



**Regular Meeting of the
Board of Directors of Citizens of the World Kansas City**

Location: Virtual Meeting via Zoom

Online Link:

<https://us06web.zoom.us/j/85980736562>

Passcode: 319800

(646) 558-8656 | 319800

Date: Thursday, March 27th, 2025, 6:00pm

Proposed Minutes

1. Call to Order

Ms. Finocchario called the meeting to order at 6:02 p.m.

Ms. Finocchario welcomed the members of the public in attendance and gave an overview of the meeting order.

2. Roll Call by Board Chair

Ms. Finocchario called roll as follows:

Present:

Hon. Ardie Bland
Ms. Sophia Bond
Mr. James Brown
Mrs. Lydia Butler
Mrs. Angela DeWilde
Ms. Brandi Finocchario
Dr. Sarah Hicks
Mr. Jim MacDonald (6:04pm)
Ms. Selina Rios

Absent:

Dr. Asiya Foster
Mr. Roosevelt Lyons

Ms. Finocchario determined that with 8 of 11 (later 9 of 11) Board Members present, a quorum is established for purposes of holding the meeting and voting.

3. Review & Consideration of Proposed Agenda *[Board Action]*

Ms. Finocchario requested that the Board Officer transition and appointments be listed as separate action items; they were added as Agenda Items "6-b-v:1-4."

Hon. Bland moved to approve the agenda as modified and Ms. Rios provided a second to the motion. The motion was unanimously approved with none abstaining.

4. Public Comments

Mr. MacDonald joined at 6:04pm.

Ms. Finocchario introduced herself, thanked the public, and provided an overview of the public comment process and guidelines. Ms. Finocchario then invited public comment; no public comment was made.

5. Consent Agenda *[Board Action]*

- a. Review & Consideration of minutes from the February 27th, 2025 regular meeting of the Board
- b. School Dashboard
- c. Strategic Plan Dashboard
- d. Board & Committee Calendar
- e. Staffing Report
- f. Events Calendar

Ms. Finocchario presented the Consent Agenda and asked the Board if any member wanted to remove any item from the Consent Agenda in order to further discuss and/or solely vote on that item; no member did.

Mr. Brown moved to approve the Consent Agenda as proposed and Mr. MacDonald provided a second. The motion was unanimously approved with none abstaining.

6. Board Committee Business & Reports

- a. **Facilities Committee** (Dr. Danielle Miles) *[Information/Discussion]*
 - i. Broadway Project Update from LevelField Partners

Dr. Miles welcomed Mr. Rossley & Mr. Endom (LevelField Partners).

Mr. Rossley provided the updated Greenlighting Criteria Summary, showing all 5 criteria in "Yellow" status, progressing steadily towards Green, and none in danger of becoming Red. Overall, the project continues to progress on schedule. He reviewed each criterion as follows:

1. Criteria #1: Site Acquisition

Key question: Is the team satisfied that the school exhausted negotiation efforts with IFF before agreeing to a purchase price?

- The school executed a Letter of Intent to purchase the Broadway building from IFF for \$5.07MM after determining all of the school's negotiation efforts had been exhausted.
- We received an As-Is/As-Complete Appraisal from Adamson & Associates

- Using a cost approach, sales comparison approach, and income analysis, the Broadway facility was valued at \$5.40MM in its current state and \$7.40MM once the façade repairs are completed
- KCPS confirmed in writing that the school is not required to own the Broadway facility prior to the April 8th general obligation bond referendum
 - The school is required to own the facility free and clear prior to the commencement of any activities for which the school plans to seek reimbursement via general obligation bond proceeds
 - CWCKC's attorney reviewed and approved KCPS's written confirmation
- IFF's general counsel drafted a Notice of Sale to KC Life and a Purchase & Sale Agreement, both of which were reviewed by CWCKC's attorney
 - KC Life waived its Right of First Refusal to purchase the building from IFF
 - The Purchase & Sale Agreement is being finalized by IFF's attorney based on the comments provided by CWCKC's attorney

2. Criteria #2: Schedule

Key questions: Is the team on pace to support a Summer 2026 delivery of both the expansion and renovation projects? Has the team encountered any major hurdles relative to timing and/or budget pressures? Is the team on track to receive construction permits for the remediation project no later than April and for the expansion and renovation projects no later than July?

