



**MONARCH RIVER ACADEMY**

1781 East Fir Avenue #102, Fresno, California 93720

Phone (559)754-1442 \* Fax (559) 335-4089

**Special Board Meeting  
Monarch River Academy  
September 6, 2019 – 4:30 pm – 5:00 pm  
1781 East Fir Avenue #102  
Fresno, CA 93720**

**Through Teleconference**

**Craig Wheaton  
4401 W Goshen  
Visalia, CA 93291**

**Elizabeth Grabowski  
1327 W. Northridge Ave  
Fresno, CA 93711**

**Monique Ouwinga  
110 N. Marcin Street  
Visalia, CA 93291**

**AGENDA**

1. Call to Order
2. Public Comments
3. Approval of the Agenda
4. Discussion and Potential Action on the Appointment of Board Members
5. Discussion and Potential Action on the Approval of the CSC Acknowledgment for the Sale of Receivables
6. Adjournment

Public comment rules: Members of the public may address the Board on agenda or non-agenda items. Please fill out a yellow card available at the entrance. Speakers may be called in the order that requests are received, or grouped by subject area. We ask that comments are limited to 2 minutes each, 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 district staff or calendar the issue for future discussion.

Note: Monarch River Academy Governing Board encourages those with disabilities to participate fully in the public meeting process. If you need a disability-related modification or accommodation, including auxiliary aids or services, to participate in the public meeting, please contact the Governing Board Office at 818-207-3837 at least 48 hours before the scheduled board meeting so that we may make every reasonable effort to accommodate you. (Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 12132).

# **Samuel D. Nofziger, Jr., Ed. D.**

## **Education**

Doctorate of Education	Northcentral University	
	English as a Second Language	2016
Master of Arts	Fresno Pacific University	
	Bilingual/Cross-cultural Education	1996
Bachelor of Arts	California State University, Fresno	
	Liberal Studies	1983

## **Educational Credentials Held**

Clear Multiple-Subject (K-12) Credential	2022
Clear Specialist- Instructional Credential in Bilingual / Cross-Cultural Education Target Language- Spanish	2022
Language Development Specialist Certificate	2022
Clear Administrative Services Credential	2022

## **Professional Experience**

2011-Present	Founder and Chief Executive Officer <b><i>The English Learner Group, Inc.</i></b> <a href="http://www.theenglishlearnergroup.com">www.theenglishlearnergroup.com</a>
2011-2014	Fresno Pacific University Division of Language Literacy and Culture
2008-2015	Coordinator, English Learner Program Support Curriculum and Instruction, ASIST Team Fresno County Office of Education
2005-2008	K-12 District Coordinator English Language Development Fresno Unified School District
	Professional Development and Consulting Fresno Unified Schools, Elementary and Secondary (K-12)
2002-2005	Vice Principal / Program Manager Greenberg Elementary School

2000-2002	Fresno Unified School District Resource Teacher Greenberg Elementary School
1987-2000	Fresno Unified School District Bilingual Classroom Teacher (K-4)

### **Professional Presentations**

2014	Mediterranean Association of International Schools (MAIS), Madrid Spain
2013	Mediterranean Association of International Schools (MAIS), Rome, Italy
2010	Mediterranean Association of International Schools (MAIS), Tunis, Tunisia
2007	Council For Great City Schools National Conference Nashville, TN
2001-2005	LitConn- ENL Facilitator- Greenberg Elementary School

### **Professional Publications**

Nofziger, S., (1991) *Critical Pedagogy in a Whole Language Classroom* The Whole Language Catalog, New, NY: McGraw-Hill Publishers

Freeman Y., and Nofziger, S., (1991) *Walkum to Rnm 33 / Vienvenidos al cualto* Organizing For Whole Language, Portsmouth, NH: Heinemann Publishing.

Nofziger, S., *Meeting the Needs of All Students- Working with ESL Students*, (1999) The Story Box Reading Program, New York, NY: The Wright Group

Garcia, P. & Catania, K. & Nofziger, S. (2012) *Court schools: embracing the culture of learning* Leadership 42 (1) 28-31.

### **Professional References**

Alesha Ramirez	Consultant Tulare COE	559-733-6300
Annette Grigsby-Chamberlain	Dir. Categorical Programs	559-313-5165
Joey Campbell	Retired Superintendent	559-696-7026

**Sarah Sanchez**

I am a full-time wife, homeschool Mom and I enjoy keeping a cozy home for our family of 6. I also work part time leading a team of women and acting as a personal skincare consultant and representative for Rodan + Fields. Anytime I am available, I do freelance hair styling and make-up for weddings, proms and special occasions. My passion is music and anything involving the arts! I sing on my church worship team and I used to lead the music for our women's ministry and high school youth group. I have enjoyed directing various choirs and productions over the years as well as choreographing and performing in them myself! I love being able to give my children opportunities to try many different arts and I take great delight in passing these gifts along to them as well. Over the last year or so, I have renewed my love of reading and am quickly realizing that I will well exceed my goal of 60 books this year! This is another gift that I am excited to pass on to my children! Our family has found great joy in being a part of Inspire as well as a local co-op community. One thing that I have passed on to my children already, three boys, ages 11, 9, and 8 and one girl age 4, is a genuine love and enjoyment of people! We all love spending time with our friends and developing new relationships. And if there is one thing that I feel like is my greatest accomplishment in life, it is that (on most days :) my children bring joy, happiness and an excitement for life wherever they go.

