APPROVED MINUTES EDUCATION ADVISORY BOARD MEETING 100 NORTH ANDREWS AVENUE, 1ST FLOOR CHAMBERS FORT LAUDERDALE, FLORIDA THURSDAY, MAY 20, 2010 – 6:30 P.M.

Members	Attendance	Cumulativ Present	e Attendance Absent
Dr. Magdalene Lewis, Chair	Р	9	2
Laura Clark, Vice Chair	Р	9	2
Chase Adams	Р	4	2
Alec Anderson	А	3	2
Shezette Blue-Small (arr. 6:40)	Р	9	2
Leanore "Lu" Deaner	Р	10	1
Joseph Discepola	Р	1	0
Gwendolyn Dudley	А	0	6
Edna Elijah	Р	8	3
James Howell	А	2	4
Alan Levy	А	3	2
Vialene Monroe	А	0	4
Dr. Maureen Persi, Ed.D.	Р	8	2
Lillian Small	Р	9	2

Appointed members to the Board: 14 Needed to constitute a quorum: 8

<u>Staff</u>

Julie Richards, Interim Staff Liaison Michael Ciesielski, Planning & Zoning Charles Webster, Broward County Public School Liaison Brigitte Chiappetta, Recording Secretary, Prototype, Inc.

Guests

Chris Akagbosu, Director, Growth Management Division, School Board of Broward County Maureen Dinnen, Board member, Fort Lauderdale School District. Katie Leach, formerly of this Board Mary Fertig, formerly of this Board

As of this date, there are 14 appointed members to the Board, which means 8 would constitute a quorum.

Communications to City Commission

Motion made by Ms. Elijah, seconded by Ms. Deaner, to request permission from the City Commission for a special date when all board members can meet and discuss

further the City Commission's request regarding the Second Amended Interlocal Agreement for Public School Facility Planning, Broward County, Florida, so that the Education Advisory Board can come up with answers. By voice vote, the Motion carried unanimously (9-0).

A. Opening

• Attendance and Sign-In

Chair Lewis called the meeting to order at 6:37 p.m.

Chair Lewis stated she would not follow the Agenda as prepared, as there were people in the audience who wished to speak. The Board agreed by consensus that three minutes per speaker was appropriate.

- Approve Minutes (not addressed)
- Introduce New Members (not addressed)
- Guest Introductions (not addressed)
- Announcements (not addressed)

C. Current Business

Recommendation on Interlocal Agreement with School Board of Broward County

Maureen Dinnen, School Board member for the District, representing Fort Lauderdale, East Oakland Park and Plantation, spoke on the interlocal agreement. She remarked that 27 cities have schools that are involved in the Interlocal Agreement, and other parties that have signed the agreement are the County Commission and the School Board. The Commission felt there were some issues that had not been fleshed out. She said there was a packet the Board members should have received via email that included a letter to Mayor Seiler that included answers to all of the questions posed by the Commission. One concern mentioned was the portables, and the proposed change will allow further use of portables except on the Bayview campus.

The primary reason they are doing the agreement is that there will be a massive succession of boundary changes if they do not. These will affect the edge of the west and the central corridor. Citizens are concerned that the equity issues are not being addressed, but she said there are four District Board members who are from the east, so those schools will be well represented. She commented that they are not capping the Magnet schools, but they had to cut funds due to budget cuts.

The agreement will be in effect for only eight years, and it will give the schools "breathing room."

Mr. Discepola asked what the cost would be to implement portables if the ILA were adopted. Ms. Dinnen responded that a lot of the schools that would receive the portables are in the west and have empty portables on their campuses. It was difficult for the Board to plan for anticipated enrollment, so there are a lot of portables in the west. To move a portable from one place to another costs about \$60,000, but the needed ones are already on site.

Mr. Discepola asked if there was an amount budgeted for the change, and Ms. Dinnen replied that she does not have a precise figure.

Vice-Chair Clark inquired how much it would cost to transport students from the west to the east, and Ms. Dinnen said it depends on where they live. She said that the Transportation Department could not provide an estimate, as they cannot predict where each student lives who will be bused. Ms. Dinnen added that the transporting of students is not dependent on the portables, it depends on the rules of this particular interlocal agreement. The problem is going to be that the State will say to them if the schools are not following the ILA, then boundary changes will have to be made.

