

**ACHIEVEMENT FIRST BROOKLYN CHARTER SCHOOLS  
MEETING OF A DULY APPOINTED SPECIAL COMMITTEE OF THE BOARD OF TRUSTEES**

**AF Network Support Offices, 335 Adams Street, Suite 700, Brooklyn, NY  
AF Brooklyn High, 1485 Pacific Street, Brooklyn, NY  
Thursday, August 30, 2018  
12:00 – 1:00 pm**

-BOARD-APPROVED MEETING MINUTES-

**Board Members in attendance:**

Jon Atkeson, Amy Samuels, Romy Coquillette, Chris Lynch

**Staff and Guests in attendance:**

Peter Cymrot, Ken Paul, David Crockett, Lisa Desfosses, Victor DeLaPaz, Thaysha Menardy,  
Jasmine Jeffers

Jasmine Jeffers recorded the minutes. The meeting was called to order at 12:06 PM.

**1. Facilities Discussion (Executive Session)**

**2. Board Business**

The below resolution was unanimously approved by the committee:

**WHEREAS**, Achievement First, Inc. ("AF") has identified a building located at 720 Livonia Street, Brooklyn, New York (the "Property"), to serve as a potential permanent facility for Achievement First Linden Middle School ("AF Linden Middle"), a charter school operated by Achievement First Brooklyn Charter Schools ("AF Brooklyn");

**WHEREAS**, AF desires to enter into a lease agreement (the "Lease") whereby AF or a to-be-formed affiliated entity of AF (an "AF Entity"), would lease the Property from 720 Livonia LLC (the "Landlord") and then sublease the Property to AF Brooklyn to serve the students of AF Linden Middle;

**WHEREAS**, AF and the Landlord are in the process of negotiating a non-binding letter of intent, attached hereto as Exhibit A (the "Letter of Intent"), which provides certain material terms and conditions of the proposed lease arrangement;

**WHEREAS**, AF shall sublease the Property to AF Brooklyn on substantially the same terms and conditions as AF shall be leasing the Property from Landlord, and accordingly, AF desires that the Board of Trustees of AF Brooklyn support AF entering into the Letter of Intent and the Lease;

**WHEREAS**, the Board of Trustees has duly appointed this Special Committee of the AF Brooklyn Board of Trustees ("the Committee") with regard to this Property matter;

**NOW THEREFORE, BE IT RESOLVED**, that the Committee hereby supports AF entering into the Letter of Intent, substantially on the terms and subject to the conditions set forth in the Letter of Intent, with such changes thereto as deemed necessary or advisable by AF (such necessity or advisability to be conclusively evidenced by AF execution of the Letter of Intent) with the additional conditions communicated by the Committee to AF as substantially set forth in Exhibit B;

**BE IT FURTHER RESOLVED**, that the Committee hereby supports AF conducting due diligence, taking action to receive any required governmental approvals and negotiating and entering into the Lease, substantially on the terms and subject to the conditions set forth in that certain Letter of Intent, with such changes thereto as deemed necessary or advisable by AF (such necessity or advisability to be conclusively evidenced by AF's execution of the Lease) and with the additional conditions communicated by the Committee to AF as substantially set forth in Exhibit B;

**BE IT FURTHER RESOLVED**, that the Committee hereby approves of AF Brooklyn entering into a sublease agreement with AF (the "Sublease"), whereby AF shall sublease the Property to AF Brooklyn on substantially the same terms and conditions as set forth in the Lease and with the additional conditions communicated by the Committee to AF as substantially set forth in Exhibit B;

**BE IT FURTHER RESOLVED**, that any officer of AF Brooklyn, including without limitation, the Chair, Vice-Chair or Treasurer of AF Brooklyn (each an "Authorized Officer"), be, and each of them individually hereby is, authorized and directed to execute the Sublease in the name of AF Brooklyn, with such changes thereto as deemed necessary or advisable by such Authorized Officer, such necessity or advisability to be conclusively evidenced by the execution thereof;

**BE IT FURTHER RESOLVED**, that the Committee hereby approves of AF doing and performing or causing to be done and performed all such acts, deeds and things, and making, executing and delivering, or causing to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates and retaining such counsel, agents and advisors, and incurring and paying such expenses and fees as, in the opinion of AF, shall be necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution or payment thereof by AF) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions;

**BE IT FURTHER RESOLVED**, that any Authorized Officer be, and each of them individually hereby is, authorized and directed to do and perform or cause to be done and performed all such acts, deeds and things, and make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates and retain such counsel, agents and advisors, and incur and pay such expenses and fees as, in the opinion of such Authorized Officer, shall be necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution or payment thereof by such Authorized Officer) to effectuate or carry out fully the purpose and interest of all of the foregoing resolutions;

**BE IT FURTHER RESOLVED**, that the Committee hereby approves and/or ratifies any such actions heretofore or hereafter taken by any Authorized Officer or AF relating to and within the terms of

these resolutions, and any actions of the Authorized Officer are adopted, affirmed, approved and ratified in all respect as the act and deed of AF Brooklyn.

There being no other business before the board, it was unanimously:

RESOLVED: To adjourn at 1:03 PM.