

MINUTES

OFL-CAPISTRANO, INC.

A California Nonprofit Public Benefit Corporation

BOARD OF DIRECTORS REGULAR MEETING

November 17, 2025

Zoom Meeting Dial-In: 1-669-900-6833

Zoom Meeting ID: 845 6199 9956

Meeting Location: 31878 Del Obispo, Suite 105, San Juan Capistrano, CA 92675

A regular meeting of the Board of Directors (“Board”) of OFL-Capistrano, Inc., a California nonprofit public benefit corporation (“OFL-C” or the “School”) was held on November 17, 2025 at the meeting location and by teleconference according to the Agenda posted in accordance with the Ralph M. Brown Act and distributed to the Directors in compliance with the corporation’s Bylaws. Members of the public were provided the opportunity to observe the meeting and offer public comment using the dial-in information provided on the Agenda.

OPEN SESSION

1. Call to Order

The meeting was called to order at 1:18 P.M. (PT) by Ms. Beth Smyth, President of OFL-C.

2. Welcome and Roll Call

The following Directors, constituting a quorum of the Board, were present:

Ms. Beth Smyth, President and Board Member
Ms. Kimya Barnes, Secretary, Treasurer, and Board Member
Ms. Kimberly Bailey, Board Member

The following individuals identified themselves as being present:

Ileana Kiriakos, Superintendent, OFL-C
Maricela Frymark, Senior Director of Policy and Compliance, OFL-C
Candice Varner, Director of Schools, OFL-C
Angelica Lopez, Assistant Principal of Instructional Operations (“APIO”), OFL-C
Brianna Marchand, APIO of Online Programs (“OP”), OFL-C
Evelyn Barrios, APIO of OP, OFL-C
Madeline Campoli, Post-Secondary Counselor Coach, OFL-C
Tanner Wolf, Teacher, OFL-C
Jerry Donaldson, Accountability Manager, Skyrocket, Inc. (“Skyrocket”)
Alex Salazar, Divisional Controller, 9 Dot Education Solutions, LLC (“9 Dot”)
Susan Nguyen, HR Operations Supervisor, 9 Dot
Melissa Bauer, Senior Manager of Corporate Compliance, 9 Dot
Janel Lee, Corporate Compliance Specialist, 9 Dot

Nalani Santos, Corporate Compliance Coordinator, 9 Dot
Greg Bordo, Legal Counsel for OFL-C, Blank Rome LLP

3. Public Comment

Ms. Smyth stated members of the public may address the Board at regular meetings on agenda or non-agenda items that are within the subject matter jurisdiction of the Board, and at special meetings on agenda items only, by using the call-in information set forth above. Speakers may be called in the order that requests are received, or grouped by subject area. Members of the public were asked to limit comments to two (2) minutes with no more than 15 minutes per single topic so that as many people as possible may be heard. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to School staff or calendar the issue for future discussion.

There were no comments made by members of the public.

4. Items for Information and/or Action

A. Consent Agenda

All items listed under Consent Agenda are considered by the Board to be routine and consistent with approved policies and practices of the School. The Board was asked to approve all of the Consent Agenda items by a single vote unless requested by a Board member to be discussed and considered for action separately.

A.1 Minutes of September 15, 2025

The Board was provided in their meeting materials with the minutes of the September 15, 2025 Board meeting for the Board's review and approval.

A.2 OFL-C Consent Log Including Superintendent's Time Off Requests, Credit Card Consent Log, and Additional Duties Timecards

The Board was provided in their meeting materials the OFL-C Consent Log Including Superintendent's Time Off Requests, Credit Card Consent Log, and Additional Duties Timecards for the Board's review and approval and/or ratification.

A.3 OFL-C List of Vendors for Fiscal Year 2024-2025

The Board was provided in their meeting materials with the OFL-C List of Vendors for Fiscal Year 2024-2025. Within the School's Fiscal Policies and Procedures is the Procurement Policy, which includes subsections such as Objectives, Background, Definitions, Procedures, Recordkeeping, and Reporting. As part of the Recordkeeping and Recording requirements, for each fiscal year, 9 Dot shall maintain and regularly update a list of all vendors paid by the School, and shall provide such list to the President, at least annually. The OFL-C List of Vendors for Fiscal Year 2024-2025 is the required reporting noted above. Additionally, at the end of each fiscal year, the School shall evaluate each vendor to whom the School paid more than \$500,000.00 in such fiscal year, and shall provide a copy of such vendor evaluations to the President. All vendor evaluations should include information as to whether or not: i) the deliverables are consistently on time and in good condition; ii) the quality of services or products is consistently high and meets the School's needs; and iii) the vendor is professional and knowledgeable. The evaluations of vendors to whom the School paid more than \$500,000.00 in such fiscal year shall be provided to the President by the School leadership.