Chris Akagbosu, Director of the Growth Management Department noted that the ILA will change from 110% permanent capacity to 100% gross capacity, which means the capacity can be utilized. Concurrence is all about availability of capacity. A boundary change would have to be made to meet the maximum level of service as it stands now.

[Mr. Akagbosu showed several maps, explaining the boundaries, capacities and the levels of service.]

Katie Leach, formerly of this Board, distributed a paper showing how the ILA will impact the schools in Fort Lauderdale. She predicted that the County will close under-enrolled schools if the ILA is approved. She asked the Board to take a hard look at the numbers before committing to the agreement.

Dr. Persi asked Mr. Akagbosu about the reason for the questions from the City Commission being sent back to the Board this evening. He replied that Mr. Discepola might be able to elaborate more.

Ms. Deaner contributed that she thinks Mayor Seiler was concerned about the funding and the quality of the funding. She acknowledged that the schools in the east suffered from a lack of equality in funding. If a school's population declines, funding declines, and she said the Board did not address this issue. She remarked that she believes their first obligation is to advise the City of Fort Lauderdale and does not want to make the issue divisive between the east and the west.

Dr. Persi agreed with Ms. Deaner, and added that if they did not ask "the right questions," it was because the Board has experienced turnover, and they are just now coming together. She commented she was not familiar with the ILA until last month.

When she left the last meeting, she did not have a clear conscience, because she felt pressured to vote on something she did not have enough information or facts about. She continued to say that they were only presented with the good side, not the bad side. She voted for what she felt they had the most minimal information on. She is sorry that they did not table the motion so that they could have a chance to absorb all the information. If she had to vote again today, her vote would be no.

Mr. Discepola remarked that he is new to the Board and has also read through the material and wonders what the ILA has to do with education. From the proposals he heard from the first two speakers, he deduced it is about the need for more real estate development, regardless of how it affects the students. He said he believes the choice is between new boundaries and portables. He pointed out that they have a limited budget, but want to throw more money at over-capacity rather than redistributing and using all resources. They want to under-utilize some in the east and throw more money that is not to be had at the west. He questioned how this in the students' best interests.

Mr. Akagbosu explained that his previous presentation was meant to provide a quick summary of the issue. There is an Interlocal Agreement between Broward County, the School Board, and 27 cities including Fort Lauderdale. That is mandated by state law to ensure that the schools are tied back to the quality of education. He said that the level of quality is tied to the level of crowdedness, and he sees overcrowdedness.

Mr. Discepola wondered if this has to do specifically with permitting developers to construct buildings, and that in order for them to move forward they have to lower the level because of overcrowding. Mr. Akagbosu denied this was the case, and said that it has to do with the School Board's obligations to ensure in its five year plan that every school is at 110%, and that the level of overcrowdedness in that school does affect the guality of education. The School Board had two options: 1) limit their size. He stated that the schools where they show the [unable to understand person speaking] to ensure that those schools met level of service. Because of the decline in enrollment, students [unable to understand person speaking]. The School Board did not plan for that, now the Department of Education said they can no longer build this capacity to meet the obligation that these schools have to meet this level of service. That obligation has to be met by 2013. In order to do that, there is the boundary option. To use the boundary option, they would have to move students, which would affect families. All the School Board is asking is to have enough time to ensure that the schools can use the capacity in the portables that is currently being used for class size. However, you cannot use it for concurrency. Development is a secondary issue, in that it ties back to the local government. Local governments want economic growth.

Mr. Discepola remarked that it sounds like the centerpiece is denying building permits, but Mr. Akagbosu disagreed, saying it is secondary.

Mr. Discepola asked Mr. Akagbosu to identify what kind of development he was referring to and Mr. Akagbosu responded he is referring to any kind of residential or

commercial development in Broward County. If any development is being built, there is the chance of overcrowding, and if the chance for overcrowding is severe, then the permit would be denied.

Mr. Discepola commented that it sounds like in order for certain buildings to go forward, the concurrency level would have to change. Mr. Akagbosu replied that the School Board has an obligation under the ILA. The School Board has two options to ensure that happens. One is to build classroom additions or permanent new schools because it has to be permanent capacity. He said that portables are temporary facilities. The second option is boundary change, moving thousands of students and causing hardships.