- LevelField is working with McCown-Gordon to finalize the work schedule for this and next summer's remediation/repair scope and remains on track to receive construction permits no later than late April.
- LevelField is meeting regularly with McCown-Gordon and MultiStudio to work through design iterations and pricing updates for both the expansion and renovation scopes and the team remains on track to submit for construction permits no later than early April in order to commence construction by August.

3. Criteria #3: Project Budget

Key Questions: How confident is the team that the school will be able to hit the targeted project budget for both the GO Bond "passes" and "does not pass" scenarios and deliver the desired programmatic requirements? Is the team identifying sufficient potential value engineering options to mitigate potential cost escalations until the Guaranteed Maximum Price is signed?

- The difference between the two scenarios remains the fact that the \$3.95MM of General Obligation Bond proceeds would enable Citizens to increase the renovation scope by ~\$1.8MM, eliminate the assumed equity contribution, and reduce the assumed total debt burden by ~\$1.95MM.
- The GO Bond Yes project sources now include a \$400k equity contribution which the project lenders have indicated may be a requirement.
- KCPS confirmed that ~\$6MM of the expansion/renovation scope does qualify for reimbursement via bond proceeds. We are working with McCown to understand the mechanics of procurement and contractual matters.

- LevelField is working with McCown and MultiStudio to ensure that as design iterations are being completed, Citizens is being presented with a menu of potential cost savings options to mitigate potential cost escalations.

4. Criteria #4: Financing

Key Questions: Does the school have a financial model the team is confident in? How reasonable would it be to close any potential affordability gaps?

- LISC and BlueHub, the project senior co-lenders, visited the Broadway facility March 4th and had the opportunity to tour the facility, observe instruction, and engage with key staff members
- LevelField pushed 22 Beacon, the subordinate lender, to underwrite to their max loan amount of \$3.00MM given their more favorable interest rate

5. Criteria #5: Affordability

Key questions: Does the school have a financial model the team is confident in? How reasonable would it be to close any potential affordability gaps?

- This latest version of the financial projections is based on the GO bond “does not pass” scenario and includes financing assumptions for LISC and BlueHub as senior co-lenders and 22 Beacon as subordinate lender.

Mr. Rossley & Mr. Endom presented a model pro-forma through SY 29-30, which showed the following key metrics:

- Debt Service Coverage Ratio: 2.31x in SY25-26, then fluctuating between 1.16x-1.39x through SY29-30.
- Days of Cash on Hand: increasing from 65 (26-27) to 86 (29-30).
- Percent of Per-Pupil Revenue allocated to Debt Service: 6.4% in SY25-26, then moving to 14%, 15.2%, 14.1%, and 13.3%, respectively.

They also noted that the pro-forma does not reflect a planned refinance to EFF; once that occurs, finances would then be better. They also underscored again that this financial picture is “worst-case” and assumes the bond not passing.

Mr. Rossley also presented the short-term next steps:

- LevelField ordered a second as-is/as-complete appraisal of the Broadway facility from Adamson & Associates that includes the expansion and renovation scopes
- LevelField expects to receive the final report no later than April 9th which is the deadline set by the lenders
- LevelField ordered an updated Phase I Environmental Report from UES Professional Solutions
 - UES conducted the original Phase I and Phase II Environmental Reports and is helping us understand what mitigation efforts are necessary based on those reports
 - LevelField expects to receive the final report no later than April 4th
- LevelField published a Request For Proposal on March 4th for Construction Management Services (i.e., to provide daily / weekly project oversight through final certificate of occupancy and close out items)

- Responses are due April 7th with final selection April 15th following interviews of finalist firms
- The team is meeting regularly with Eskie+Associates (KCPS's project manager for bond-approved construction projects), McCown-Gordon, and Multistudio to ensure the team is fully prepared to proceed on schedule in the event the GO Bond Referendum passes and to meet all requirements
- LevelField will continue working with IFF, the lenders, and CWCKC's leaders, board members, and attorney to finalize all required documents and any resolutions requiring board approval
- LevelField plans to bring all resolutions requiring board approval to the May 22nd board meeting in order to support closing on the financing by May 28th

b. **Executive Committee** (Ms. Brandi Finocchario)

i. Reminder to Complete Missouri Ethics Commission Filing *[Information/Discussion]*

