**CDS Board of Directors Minutes**

April 10, 2025 at 8:31 AM

Attending Board Members: Frank Williams, Daniel Crapps, Richard Mankin, Gil Levy, David Flores, Becky Hunt, Veita Jackson-Carter, Debby Kinman-Ford, Christy Milligan, Darleen Morgan, Jason Shaw, Brenda Thornton

Attending Team Members: Philip Kabler, Cindy Starling-Hersey, Darla Morgan

**CALL TO ORDER/QUORUM CHECK**

A quorum was in attendance with 12 Board Members present.

**CONSENT ITEMS**

Following motion by R. Mankin, second by D. Morgan, the following were unanimously approved and ratified: (a) Meeting Agenda; (b) January 9,2025, February 13, 2025, and March 13, 2025 Meeting Minutes and actions.

**FINANCIAL MATTERS**

**Report item – CDS/CASF fiscal activities:**

D. Morgan reviewed the January 2025 financial data, including income and expense activities and account balances. Net revenue was up $195,606.12 for the for the fiscal year to-date as of February 2025. This is largely due to an accrual reconciliation of LSF prevention and FL Network DVR. A detailed analysis was included with the Meeting materials.

D. Morgan calculated leave/sick leave payout amortizations as of February 2025, and adjusted the balance sheet accordingly

An initial FY 253/26 draft budget has been prepared and is being reviewed.

Prior period payroll tax (941) overpayment refunds are believed to be completed.

Compiled March 2025 SouthState Bank and Truist Bank statements were included with the Meeting materials.

**Report item – Paylocity implementation status:**

Paylocity implementation has begun and was used during the first April 2025 pay period, with only minor reported issues to-date.

Tablets have been ordered for data entry.

A Team training regarding use of Paylocity has been scheduled.

[Post-meeting note: Roll-out will be followed for issues which may arise.]

**Report item – Employee Retention Tax Credit:**

F. Williams reported it appears the IRS appears to be issue checks for the first tranche (Q1-Q3 2021; $1,627,724.09) of payments related to our ERTC application. CDS’ ERTC consultant suggests that typically the IRS makes one grouping of payments, with another to follow. CDS is operating on an ‘if/as/when’ received posture regarding those funds.

R. Mankin asked why the predicted amount was higher than anticipated. That is due to the inclusion of interest in the IRS’ payment calculations.

**Action items – Ratification of Finance & Audit/Executive Committee actions – (a) approval of bank loans (term, line of credit; flood insurance required); (b) grant of signature authority:**

F. Williams led an extensive report on the Executive Committee’s decisions regarding the final payoff of the advance loan. Topics such as bank balances, interest rates, collateral, and pre-closing costs incurred were addressed. The outcome was to negotiate two loan facilities (totaling $390,000) with SouthState Bank: (a) $175,000 fixed rate term loan (approximately 6.55% interest, 20 year amortization, rate adjustable at three years, five-year ‘balloon’ payoff; mortgage on the Bivens property; flood insurance required); (b) a $215,000 line of credit (prime interest rate). D. Flores and V. Jackson-Carter made inquiries regarding the matter, which were discussed.

Consistent with CDS’ and CASF’s Bylaws, the following two motions were presented for ‘best practice’ ratification:

 Motion #1: (a) CASF (together with CDS as-needed) is authorized to enter into the loan transaction for the Loan Facility with SouthState Bank; (b) a loan transaction with First Federal Bank can occur on a back-up basis if the SouthState loan transaction does not proceed to closing; and (c) President F. Williams, Treasurer R. Mankin, and CEO P. Kabler are individually and collectively authorized to sign and deliver required loan transaction documents for the Loan Facility and bind CASF (together with CDS as-needed) accordingly.

 Motion #2: CEO P. Kabler is authorized to sign and deliver wiring instructions on behalf of CDS to SouthState Bank to pay beneficiary Itria Ventures LLC $600,000 from account number 9586 (CDS money market account) to prepay a portion of the $900,000 ERTC advance loan, with the balance to be paid from a combination of funds derived from the Loan Facility, account number 9586, and account number 9577 (CDS money market account).

Following separate motions by D. Morgan, and seconds by B. Hunt, both Motions were unanimously approved and ratified.