Mr. Discepola asked what the penalty would be if the schools are at 111%. Mr. Akagbosu said that if the level of service is not met, the State can withhold funds from the school district.

Ms. Blue-Small asked for clarification of Ms. Dinnen's remark: "There is no need whatsoever for the moving of portables. The portables that are at the site are the portables that we are just trying to get approved to be used to meet the level of service. But we will not be moving portables from under-enrolled schools to over-enrolled schools." Ms. Dinnen replied that they are not going to move portables from under-enrolled schools to over-enrolled schools to over-enrolled schools. Most of the portables that they would use are on sites of over-crowded areas. Some of them are being used to qualify for class size, but some are empty. They are up to code and can be used. What they are trying to do is obey the law. They cannot obey the law as it now stands unless they have boundary changes.

Ms. Blue-Small asked if the ILA could be revisited. Ms. Dinnen responded that that is what they are doing. They are revisiting the original ILA, trying to amend it. Eighteen cities have signed on, plus the County and the School Board. Three more cities are needed to sign on.

Ms. Blue-Small asked if there is a way to determine why some of the schools are severely under-enrolled. Ms. Dinnen answered that they have looked at that and various means of mitigating the under-enrollment.

Mr. Discepola asked why portables could not be used without lowering the concurrency rate to 100%. Ms. Dinnen said that concurrency rate is based on permanent structures, not portables. Changing the enrollment from a gross capacity from a permanent capacity would allow the use the portables and relocatables.

Mr. Akagbosu remarked that the ILA states that permanent capacity can be used to ensure that the schools meet the level of service. The change is for an interim period with the goal of always putting the children in permanent facilities.

Ms. Blue-Small asked how this would affect under-enrolled schools. Mr. Akagbosu answered that it does not affect under-enrollment in a negative manner because those seats are there. If boundary changes are made, there are not many schools that are above 100% level of service.

Ms. Deaner asked if he was speaking about the 8,000 units to be developed downtown, and Mr. Akagbosu said he was. She noted that those units were to be high-rises, and would not populate young children. Because there would be a timeline to sunset the portables in 2018, it places a negative aspect to it. She offered that another kind of solution that would satisfy the situation in the east would be something they could all look at.

Mary Fertig, City of Fort Lauderdale and former member of the City Advisory Board for Education, plus Advisory Chair for four different schools over the last 20 years. She advised the Board that if they approve the ILA, that they should stipulate five conditions. When a school is under-enrolled, they do not have as many FTE dollars. In recent years, many of the schools have gotten Magnet programs, and they became a way for "choice." The Board is capping the number of out-of-boundary students who can come into the schools even though there are extra seats. This is being driven by the need to not change boundaries for a few western schools. She understands what is going to happen to the City of Fort Lauderdale when these schools become consolidations.

Ms. Fertig asserted that the Board has been realigning students from under-enrolled into over-enrolled schools that had nothing to do with AYP (Adequate Yearly Progress). The use of portables is not the issue. The issue is if the Board will continue to support a "choice program." Choice is the magnet program. This year the funding for the magnet program is being cut 51%. She noted that all of the high schools and all of middle schools (on the list) are magnet schools.

She mentioned also that they are losing music and art. Because the schools are underenrolled, they do not have as many dollars to balance that out.

Ms. Fertig noted that the five conditions she recommends if the Board votes for the ILA are:

- Get approval from the District that they have the portable capacity to meet state statute without any additional expenditure of dollars
- Agreement to restore the budget for Magnets to the 2008 level
- Agreement that no capacity additions for new schools will be built to relieve overcrowded schools until boundary changes are made and/or until they have finished all projects that schools have been waiting for
- No school closures
- No caps on Magnets (if there is an empty seat in a school, they should be allowed to admit as many out-of-boundary students as possible)

Vice-Chair Clark asked why the Magnet budget was cut by 50%. Ms. Fertig's answer was that the ILA proponents are asking the schools to give \$6.6M funding to make sure that these schools do not have to have boundary changes.

Ms. Dinnen remarked that the State of Florida cut Magnet money last year. The District stepped in and filled in the money that was withdrawn by the State. This year it was cut again. However, this year is more serious economically and the District cannot step up and put in the money. She acknowledged that they did cut the magnet funding by 51%, but that does not mean it is a permanent situation and, she added, there are no caps on Magnet programs. There are two kinds: in-boundary and out-of-boundary. She does not know of any school that has been changed from drawing from the entire County to just in-boundary.

