Project Oceanology
Board of Directors Meeting
May 28, 2020 12:00pm

Public Participation is Invited

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Project Oceanology
Board of Directors Meeting Agenda
May 28, 2020 12:00pm

1. Establish a quorum (5 members minimum)

2. Review and Accept Minutes of April 2020 meeting and May 1 emergency meeting

3. Public comments

4. Chairman’s Remarks to the Board

5. Executive Director’s May Report - Q & A

6. Virtual Programming Update

7. COVID-19 Matters

8. FY21 Budget

9. Confirm/establish meeting dates:
   a. June 2020 TBD

10. Adjourn

Note: This meeting is being conducted using Zoom Video Communications, which is permissible under Governor Lamont’s waiver on open meeting requirements.
Project O On-line ZOOM Board of Directors Meeting - April 21, 2020

Attending Members: Nick Spera (ISAAC), Kathy Howard (MSMHS), Ev Brown (Bozrah), Jason England (Groton), Stephanie Jones (NFA), Suzanne Scorza (Sprague)
Representing Project O-Jim McCauley (Exec. Director), Molly Jacobs (Curriculum Director).
Public: 3 Project O staff members:, Lisa Colon, Lesley de Labry & Marissa Mackewicz.

Meeting was opened at 11:06AM by Chairman Spera.

1. Quorum was established.
2. Minutes of 3/26/20 were reviewed and a motion was made to accept them (England/Scorza). Unanimous.
3. Public comment: brief question about cancellations/refunds. Memberships are covered under governor's executive order regarding Dept. of Ed funding.
4. Chairman’s remarks: Kudo's for thinking outside the box with the remote Project O potential, including the Facebook contacts, it’s awesome, and Jim & staff are to be commended for outstanding communication with staff, Board, legislators & public with outreach and push for financial support.
5. Executive Director’s monthly report Q & A for April was sent in a prior email and up on screen share for the meeting. Refer to the report handout for details. Topics brought to the attention of the board included:
   a. The withdrawal from the MLynch CD was requested and should arrive in the next few days to cover payroll & bills rec’d. Other Covid loans are in process and have legislator support for our applications. News reports indicate Congress is close to agreement which should add to the pool of money available for PPP & EIDL. The Payroll Protection Plan covers 8 weeks of payroll & starts when the approval comes through which may mean it will run from early May into early July and 25% can cover overhead.
   b. The CFECT grant for teacher PD was approved for 20K, probably starting in the fall.
   c. Interdistrict grant deadlines were reviewed.
   d. Summer camps will be the next big decisions. Members were asked about plans at their schools. NFA (who runs MANY summer programs) has tabled until their discussion/decisions until their next meeting in 2 weeks. Most others said it was too early yet to determine summer & most are waiting for the May 20 deadline decisions. Leslie & Callie met with Ct Camping Assoc and COEC last week and are encouraged about holding the camps, but there will be changes, probably relating to PPE, enrollment limits etc. It will be important to have Project O and our other joint camp partners all on the same page. Right now, registrations and other camp matters have slowed down or are on hold.
   e. The Interdistrict Committee Agreement & Bylaws is in the attorney's hands and they will send out and collect the electronic signatures from the member district superintendents, maybe starting within the week. If
so, Jim expects the new documents to be in place for the June meeting and elections can be on the June agenda.

6. **Covid Matters** - the staff is all healthy, working safe & prepping for maintenance items, online projects, and hoping to resume some school programming at the end of the closure period. Most are providing their own masks. The Project does have a small supply and Lisa also had a relative sew and donate some. Most are working a combination of here and home depending on the current projects and animal care.

7. **Virtual Programming Update**: Molly reported on the new Dominion supported menu of daily river cleanup, craft and Facebook activities this week for Earth Week! Development of other programs for the virtual platform continues with 2 new offerings added and more in the works. Custom requests from members can also be requested as well as face-to face with classes. Some link sharing will be added and the discussion continues about what is available to the general public and what stays proprietary for members. Board members were asked to share when district use occurs.

8. **Meeting Dates**: The Doodle Poll had no strong consensus. The group present indicated that the next meeting will be 5/14/20 at noon with the June meeting TBD.

9. **Motion to adjourn at 11:40AM. (Scorza/Jones). Unanimous.**

Respectfully submitted,
Evelyn Brown, sec.
Meeting was opened at 4:01PM by Chairman Spera.

1. Quorum was established. 7 members attending and 6 others replied positively with no objections to holding the emergency meeting, 2 members did not respond.

2. Chairman’s remarks: Thank you to those attending on such short notice due to the tight timeline with this loan application.

3. Paycheck Protection Program Loan Resolutions were emailed to all members earlier in the day and now brought up on the director’s shared screen for all in attendance to view the 6 paragraphs making up the resolution document. Jim explained the Small Business Association program administered through our local banks, Chelsea Groton. Our application was for ~$135K in expenses for 8 weeks based on the data from the application with 75% or more applied to payroll and the remainder for lease, utilities, health benefits and perhaps a few other approved expenses. Jim & the financial staff are confident we can meet the requirements of the loan and have the entirety forgiven, if not, what is not eligible is at 1% interest or must be returned. The plan is to return regularly scheduled part time employees to their normal hours and schedule part-time educators as tasking and PPP funds allow. They are being notified now and asked for availability starting on Monday May 11th. Some will be remote work, some at Project O, much like the program preparation materials currently being prepared by full time staff. The timeline was reviewed. A motion was made and seconded (England/Howard) to accept all the PPP loan resolutions in the document presented for approval in their entirety. Approval given by each member, Unanimous. The PPP loan resolution document is appended to these minutes.