A.4 OFL-C General Liability Insurance Renewal

The Board was provided in their meeting materials with the OFL-C General Liability Insurance Renewal. The Board was asked to review and consider the approval and/or ratification of the OFL-C General Liability Insurance Renewal, including Property, General Liability, Educators Legal Liability, Crime, Cyber, Student Accident, Umbrella, and Worker's Compensation Insurance policies and quotes, as approved by the President. The Package Policy included General Liability, which protects the corporations if it causes injury to others or damage to others' property. It also included Property insurance to protect against most risks to property such as fire and some weather damage. The Educators Legal Liability protects the educational institution against the damages that it could incur as a result of real or alleged wrongful acts. This policy also protects the Board members as directors of the educational institution. Crime insurance provides protection for loss of money, securities, and other assets resulting from dishonesty, theft, or fraud. Cyber liability insurance can cover the costs associated with data breaches, including breaches of sensitive customer/student employee information, and cyber-attacks on the business. Those costs can include such things as lost income due to a cyber event, costs associated with notifying customers affected by a breach, costs for recovering compromised data, costs for repairing damaged computer systems and more. Student Accident (base and catastrophe) covers students and their parents/guardians from costs associated with becoming injured at school events. Worker's Compensation provides medical expenses, lost wages, and rehabilitation costs to employees who are injured or become ill in the course or scope of their job. Umbrella insurance acts as excess coverage, and is mostly the primary insurance for losses not covered by other policies. The expiring General Liability Insurance premium from October 1, 2024 to October 1, 2025 was \$58,374. The proposed General Liability Insurance premium from October 1, 2025 to October 1, 2026 was \$59,865, which was an increase of 3%. Please note that the premium noted can be variable throughout the policy period and does not include any significant changes to staffing or payroll, center location changes, center moves, center updates/renovations, or anything else that is required according to the needs of the business. This always varies year to year depending on operational needs. The fiscal impact was \$59,865. The Superintendent recommended the approval of this item. The proposed motion was to ratify the OFL-C General Liability Insurance Renewal, including General Liability and Property Package, Educators Legal Liability, Crime, Cyber, Student Accident, Umbrella, and Worker's Compensation Insurance policies and quotes, as approved by the President.

Ms. Barnes moved to approve the Consent Agenda. Ms. Bailey seconded. The motion passed unanimously by roll call vote.

B. Information Item(s)

B.1 OFL-C Charter Update

Ms. Campoli presented the OFL-C Charter Update. For Academics, the School ended Month 3 with 96.1% utilization, with an increase in English compared to Month 2. The School implemented a new platform called Freckle as an intervention for students who scored low on the Renaissance Star Assessments ("RenStar") in Reading and/or Math. This intervention connects with the RenStar scores to allow students to learn and practice skills specific to each student, and the students are able to earn an elective credit. The staff was brainstorming and working towards other practice steps to take throughout the year to raise students' California Assessment of Student Performance and Progress ("CAASPP") scores. For Social-Emotional Learning, the School held a pantry drive for community service, participated in crazy sock day for Spirit Week, hosted a scary movie night at the center, and offered a field trip to Hollywood to learn about the entertainment industry in October. Students worked with industry professionals to do improv, practice stage makeup, and produce a mock commercial. In November, the School offered college and financial aid workshops for seniors and their families to learn more about the application process. The

Student Council chose ‘Band Shirt Day’ as the Spirit Day theme. For Engagement, the School hosted a week-long Open House for Capistrano Unified School District (“CUSD”) staff in November. Saddleback College hosted a workshop for the seniors and their families about admissions, financial aid, and a college prep course, Counseling 100, that students are able to take for dual enrollment. This bridge program was a great opportunity for students and a way to build a strong relationship with the college. The School Leadership started a four-part series through Orange County Department of Education (“OCDE”) about multi-tiered support systems. Ms. Campoli asked the Board if there were any questions.

Ms. Smyth asked how many students attended the college workshops. Ms. Campoli indicated that seven (7) students attended the Saddleback College workshop and ten (10) students participated in the College Readiness Experience the World (“CREW”) cohort.