**‘Deep Dive’ presentation - CDS/CASF Amended & Restated Articles of Incorporation, Bylaws:**

G. Levy presented a detailed discussion of the draft Amended & Restated Articles of Incorporation and Bylaws. The Board was invited to review the drafts carefully, and send questions and comments to G. Levy, for possible vote at the next or later meeting.

F. Williams instructed that a copy of the advance loan documents be confidentially transmitted to all Board Members.

**BUSINESS MATTERS**

**Report item – Programs deliverables, Meridian Healthcare meeting:**

C. Starling-Hersey reviewed her detailed written report regarding CINS/FINS and LSF performance data and trends.

She further reported that she and P. Kabler met with the new Meridian Healthcare Management Team to continue our long-standing working relationship. The IYP-Gainesville Shelter Team gave a presentation about their program, and a tour was given of the new shelter. The next steps will be to widen the scope of working meetings to include CDS’ and Meridian’s respective program teams.

**Report item – FL Network QI audits, DCF relicensure inspections:**

C. Starling-Hersey reported that IYP-Lake City is scheduled for a FL Network QI audit on April 23-24, 2025.

Verbal reports regarding DCF’s relicensure examinations were positive in outcome, with written reports to follow.

**Report item – Florida Juvenile Justice Association Service Excellence Award – Monica Heinecker (IYP-Palatka Senior Youth Care Worker):**

P. Kabler reported IYP-Palatka Senior Youth Care Worker Monica Heinecker will be awarded a Florida Juvenile Justice Service Excellence Award at the April 15, 2025 DJJ/FJJA Legislative Reception. She will be invited to the May 8, 2025 Board Meeting where she will be recognized by the Board and presented a gift card.

**Report item – Legal case update:**

P. Kabler reported the filed wrongful termination case is in the early discover phase.

**Report item – FL Network Hill Day (February 12, 2025), including Legislative Budget Request (passenger vans):**

P. Kabler reported CDS’ Legislative Budget Request for passenger vans was not included in either the House’s or the Senate’s budget committee reports.

**Alachua County Sheriff’s Office vehicle donations:**

P. Kabler reported the two Chevrolet Tahoe SUVs were picked-up from the Alachua County Sheriff’s Office, with title transfers, registrations, and insurance addressed.

**Report items –National Safe Place Week:**

P. Kabler reported National Safe Place Week went well from March 16-22, 2025.

**Report item – CDS 55th Anniversary:**

P. Kabler reported CDS’ March 20, 2025 55th Anniversary went well.

**Report item – 2025 Annual Celebration:**

P. Kabler reported CDS’ 2025 Annual Celebration is scheduled for November 13, 2025 at the 1908 Grant venue.

**Report item – Grant applications update:**

P. Kabler reported the following grant applications have been submitted: (a) Sunrise Rotary Club – IYP–Gainesville reading program; (b) Community Foundation of Northeast Florida – IYP–Palatka (life skills items); (3) United Way of Suwannee Valley – IYP–Lake City (Impact Grant – life skills educator).

**Report item – Additional repair to IYP-Palatka van:**

P. Kabler reported that additional repairs were made to the IYP-Palatka Van. Dave Mays’ invoice was included with the Meeting materials

**Pended item to May 8, 2025 Board Meeting:** – Approval to surplus or service two vans (Bivens – blue Ford; IYP-Palatka – white Ford)

**COMMITTEE MATTERS**

**Report item – Standing Development:**

P. Kabler reported the following events occurred or are being planned: (a) Mi Apá Latin Café (March 20, 2025); (b) Amazing Give (April 24/25); (c) UF Campaign for Charities (Leadership Campaign [September 2 – 19, 2025], General Campaign [September 29 –October 17, 2025]; (d) Tu Fiesta Latin Music Festival (November 1, 2025).

**Report item – Ad Hoc Baxter’s Place Charter School:**

V. Jackson-Carter reported she is continuing to work with the Charter School’s organizers about potential CDS programming.

**Report item – Ad Hoc Leave Balances Policy Review:**

Darleen Morgan reported she has not yet had an opportunity to meet with Darla Morgan.

**Report item – Ad Hoc Personnel Survey:**

F. Williams reported he has not yet called a meeting of the Committee.

President F. Williams adjourned the meeting at 9:30 AM.