4. Thank you to all for their time. Motion to adjourn at 4:30PM. (O’Connor/Howard). Unanimous.

Respectfully submitted,
Evelyn Brown, sec.
RESOLUTION

The undersigned, being the secretary of INTER DISTRICT COMMITTEE FOR PROJECT OCEANOLOGY, a Connecticut corporation (hereinafter referred to as the “Company”, does hereby certify that the following resolutions were adopted at a meeting of the Company:

RESOLVED, that Company is hereby authorized to enter into a Commercial Loan from Chelsea Groton Bank (the “Lender”) to the Company, made pursuant to U.S. Small Business Administration (“SBA”) Paycheck Protection Program as established by Section 1102 of Coronavirus Aid, Relief, and Economic Security Act (P.L. 116-136) (inclusive of all regulations and guidance issued in connection therewith, all as may be in effect from time to time, hereinafter, the “CARES Act”).

FURTHER RESOLVED, that the Company be and it hereby is authorized to comply in all respects with the CARES Act and provide such documentation and/or affidavits now or in the future in order to accomplish the same.

RESOLVED FURTHER, that the individual authorized to sign the loan application, note and loan agreement (the “Loan Documents”) hereby is authorized, directed and empowered to execute and deliver to Lender the said Loan Documents, which documents may contain such terms and provisions whatsoever which the said shareholders may deem appropriate.

RESOLVED FURTHER, that the said individual, whose authorized signature is set forth below, be and hereby is authorized, directed and empowered to endorse any negotiable instrument on behalf of the Company.

RESOLVED FURTHER, that all that such individual has done or may do in pursuance of any said agreements or to facilitate transactions thereunder is hereby ratified and approved.

RESOLVED FURTHER, that the Company and all parties signing hereto realize that knowingly making a false statement to obtain a guaranteed loan from SBA is punishable under 18 USC 1001 and 3571 by imprisonment of not more than five years and/or a fine of up to $250,000; under 15 USC 645 by imprisonment of not more than two years and/or a fine of not more than $5,000; and, if submitted to a Federally insured institution, under 18 USC 1014 by imprisonment of not more than thirty years and/or a fine of not more than $1,000,000.

This resolution shall be filed with the records of the Company and to be treated for all purposes as resolutions adopted at a meeting of the directors, duly called and held, at which a quorum was present and voting throughout. Each of the undersigned by signing his/her name below, waives notice, statutory or otherwise, of the time, place and purpose of a meeting of the directors of the Company and consent to the actions herein set forth, taken or to be taken by or on behalf of the Company.
This Resolution may be executed in two or more counterparts (and by different Parties in separate counterparts), each of which when executed and delivered (in original or by facsimile or other electronic means such as PDF) shall be deemed an original and all of which together shall constitute the same instrument.

AUTHORIZED INDIVIDUAL:

________________________________________
James McCauley
Its: CEO

SECRETARY:

________________________________________
To: Board of Directors, Project Oceanology  
From: Jim McCauley, Executive Director  
Date: May 28, 2020  
Subject: Executive Director’s Report

1. **Budget/Finance**
   a. Completed final processing of CARES Act Payroll Protection Plan (PPP) loan application immediately following Emergency Board Meeting on May 1; loan amount of ~$135k will be applied to payroll and other authorized expenses for 8 week period May 10 - July 4.
   b. Economic Injury Disaster Loan (EIDL) grant from SBA in the amount of $10k has been received; the EIDL grant is contingent upon lost revenues that have been demonstrated.
   c. Merrill Lynch portfolio summary of all accounts (note $40k was withdrawn in April):
      
      | Date         | Balance  |
      |--------------|----------|
      | 2.12.2020    | 493,105  |
      | 4.16.2020    | 424,198  |
      | 5.12.2020    | 393,475 (withdrew $40k from CD 4.23.2020) |
   d. Anticipate need to withdraw the other $40k CD from ML by August.
   e. FY21 budget is a separate agenda item.

2. **Grant activities/update**
   a. CFECT Environmental Grant - as reported verbally at the April meeting, our application for a $41.6k grant to partner with CT Audubon Society to deliver 4 teacher PLEs during the 2020-2021 school year was approved at $20k.
   b. CFECT Norwich Youth Grant - recently approved for an $8k grant to provide *Seventh Grade at Sea* program involving vessel and school visit programs during 2020-2021 school year.
   c. CSDE FY20 Interdistrict Grants - submitted budget adjustments on April 30; $34,020 of the $463,479 authorized will be unused; final reports due June 30.
   d. CSDE FY21 Interdistrict Grants - submitted April 7 for $463,479 to provide a *Connecticut Rivers Connection* program structured similarly to FY20.
   e. CFECT Neighbors For Neighbors Grant - recently approved for $10k grant to provide residential and day camp financial assistance; goals are to help reduce summer learning loss, promote healthy lifestyles, meet basic childcare needs of people impacted by the COVID 19, and reduce Project Oceanology's financial risk by bridging operations through the summer months.
   f. Pfizer Community Grant - recently approved for $5k grant to provide elementary marine science programs.
   g. Nordson Corporation Foundation - submitted an application for $9,250 to support alliance district schools in Windham County with a second consecutive year of *Windham Ocean Science Engineers* programs.