Ms. Barrios presented the OFL-C Charter Update for Online Programs. In September, the OP staff participated in an in-person Cardiopulmonary Resuscitation (“CPR”) and Automated External Defibrillator (“AED”) certification training. This vital training equipped the team members with the skills and confidence to respond effectively in emergency situations. Staff shared that they found the session engaging and highly informative, with many noting they retained more knowledge this year than in previous trainings, which was a strong indicator of the program’s effectiveness and impact. For Academics, the OP leadership team completed the first round of data dives with staff to look at first-quarter results to celebrate progress and identify opportunities for growth. These collaborative conversations were part of the OP’s ongoing commitment to using data to drive decisions, strengthen instruction, and ensure every student’s success. The leadership team was proud to engage in these consistent, purposeful discussions with staff to make meaningful adjustments that keep the program moving forward. The OP’s Monthly Student Progression (“MSP”) was 87.3%. The average core course completion rates were as follows: 4.2 units in English, 4.7 units in Math, 3.3 units in Science, and 4.0 units in Social Science. The OP’s credit attainment rate was 51.4%. The OP high school students enjoyed a sweet evening at the Fall School Dance, which had a Candyland theme, in the city of Alhambra. The event brought together students for a night of fun, music, and celebration. Many students shared how much they loved the vibrant venue and music selection. For Engagement, the OP’s Post-Secondary Counselors hosted an engaging College Week in October that was designed to inspire and prepare students for their future academic journeys. Throughout the week, the students participated in multiple interactive virtual sessions to explore different types of colleges, learn about dual enrollment opportunities, and understand the range of degree options available. In addition, the students attended an in-person college tour, heard from a panel of OP alumni currently enrolled in college, and developed essential skills to support their college readiness. Ms. Barrios asked the Board if there were any questions, to which there were none.

B.2 OFL-C School Wellness Policy Progress to Goals Update

Ms. Campoli presented the OFL-C School Wellness Policy Progress to Goals Update. The School has adopted a Wellness Policy which contains annual goals in various wellness related categories such as Nutrition Education, Nutrition Promotion, Physical Activity and Education, and School-Based Activities. The School shall provide no less than one (1) update per semester to the Board on progress made toward goal achievement. For Nutrition Education, OFL-C’s teachers continued to offer courses in Food and Nutrition, Nutrition and Wellness, and Health to middle school and high school students. The students also had elective opportunities to take classes such as Food Handler, Principles of Agriculture, Food and Natural Resources, and Culinary Arts. The Wellness Committee worked with an Ecology Center at a local farm to set up a field trip experience for the Spring semester that will focus on nutrition and cooking from farm to table. Lastly, a group of students attended a New York College Tour and were able to experience some cuisine from college and city life. For Nutrition Promotion, OFL-C partnered with an Ecology Center at a local farm where students learned different recipes and nutritional values as well as taking part in a lunch from local chefs. The School’s Food Handlers prepared breakfast and lunches for students to offer various

choices, references, and recommendations for nutritious options. The School posted visual resources at the student snack area to offer quick knowledge of food choices and their specific nutritional benefits. For Physical Activity and Education, OFL-C offered Physical Education (“P.E.”) for all middle school and high school students through student activity workbooks and through Edmentum, which both aligned to grade appropriate California state standards. The School hosted a Karaoke Night for students to open up, sing, dance, and have fun. The Wellness Committee and other staff planned a field trip to offer opportunities for physical activity for all students, and also prepared for Bowling Day for students to connect. The School was working on other physical activity ideas such as hikes and self-defense classes. For School-Based Activities, OFL-C continued to offer access to a School Psychologist and an Associated Marriage and Family Therapist to all students and their families. The access to these professionals included in-person or virtual appointments to provide flexibility. The School Psychologists and Associated Marriage and Family Therapist were preparing to host a staff development professional learning to deep dive into common mental health needs of the student population, which included topics such as anxiety and Attention Deficit Hyperactivity Disorder (“ADHD”). The School had the opportunity to host a teambuilding day for staff where they spent time in nature and connected over a nutritious lunch. During the Credit Enrichment period, the staff took advantage of morning Yoga classes in the park to connect and slow down. Each week at the center, the staff put on mental wellness-focused shirts to help promote and offer visual supports for students. Ms. Campoli asked the Board if there were any questions, to which there were none.