Ms. Finocchario reminded the Board of the requirement of all Board members to complete this online filing before May 1st.

ii. Board Member Acknowledgements (Terms Ending March 31, 2025) *[Information/Discussion]*

1. Dr. Sarah Hicks
2. Dr. Asiya Foster

Ms. Finocchario acknowledged both Dr. Foster and Dr. Hicks for their service on the Board. Both of their terms are ending at the end of the month and are ineligible for reappointment. Ms. Finocchario shared personal anecdotes and gratefulness to work alongside them. Dr. Miles affirmed each of their roles, skillsets, guidance, resources, and service they provided her personally and the school at large.

Dr. Hicks shared reflections, affirmed Dr. Miles, and shared excitement for the school's future.

iii. Board Member Term Renewals *[Board Action]*

1. Review & Consideration of Renewing Hon. Ardie Bland for a second 3-year term, expiring March 2028.

Mrs. DeWilde moved to renew a 3-year term, expiring March 31, 2028, for Hon. Bland; Ms. Bond provided a second. The motion was unanimously approved with none abstaining.

2. Review & Consideration of Renewing Ms. Sophia Bond for full 3-year term, expiring March 2028.

Mrs. DeWilde moved to renew a 3-year term, expiring March 31, 2028, for Ms. Bond; Mr. MacDonald provided a second. The motion was unanimously approved with none abstaining.

3. Review & Consideration of Renewing Mr. James Brown for a full 3-year term, expiring March 2028.

Mrs. DeWilde moved to renew a 3-year term, expiring March 31, 2028, for Mr. Brown; Ms. Bond provided a second. The motion was unanimously approved with none abstaining.

- iv. Board Officer Transition, effective April 1, 2025
 1. Ms. Brandi Finocchiaro, Board Chair to Immediate Past-Chair
- v. Board Officer Appointments
 1. Review & Consideration of transition Ms. Selina Rios (Chair-Elect) to the Board Chair, expiring March 31, 2026.

Hon. Bland moved to transition Ms. Rios to the Board Chair and Mrs. Butler provided a second to the motion. The motion was unanimously approved with none abstaining.

2. Review & Consideration of appointing the Board Vice-Chair, expiring March 31, 2026

Mrs. Butler moved to appoint Mrs. DeWilde as the Board Vice-Chair and Ms. Rios provided a second to the motion. The motion was unanimously approved with none abstaining.

3. Review & Consideration of re-appointing Hon. Ardie Bland as the Board Secretary, expiring March 31, 2026

Dr. Hicks moved to reappoint Hon. Bland as the Board Secretary and Mr. MacDonald provided a second to the motion. The motion was unanimously approved with none abstaining.

4. Review & Consideration of re-appointing Mrs. Lydia Butler as the Board Treasurer, expiring March 31, 2026.

Dr. Hicks moved to reappoint Ms. Finocchiaro as the Board Chair and Mr. MacDonald provided a second to the motion. The motion was unanimously approved with none abstaining.

- vi. Update on Second Charter Renewal (2026-2031) upcoming submission *[Information/Discussion]*

Dr. Miles reported she is meeting with Mrs. Wahby (MCPSC) next week and will continue to report on progress in the coming months.

c. Finance & Operations Committee (Mrs. Lydia Butler) *[Board Actions]*

- i. Review & Consideration of Monthly Financials (February 2025), including Check Register

Mrs. Butler reported that on the revenue side, the school continues to be stronger than budgeted – with higher revenue, but also higher expenses. She also noted again that the facility project expenses will be reimbursed after financing and those have not been factored into the forecast.

Mrs. Butler presented the February Financial Report and highlighted page 9's Balance Sheet, showing a current Cash Balance of \$1.98MM, with a projected year-end balance of \$1.74MM.