**MONARCH RIVER ACADEMY**  
**ACKNOWLEDGEMENT RESOLUTIONS**

The undersigned, on behalf of Monarch River Academy, a California nonprofit corporation (the “Company”), hereby certifies that the resolutions set forth below were adopted by the Board of Directors (the “Board”) of the Company, in accordance with Section 5211 (a) of the California Nonprofit Corporation Law and the Bylaws of the Company, at a duly noticed meeting held on \_\_\_\_\_, 2019 at \_\_:0 \_\_.m., Pacific Time at \_\_\_\_\_, California. A quorum of the Board was present at the meeting. Capitalized terms used herein and not otherwise defined have the meanings given to them in the Receivables Purchase Agreement.

Sale of Receivables

WHEREAS, the Company receives and owns and will receive and own from time to time certain receivables or payments due from the State of California, Tulare County, the Tulare County Office of Education, the Tulare County Superintendent of Schools, Alta Vista Elementary School District, the Special Education Local Plan Area (“SELPA”), and/or the United States federal government (in each case, the “Payor”).

WHEREAS, the Company instructs the Payor, pursuant to the Payor’s policies and procedures, as to the location and manner of payment of the Company’s receivables.

RESOLVED: That the Board deems it to be in the best interests of the Company to authorize the Company to sell receivables and payments (the “Receivables”) to Charter School Capital, Inc. (“CSC”) at a discount to face value in an amount not to exceed the lesser of (i) \$13,000,000.00 of gross receivables value and (ii) \$11,000,000.00 of initial purchase (face value).

RESOLVED FURTHER: That the Company is authorized and directed to sell the Receivables to CSC from time to time pursuant to one or more Receivables Purchase Agreements and related Terms Letters between the Company and CSC, substantially in the form reviewed by the Board, with such changes thereto consistent with these resolutions as an Authorized Officer of the Company shall approve, and including any amendments, supplements or modifications to the foregoing consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That each of Craig Wheaton, as President; Monique Ouwinga, as Treasurer; and Pam Bezemer, as Principal (such persons and their duly elected and qualified successors, the “Authorized Officers”) is authorized and directed to execute and deliver, on behalf of the Company, the Receivables Purchase Agreements, the Terms Letters, the Paying Agency Agreements and/or Account Control Agreements, and subject to the limitations set forth herein, such other agreements and other documents and instruments as may be necessary or desirable to effectuate the sale of Receivables contemplated hereby, including, without limitation, agreements or documents as may be necessary to facilitate the sale of Receivables by

CSC to an affiliate or third party to finance its purchase of the Receivables, and further including, without limitation, such amendments, supplements or other modifications to any or all of the documents described in this paragraph and consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That the Board of the Company deems it to be in the best interests of the Company to instruct the Payor, in the form provided by CSC, to make the payment of all revenues of the Company administered and paid by the Payor in the manner described in the applicable Receivables Purchase Agreement, the Terms Letter, Paying Agency Agreement and/or Account Control Agreements.

RESOLVED FURTHER: That any two Authorized Officers will execute instructions to the Payor, in the form provided by CSC, directing the payment of all revenues of the Company in the manner described in the Receivables Purchase Agreement, the Terms Letter, the Paying Agency Agreement and/or Account Control Agreements.

RESOLVED FURTHER: That the instructions described in the immediately preceding paragraph will not be altered in any manner nor any other instructions substituted in their place without the prior written approval of the two Authorized Officers and without the express written consent of CSC and that the Payor is to disregard any change in disbursement instructions that are not counter-signed by such two Authorized Officers and CSC.

RESOLVED FURTHER: That the Authorized Officers are, and each of them is, hereby authorized and directed, on behalf and in the name of the Company and subject to the limitations set forth herein, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such instruments, certificates and other documents as he or she may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions and the transactions contemplated thereby (hereby ratifying and confirming any and all actions taken heretofore and hereafter by such officers to accomplish such purposes).

The foregoing resolutions were passed by a vote of the Board of Directors and adopted at the meeting of the Board of Directors of the Company on the date referred to above, by the following vote:

Ayes: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

Abstain: \_\_\_\_\_

The undersigned certifies further that the foregoing resolutions have not been modified, amended or rescinded and are in full force and effect as of the date hereof.

**MONARCH RIVER ACADEMY**

By: \_\_\_\_\_

Name:

Title:

Date: \_\_\_\_\_, 2019