B.3 OFL-C Priority 1 Local Indicator Update: 2023-2024 Teaching Assignment Monitoring Outcomes by Full-Time Equivalency

Ms. Lopez presented the OFL-C Priority 1 Local Indicator Update: 2023-2024 Teaching Assignment Monitoring Outcomes by Full-Time Equivalency. The California Department of Education (“CDE”) released the 2023-2024 Teaching Assignment Monitoring Outcomes (“TAMO”) by Full-Time Equivalency (“FTE”) data report on *DataQuest* in September 2025. The CDE shall report 2023-2024 TAMO data for each Local Educational Agency (“LEA”) on the 2025 California School Dashboard as part of the Priority 1 Local Indicator. Since this information was unavailable at the June Board meeting when the local indicators were reviewed, LEAs must report the 2023-2024 TAMO data at the next available meeting of the Governing Board/Body. The report provided FTE data for classroom-based teaching assignments reported by LEAs to the CDE through the California Longitudinal Pupil Achievement Data System (“CALPADS”). The CDE shares this data with the California Commission on Teacher Credentialing (“CTC”) for comparison against credential authorization data, as part of the annual assignment monitoring process through the California Statewide Assignment Accountability System (“CalSAAS”). This process evaluates whether teachers are authorized to teach their assigned courses based on their Statewide Educator Identification (“SEID”). The data that was reported publicly on the Fall 2025 California Dashboard included the total number of staff members teaching at FTE, the percentage rate of staff teaching at FTE, and comparison rating to the statewide average. OFL-C had 9.2 staff members teaching at FTE, 30.1% of staff teaching at FTE, and rated below the statewide average. Ms. Lopez shared that OFL-C utilizes the Local Assignment Option for Alternative Settings, which was outlined in Education Code Section 44865. Ms. Lopez asked the Board if there were any questions, to which there were none.

B.4 OFL-C Educator Effectiveness Funds (“EEF”) Expenditure Report Update

Ms. Lopez presented the OFL-C Educator Effectiveness Funds (“EEF”) Expenditure Report Update. OFL-C received a one-time allocation of EEF in the amount of \$65,565 which must be expended by June 30, 2026. These funds were designed to support professional learning opportunities for teachers, administrators, and staff with the goal of promoting educator equity, quality, and effectiveness. The Board approved the School’s EEF Expenditure Plan in March 2023. The School was required to submit an annual spending report to the CDE by September 30th. For the 2024-2025 school year, funds were expended in accordance with allowable uses, supporting overall standards-aligned instruction and pupil reengagement efforts. The

EEF expenditures were as follows: \$8,853.16 in the 2022-2023 fiscal year, \$21,469.16 used in the 2023-2024 fiscal year, and \$12,736.71 used in the 2024-2025 fiscal year. The overall total reported funds were \$43,059.03. The fiscal impact was \$12,736.71 for the 2024-2025 school year. Ms. Lopez asked the Board if there were any questions.

Ms. Barnes asked if there was a plan in place for the remaining balance of these funds. Ms. Lopez indicated that the School Leadership and staff were working to utilize the remaining funds in the Spring semester to support conferences, workshops, and a book study for professional development among staff.

B.5 OFL-C Financial Update

Mr. Salazar presented the OFL-C Financial Update. The OFL-C Financial Update was based on the August 2025 close, and included the Senate Bill 740 (“SB740”) report, the detailed income statement, the variance analysis, the balance sheet, and the cash forecast. On the SB740 report, the Second Principal Apportionment (“P2”) Average Daily Attendance (“ADA”) rate was 297.01. Based on the P2 ADA, the total forecasted revenue was \$4,550,368. Certificated Salaries and Benefits were \$2,382,670 or 52.36% of revenue. Instruction and Related Services, including Certificated Salaries and Benefits, were \$3,896,727 or 85.64% of revenue. For the non-instructional expenses, Operations and Facilities was \$191,488 and Administration and All Other Activities was \$304,925. The projected excess revenue, before the spending benchmarks were considered, was \$157,228 or 3.46% excess revenue percentage rate for the year. The School reached and exceeded its Certificated Salaries and Benefits spending benchmark by \$551,147. The School reached and exceeded its total Instructional Related Services spending benchmark by \$277,906. The projected excess revenue remained the same, after the spending benchmarks were considered, at \$157,228 or 3.46% excess revenue percentage rate for the year. Mr. Salazar asked the Board if there were any questions.

Ms. Smyth asked if the projected fund balance included the reserve funds. Mr. Salazar confirmed that the fund balance included the reserve funds.

Mr. Salazar reviewed the income statement, which is a line-by-line, month-by-month report of details which included the School’s actuals from July through August 2025 and the budget for September 2025 through June 2026, rolled up into the SB740 report. Mr. Salazar shared the 9 Dot Accounting Department worked closely with Assistant Superintendent, Mr. Andy Tsai, and School Leadership to develop a new format for the income statement. The income statement was broken down into different groupings for more detail and better focus.