She walked through Page 7's Income Statement, highlighting:

- Year-to-date revenue of \$4.9MM, against a budget of \$4.0MM.
- Year-to-date expenses of \$5.1MM, against a budget of \$4.6MM.
- Net Income of (-\$202k), against a budget of (-\$590k).
- Forecasted year-end revenue of \$7.1MM, against a budget of \$6.3MM.
- Forecasted year-end expenses of \$7.55MM, against a budget of \$6.9MM.

- Forecasted year-end Net Income of (-\$437k) against a budget of (-\$566k).
- A projected 87 days of cash on hand position, decreasing from last month primarily due to self-funding pre-construction work.

Lastly, she stated that the Finance Committee did not note anything as out of order on the Check Register or Accounts Payable.

Mrs. DeWilde moved to approve the February Financial Report and Check Register as proposed and Hon. Bland provided a second. The motion was unanimously approved with none abstaining.

- d. **Academic Excellence Committee** (Dr. Asiya Foster) *[Information/Discussion]*
- i. No March Meeting/Report

Ms. Rios reported that the Academic Excellence Committee did not meet in March.

- e. **Brand Identity Committee** (Mrs. Angela DeWilde) *[Information/Discussion]*
- i. Update on Committee Discussions

Mrs. DeWilde shared two topics. First, she noted that CWCS' response to the Board's request has been received and she deferred discussion to Closed Session.

Second, the Committee discussed continuing with MCPSC as the school's sponsor for this next 5-year cycle. Mrs. DeWilde is comfortable with continuing and Dr. Miles concurs. Mrs. DeWilde asked for Board input; none was given. There was broad agreement to continue forward with MCSPC; Dr. Miles will begin the renewal process.

7. **Executive Director's Report** (Dr. Danielle Miles) *[Information/Discussion]*

Dr. Miles reminded the Board of their scheduled annual retreat on Saturday June 21st. She asked the Board to let her know soon if they could not attend and shared Park 39, The Hive, and the Community Room at Swope as venue options.

- i. 2025-2026 Enrollment Update (Mrs. Katy Lineberry)

Mrs. Lineberry reported that Re-Enrollment for current students is holding steady at just shy of 90%; she and the team are happy with that response.

She shared the school has completed the new student lottery and passed the initial offer date deadlines, so the school has a very good idea of next year's projected enrollment. The school is currently at 396 and internal projections are at 410, with 4 months to go. Most notable is the enrollment in K & 1 is almost full. Lastly, she noted that the typical lottery offer acceptance rate is 25-30%; the school is nearly at 45% now – a substantial difference.

8. Closed Session

Pursuant to § 610.021(1) and (13) RSMo, the Board Committee will enter into closed session to discuss matters related to Legal Discussion and Individually Identifiable Personnel Records

a. Roll Call Vote to Enter *[Board Action]*

Ms. Finocchario invited Dr. Miles & Mr. Brennan to Closed Session.

Dr. Miles moved to enter Closed Session and Dr. Hicks provided a second. The motion was unanimously approved via roll call, as follows:

| | |
|-------------------------------|------------|
| <i>Hon. Ardie Bland</i> | <i>Aye</i> |
| <i>Ms. Sophia Bond</i> | <i>Aye</i> |
| <i>Mr. James Brown</i> | <i>Aye</i> |
| <i>Mrs. Lydia Butler</i> | <i>Aye</i> |
| <i>Mrs. Angela DeWilde</i> | <i>Aye</i> |
| <i>Ms. Brandi Finocchario</i> | <i>Aye</i> |
| <i>Dr. Sarah Hicks</i> | <i>Aye</i> |
| <i>Mr. Jim MacDonald</i> | <i>Aye</i> |
| <i>Ms. Selina Rios</i> | <i>Aye</i> |

9. Return from Closed Session; report on any action taken as required.

Ms. Finocchario welcomed members of the public back into Open Session and reported that discussion related to (1) Legal Discussion and (13) Individually Identifiable Personnel Records. No actions were taken that require reporting.

10. Adjourn *[Board Action]*

Ms. Rios moved to adjourn and Dr. Foster provided a second. The motion was unanimously approved with none abstaining. The meeting was adjourned at 8:29 pm.

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