Ms. Fertig commented that her information is that the Board is capping the number of out-of-boundary students that can come to a boundary program.

In response to a question by Vice-Chair Clark, Ms. Dinnen commented that if a student resides in Fort Lauderdale, he is considered in-boundary. A District-wide program could draw from the entire County and it would be an out-of-boundary program. Ms. Fertig added that the whole theory is to capture those students sitting in over-enrolled schools and attract them to these schools.

Mr. Discepola wondered if there is an underlying assumption that there will eventually be funds to create permanent facilities in the west for the overcrowded schools, and Ms. Dinnen replied that she hopes there will be funds to create any permanent facilities. She added, however, that their five year plan is dead in the water at this point.

There followed a discussion between Mr. Discepola and Ms. Dinnen regarding funding for staff and programs related to the filling of the portables. Ms. Dinnen remarked that the children that are already in the portables are not counted towards capacity size for this purpose, thus demonstrating the difference between permanent and gross. She clarified that even though there are now students in portables, they cannot be counted as school capacity. She continued that they do not know in advance what kind of funding changes will occur, but they do know they will be breaking the law and they do know that the State will punish them if they do via not issuing money. Mr. Discepola was curious if they would be better off financially by being slightly over concurrency levels or "throwing more money at teachers and portables." Ms. Dinnen said that they cannot calculate that because they do not have the numbers from the State. Mr. Discepola expressed his frustration being asked to vote for something not knowing the true financial impact.

Mr. Akagbosu added that if they do not comply with the obligation in the agreement that the City of Fort Lauderdale or a citizen in the City can sue the School District beyond the penalties imposed for non-compliance. He said that the issue is not money, but that

the capacity that was planned cannot be built. To provide capacity, there has to be more capacity provided, and that capacity exists in portables.

Mr. Adams asked Ms. Leach what the solution might be. She replied that the schools on the east side must be attractive to children across the County, and in schools that are under-enrolled, they make sure they are drawing from other schools to fill those seats. She would "make that happen" in absence of the ILA by forcing the School Board to make sure they are adequately funding the Magnet programs, and changing some of the boundaries.

Mr. Adams asked Ms. Dinnen what specific state law they would be breaking if they did not approve the agreement, and she replied it is the concurrency law. Mr. Akagbosu added it is Chapter 163, Statute 1013, and there are penalties not only to the School Board but to the local government.

Mr. Discepola asked if the penalties only apply if there is actually development or future development and approval when not at the concurrency level. Mr. Akagbosu replied that he could email a copy of the penalties to the staff the next day.

Dr. Persi was curious about the origin of the first ILA. Mr. Akagbosu said the first one was in 2003, amended in 2008 to incorporate concurrency, and now the School Board is asking for this change. Dr. Persi asked when they would stop doing the "band aid approach" and come to a permanent solution. If the ILA goes through, Mr. Akagbosu commented that starting in September the School Board would do incremental boundary changes in addition to other "creative things."

Leslie Brown, Magnet program. Ms. Brown noted that there are 780 out-of-boundary students at Fort Lauderdale High School, making it a very successful Magnet program. The District pays for all the transportation and the FTE amounts to \$4M annually going into Fort Lauderdale High School. Sunrise Middle School has 398 children from beyond its boundaries. The concept of bringing students to the schools via the Magnet program and bringing the FTE with those children by choice is alive and well.

She continued that although they have seen decline in local enrollment, they anticipate incremental growth over the next few years. Dillard High School has 400 out-of-boundary students, William Dandy has 335, and New River Middle has 251. Each child in these programs is bringing the FTE with them to that school. The reduction in Magnet dollars was made across the board to meet the cut from the state. They were not asked to get rid of any Magnet programs. The students come by choice: they are not being forced, bussed or boundered.

Ms. Clark asked one of the parents to respond to the following question about what positive effect not putting portables in the west would have on the schools on the east side, and how would they get the displaced students to go to the Magnet schools. Ms. Fertig replied that they would attract more students. All schools need support for

choice, as that is how they voluntarily bring students to the schools. Ms. Clark asked for additional clarification from a member of the school board. Ms. Dinnen remarked they do not have caps on enrollment at Magnets, so the students have the option to move. She reiterated that they did not target Magnets for budget cuts.