3. **School Year Programs**
   a. Remaining school group visits to Project O were cancelled upon notice that schools would remain closed for the remainder of this school year; education staff is continuing to develop material in our virtual library to support teachers and students. Since the last board meeting, very successful Earth Week programs focused on environmental clean-ups were completed; two major new virtual field trips (Intro Ocean and Oyster Grower's Dilemma) were posted to the website as well as new Creature Features, Science Notebooks, and Facebook Lives; a live program from the Enviro-Lab on Google Meets was provided to Watkinson School and received very positive feedback.
b. An update on virtual programming status is a separate agenda item.
c. Undelivered subscriber and non-member programs (including overnight programs) were valued at ~$100k when school closures went into effect in March; each was contacted regarding refunds and deferrals; although responses are pending from a few schools, programs valued at $93k have been identified for refund or deferred to next year.

4. Public Programs
   a. All seal watch and birding public programs for this spring were cancelled; public oceanographic trips may be held if they can be conducted under state guidelines (TBD) and if sufficient Project O staff are available to crew trips (camp staff will not be permitted under CT OEC camp guidelines).

5. Summer Camps
   a. Formal policy was published by CT OEC on May 15 to allow camps to start on Monday June 22 with an enrollment cap of 10 campers per session and up to 30 campers at the facility in any week. Residential (overnight) camps will not be allowed this summer.
   b. Project O established a revised schedule that includes: 8 weeks of Ocean Day Camp, 2 weeks of Research Day Camp, 4 weeks of OEA, 3 weeks of Undersea Technology Camp, 8 weeks of Ocean Explorers at Home, and 8 weeks of Research Experience at Home (in 2-week blocks); joint camps will not be offered.
   c. Many parents have switched to another camp offering; refunds in the amount of $17.5k have been requested and are being processed; decisions on $27.7k in camp payments are pending (parents have not made contact).
   d. Staffing will include FT staff, 2 PT educators, and up to two interns.
   e. The Project O website has been updated and online registration is open; parents of registered campers have been notified and given the option to switch camps, defer tuition already paid to 2021 camps, donate all or part of tuition paid, or receive a refund. Board Members have been provided revised camp slots for sponsored campers. Advertising is ongoing.
   f. Registrations as of May 26 include:
      - Ocean Day Camp 15
      - Research Experience Day Camp 7
      - Ocean Explorer Academy 7
      - Undersea Tech Day Camp 2
      - Research Experience at Home 3
      - Explorer Academy at Home 7

6. Staff
   a. Project O staff members remain healthy and have not reported any signs of illness. FT and some PT staff continue work predominantly from home with visits to the facilities as necessary to monitor equipment and vessels, develop material for the virtual library, and perform other essential functions to be prepared to resume normal operations when conditions permit.
   b. Upon receipt of PPP approval, PT staff members were contacted to inquire about their ability to resume or increase work to previously planned levels; some have already resumed normal schedules and some were unable to due to personal obligations or concerns.
   c. Prospective summer interns (4) have been notified that residential camps will not be held and that internships may not be available.
   d. The Resident Supervisor is expected to commence work as an educator in the coming weeks prior to camps starting.
7. Administration/Logistics
   a. Limited maintenance activities on research vessels and skiffs is continuing.
   b. A contract for development of the Project Oceanology Data System (PODS) is expected to be in place in the coming weeks through UConn with the Connecticut Institute for Resilience & Climate Adaptation (CIRCA).

8. Outreach
   a. Project Oceanology’s proposal for contract work with the National Marine Sanctuary Foundation was not selected for funding.

9. Board Administration
   a. Board Meeting Dates for Remainder of FY20.
      The June meeting date should be established at this meeting; the next regular meeting will be in September and should be established during the June meeting at the latest.
   b. Revision to Interdistrict Committee Agreement and Bylaws.
      All 11 member school districts have indicated plans to remain members under the newly proposed cooperative agreement and bylaws. Our attorney at Shipman and Goodwin has contacted Superintendents/Heads for digital signatures from the 11 school districts; signatures obtained to date include Dr. Graner (Groton), Jason Hartling (Ledyard), Jeffrey Newton (East Lyme), Thomas Giard (Waterford), and David Klein (NFA). The goal is to have the documents filed and effective prior to a June board meeting.
   c. Elections.
      The new bylaws require officers to be elected prior to July 1 each year; the old bylaws require officers to be elected at the July meeting each year, which would also require elections at the June meeting since July meetings are not usually held due to limited availability of board members.