three million dollars (\$ 23,000,000) The resolution was submitted by the Vice President and seconded by the secretary and was approved unanimously (see ATTACHED RESOLUTION).

The Board was requested to submit the CHARTER SCHOOL GOVERNING BOARD DISCLOSURE FORMS of the Miami-Dade County Public Schools Charter School Administration as well as the forms requested by the DCF to ensure compliance with the requirements necessary for our Pre-K.

There being no further business the meeting was concluded at 9:30 PM.

Respectfully submitted,
ARCHIMEDEAN ACADEMY INC.

A handwritten signature in blue ink, appearing to read "Frank Berrizbeitia", with a long horizontal flourish extending to the left.

By: Frank Berrizbeitia
Corporate Secretary

Archimedean Academy, Inc.
Board of Directors of Archimedean Schools:
Archimedean Academy, Archimedean Middle Conservatory,
Archimedean Upper Conservatory

Wednesday July 29th, 2020

Corporate Resolution

The undersigned hereby certifies that he is the Acting Recording Secretary of Archimedean Academy Inc, a not-for-profit corporation organized and existing under the laws of the State of Florida and that the following is a true and correct copy of a resolution adopted by the Governing Board of Archimedean Academy Inc. at a meeting held July 29th 2020.

WHEREAS, Archimedean Properties, LLC, a Florida limited liability company (the "Landlord"), currently owns the property located at 12425 SW 72nd Street, in Miami-Dade County, Florida (the "Property");

WHEREAS, Archimedean Academy, Inc., a Florida not-for-profit corporation (this "Corporation") leases the Property from the Landlord for the operation of the Archimedean schools (collectively, the "School");

WHEREAS, the Corporation has an ownership interest in the Landlord.

AND WHEREAS, the Board of Directors of the Corporation has determined that it is in the best interest of this Corporation to arrange for the issuance by the Florida Development Finance Corporation (the "Issuer") of up to TWENTY THREE MILLION DOLLARS AND 00/00 (\$23,000,000.00) aggregate principal amount of its tax exempt and taxable refunding revenue bonds (the "Bonds") for the purpose of financing and refinancing: (A) the Corporation's acquisition of 100% of the ownership and/or membership interest in Landlord (the "Acquisition"); (B) the Corporation's further development, improvement and equipping, as applicable, the Property, including the construction of a "Cafetorium", which would include an

auditorium and an area suitable for students to eat meals and the construction of additional classrooms, which could serve students of all ages, including, but not limited to, preschool students; (the "Improvement Project"); and (C) paying off that certain first priority mortgage loan in favor of Regions Bank on the Property.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

This Corporation hereby approves the issuance by the Issuer of certain tax exempt bonds for the Acquisition and the Improvement Project (the "Archimedean Bonds"), and authorizes the Chief Executive Officer/President of this Corporation, George Kafkoulis, to undertake all steps necessary to accomplish the bond issuance and the loan, on such terms and conditions as the President of this Corporation shall determine, including without limitation, maturity (not less than 25 years), interest rates (not to exceed 4.25%), the grant of collateral security (including real estate, fixtures, equipment, revenue and other assets of this Corporation), reserve funds, defeasance and other covenants, and fees and expenses.

Actions heretofore taken by or on behalf of this Corporation by any officer or director with respect to the issuance of the Archimedean Bonds (including construction contracts), are hereby ratified and confirmed.

The foregoing authorization includes the negotiation, approval, execution and delivery on behalf of the Corporation by its President of all documents, instruments, notes, certificates, offering documents for the Archimedean Bonds and agreements as shall be reasonably necessary to consummate the Acquisition and Improvement Project and the sale of the Archimedean Bonds, including without limitation, a bond purchase agreement, loan agreement, and any notes, mortgages and collateral security documents, and the filing or recording of such documents and notices of such pledges of revenues or liens on or relating to the

Acquisition and Improvement Project as noted above, all in substantially the forms presented to the Board of this Corporation on or about the date hereof.

The President of this Corporation, on behalf thereof, is hereby authorized to take such further steps and make, approve, execute and deliver such further instruments as may be required in connection with the foregoing, the execution and delivery thereof and of any agreements, documents, mortgages, security instruments, certificates or other documents relating to the issuance of the Archimedean Bonds or the loan of the proceeds thereof to this Corporation by such officer being conclusive evidence of the approval thereof by this Corporation; and

The President of this Corporation is hereby authorized to name in writing such other officer of this Corporation as the President may determine to take all actions herein authorized in the place and stead of the President, and to attest to any such action taken by the President or such other officers as she may designate in writing.

Furthermore, the Adoption of said resolution was in all respects legal and that said resolution is in full force and effect and has not been modified or rescinded.

DATED This Wednesday July 29th, 2020

ARCHIMEDEAN ACADEMY INC.



By: Frank Berrizbeitia

Corporate Secretary

Archimedean Board of Directors.