Ms. Dinnen remarked that there is no way to change the agreement before them, as 20 entities have already signed it.

William Saverese, parent of two students at Fort Lauderdale High. His children are in the Cambridge program but are not out-of-boundary students. He said they lost their Magnet coordinator for that program and he hopes the Advisory Board will come back with a nullification of the proposal because the ramifications will not benefit his children. He is a member of SAC and they have had very little time to review the ILA.

Lisa Freire, parent. She expressed concern that all of the high schools and middle schools in Fort Lauderdale are Magnet schools, and that budget has been cut 51%. She wonders how they can attract more students to their program when the recruiter/coordinator is gone.

Ms. Brown clarified that there are no Magnet programs in the west, as their enrollment is fine. There are two Magnet coordinators at Fort Lauderdale High School, and she noted their primary function as recruiters would have support from the School District.

Mr. Ciesielski, Planning and Zoning Department and member of the Staff Working Group of the Broward County School Board. He stated that he had put together the seven questions from the City Commission concerning the issues they wished addressed. These were discussed at the April 6, 2010, City Commission meeting as well as the April 20th meeting, and it was remanded back to the Advisory Board. The seven issues are as follows:

- Examine all of the changes in the Second ILA.
- Address how the changes will impact Fort Lauderdale schools.
- Understand the difference between the 100 and 110% capacity and how it impacts Bayview, McNab, Riverland and Rock Island.
- Ask questions about the disadvantages to the City if the amendments are adopted.
- Respond to a concern regarding relocatable classrooms and space available.
- Answer how the School Board makes its projections regarding account foreclosures, immigration, and anticipation of construction.
- Answer how the proposed amendments will affect future enrollment and funding of public schools located in Fort Lauderdale.

Mr. Akagbosu noted that the requirements regarding City signatures to the document are that the School Board, the County and 75% of the 27 cities (21 cities) have to approve it. Three more are needed. Fort Lauderdale is the only one left on the east

side. There have been objections from only three: Hollywood, Oakland Park and Lauderdale-by-the-Sea.

Mr. Adams inquired about the deadline for signing, and Mr. Akagbosu noted it is a selfimposed deadline, as the boundary changes will start in September if it is not passed. The goal then is to send it to the State in early June, as the State has 60 days to issue their findings on compliance.

In response to a question by Mr. Adams, Mr. Akagbosu stated that the bottom line is that the schools meet the level of service. He responded to the five issues posed earlier by Ms. Fertig:

- They have 2,081 portables in the system today, but they cannot be used for school concurrency. There is capacity in portables which could be used if ILA goes through.
- The School Board can no longer build at under capacity.
- Department of Education will not allow the School Board to build under capacity until excess capacity is used up.
- There will be no school closures.
- There are no caps to Magnet schools.

Ms. Deaner commented that the 2nd, 4th and 7th issue on the letter from Mr. Ciesielski have not yet been addressed.

Mr. Akagbosu confirmed that Fort Lauderdale is the only city on the east that has not taken action on the amendment.

Ms. Brown showed a slide depicting the meaning of capacity. She said that if the deadline hits and the ILA is not passed, then the children in the portables could not be served at their school and would have to be moved.

In answer to a question by Mr. Discepola, Ms. Brown stated that every school has a different concurrency date beginning in 2011. It is an issue now, because they phase the students into the change over a three-year period for a middle school, and four years for a boundary change for high school (because there are four grades). They have gone over capacity before, but there they never had the line in the sand of the ILA where the State says "you have to do this by a certain date." School concurrency is new territory for them. In 2008 when the ILA was being developed, it was in the midst of a high-growth period. The dynamics of decision-making were very different.

Mr. Discepola requested to see the State Statute regarding imposing penalties and the language affecting the School Board. He also mentioned that the Advisory Board has not touched on enrollment and is assuming that boundary changes will be horrendous. He wondered why they cannot start changing boundary lines today.

Ms. Brown replied that passing the ILA does not keep them from having to make boundary changes, but it keeps them from having to make domino changes, moving one school into another and down the line. Boundary changes will have to be done at some schools no matter what.

Ms. Blue-Small asked about who sets the level of service. Mr. Akagbosu responded that it is set by consensus. She asked if it could be reset, as it was originally set under different conditions. Mr. Akagbosu said that is what they are trying to do now by passing the ILA.