Mr. Salazar reviewed the Variance Analysis report and indicated that the threshold of 1% of Year-to-Date expenses was \$8,638. He explained that 1% will be taken out of the year-to-date expenses as a threshold, and any variance that is favorable or unfavorable will be highlighted and explained. For Certificated Salaries and Wages, this line item was over budget for July and August due to the Shared Employee Lease Agreement allocation of \$14,000 for the OP team with other charters. For Certificated Additional Duties, this line item was under budget due to the credit enrichment related additional duties being higher than anticipated. For Curriculum, this line item was under budget due to the anticipation of large purchases in July and August, which resulted in a savings for the School. For Educational Services, the Curriculum Development line item was under budget due to the invoices for the Art Program yet to be received. Mr. Salazar asked the Board if there were any questions.

Ms. Barnes asked if the large purchases for Curriculum were anticipated for this past summer or the upcoming summer months. Mr. Salazar indicated that the large purchases were budgeted for this past summer, and were based on prior year’s trends of the School’s spending. Since no invoices have been received, the budget could be adjusted or pushed out after the October reforecast, which could result in a savings.

Mr. Salazar reviewed the balance sheet, which is a snapshot of the School’s assets and liabilities from inception to date. As of August 31, 2025, OFL-C had total assets of \$5,315,272; total liabilities were \$1,523,340; and, total net assets were \$3,791,931. Mr. Salazar proceeded to review the cash forecast. As of August 31, 2025, OFL-C had \$996,076 cash in bank. At the end of the current fiscal year, June 30, 2026, the School was projected to have \$1,259,967 cash in bank. Mr. Salazar shared that the cash forecast included a Restricted Funds Summary that included the balances and deadlines for each restricted fund. The School was on track to exhaust these funds within their allowable uses and deadlines. Mr. Salazar asked the Board if there were any questions, to which there were none.

C. Action Item(s)

C.1 OFL-C Unaudited Actuals Financial Report for Fiscal Year 2024-2025


Mr. Salazar presented the OFL-C Unaudited Actuals Financial Report for Fiscal Year 2024-2025. The Board was asked to review and consider the approval of the OFL-C Unaudited Actuals Financial Report for Fiscal Year 2024-2025. Each year, California’s Transitional Kindergarten through Grade Twelve (“TK/K-12”) school districts, County Offices of Education (“COEs”), charter schools, and joint powers agencies, all commonly known as LEAs, submit annual financial reports to the CDE. The Financial Accountability and Information Services (“FAIS”) Office, within the CDE, is responsible for annually collecting, reviewing, and preparing the financial data for dissemination. Pursuant to Education Code Sections 1628 and 42100, unaudited actual data for COEs, school districts, joint powers agencies, and charters were due to the CDE by October 15, 2025. School district and joint powers agencies data must be submitted via the COE; charter school data must be submitted via the charter authorizing agency and the COE. The financial data was due to COEs and authorizing agencies (for charter schools) by September 15, 2025. The report included the certification page, which was certified by Principal Jessica Boucher, and shall be passed onto the Capistrano Unified School District and the Orange COE. In this report, the revenue was \$4,553,694. Additionally, the report included a summary of restricted and unrestricted revenues for the School, as well as the breakdown by object code for certificated salaries, noncertificated salaries, employee benefits, and books and supplies. The total expenditures for the School were \$4,299,113. The School had an excess revenue of \$254,581. The projected fund balance was \$2,942,023. Mr. Salazar noted that the School ended in a very good position for the year, and there were no questions from the Capistrano Unified School District or the Orange COE. There was no fiscal impact. The Superintendent recommended the approval of this item. Mr. Salazar asked the Board if there were any questions, to which there were none.

Ms. Smyth moved to approve the OFL-C Unaudited Actuals Financial Report for Fiscal Year 2024-2025. Ms. Barnes seconded. There was no further discussion from the Board. The motion passed unanimously by roll call vote.

5. Adjournment

Ms. Smyth stated that the next regularly scheduled Board meeting will be on January 20, 2026 at 1:00 P.M. (PT).

Ms. Barnes moved to adjourn. Ms. Bailey seconded. The motion passed unanimously by roll call vote. The meeting was adjourned at 1:52 P.M. (PT).



Ms. Kimya Barnes
Secretary, OFL-Capistrano, Inc.