Ms. Deaner asked Mr. Akagbosu to address the disadvantages of the ILA to the City of Fort Lauderdale. He replied that the downside would be that magnet elementary school would not meet level of service. Ms. Brown commented that if there is not a change, there are three elementary schools that will have to go through boundary changes; one will still have to go through a boundary change if the projections hold true.

Chair Lewis closed the meeting to audience participation.

Vice-Chair Clark remarked that she did not hear an answer to her question asking for the disadvantages of the ILA.

Mr. Discepola commented that he would like to move to table the discussion as a vote until they receive additional information from the School Board. He does not feel he could make an informed decision at this point.

Motion by Mr. Discepola, seconded by Dr. Persi, to table the vote until a further date they all agree upon.

Mr. Adams maintained that even if they reject the amendment, the School Board has four more western cities and they only need two of them, and the Advisory Board could successfully represent Fort Lauderdale and will have served their obligation. He asked that the motion to table be defeated.

Ms. Fertig commented they are both right. It is fine to say "we're going to do better tomorrow," but if they would reinstate the Magnet funding, she sees that as a good faith effort.

Dr. Persi remarked that the Advisory Board has only had about four hours of discussion. All of the other involved groups have been engaged since December.

Restatement of motion: **Motion** by Mr. Discepola, seconded by Dr. Persi, to table the vote on the Second Amended ILA until further information is received from the School Board and from the proponents of the Second Amended ILA to a time that can be mutually agreed upon to make a more informed decision.

Ms. Richards asked what information they wanted to receive. Mr. Discepola replied they need:

- The statute the Board has now represented may penalize the School Board and the Cities
- Cost or financial analysis of the different alternatives, such as implementing portables and lowering concurrency to 100% versus reshifting the boundaries
- Benefit any schools in the west or east will receive as result of the two different options
- Option for all Advisory Board members to pose their own questions to be answered

Ms. Blue-Small wished to know how many schools do not have what they need, and what would be the cost for those schools to get what they need. Ms. Deaner would like more information on some of the points presented by Ms. Fertig regarding guarantees to the City of Fort Lauderdale, referring to the last three points that Ms. Fertig listed.

Vice-Chair Clark added to the list the issue if there was any way the funding could be restored to the Magnet program on the east side.

Chair Lewis asked for a roll call vote that they table the vote until further information is received. Mr. Adams voted "no" and the following members voted "yes": Ms. Blue–Small, Ms. Deaner, Mr. Discepola, Ms. Elijah, Dr. Persi, Ms. Small, Vice-Chair Clark and Chair Lewis. The **motion** carried.

There was discussion on when the next meeting should be held. The next regular meeting was scheduled for June 17. Ms. Richards said that the request for a special meeting will have to go to the City Commission, and suggested preparing the request as a Communication to the City Commission. Mr. Akagbosu pointed out that the City Commission has to vote on the issue, and they await the recommendation of the Advisory Board.

Ms. Dinnen explained that the information questions could probably be answered within a week, but the funding restoration may require more input from her Board, and it may take two weeks.

Ms. Richards pointed out that if they send their request for a special meeting to the City Commission, it will be presented at the June 1, 2010, City Commission meeting. The City Commission will respond "yes" or "no" that the Board may have a special meeting.

Chair Lewis said she would gather a consensus date from the Board members and communicate that to them.

B. Communications to City Commission

Chair Lewis said the Board is asking for permission for a special date that all Board members can meet and discuss further their request regarding the Amendment to the Interlocal Agreement so that they can come up with answers.

Motion by Ms. Elijah, seconded by Ms. Deaner, to approve the request. In a voice vote, the **motion** passed unanimously.

Chair Lewis thanked the Board members and the community members for attending.

D. Old/Ongoing Business

1. School Adoptions and Wish Lists

Vice-Chair Clark mentioned that they were able to collect 45 toiletry bags for the female students of Lauderdale Manors. Donations were made by members of the Leadership Program at her daughter's high school, neighbors and neighborhood board association and the teachers at Oakland Park Elementary. Ms. Small commented she got the stickers done for the bags.

F. Next Meeting and Closing

Noting they were out of time, Chair Lewis adjourned the meeting at 9:07 p.m.

[Minutes prepared by J. Rubin, Prototype, Inc.]