

- Draft Minutes -

**Achievement First Rhode Island
Board of Directors Meeting**

December 5, 2018, 5:30 pm

370 Hartford Avenue, Providence

I. Call to Order & Attendance

The meeting was called to order at 5:45 pm by Mayor Jorge Elorza. The following board members, constituting a quorum, and Achievement First Staff were in attendance:

Jorge Elorza, AFRI Board - Yes

Brian Gallogly, AFRI Board - Yes

Macky McCleary, AFRI Board - No

Reshma Singh, AFRI Board - Yes

John Iglizzi, AFRI Board - Yes

Soraida Morales, AFRI Board - Yes

Ben Smith, AFRI Board - Yes

Maryellen Butke, AFRI Board - No

James Wiley, AFRI Board - Yes

Robert Luciano, AFRI Board - Yes

Percy Ballah, AFRI Board - No

Jorge Cardenas, AFRI Board - No

Kevin Lohela, AFRI School Leadership - Yes

Aja Davis, AFRI School Leadership - No

Ashia Parks, AFRI School Leadership - No

Jesse Balis-Harris, AF Network Support - Yes

Ken Paul, AF Network Support - Yes

Cassidy McKee, AF Network Support - Yes

Sarah Blanton, AF Network Support - Yes

Elizabeth Winangun, AF Network Support - Yes

Public: Michelle Davidson, Cliff Davidson

II. Public Comment

Michelle and Cliff Davidson are the parents of children who attend AF Illuminar Elementary and AF Providence Middle School. They spoke about the experience of their son who attends AF Providence Middle School and the social-emotional and academic struggles he has experienced and their wishes for improved support for all scholars, not just their son.

III. Approve Minutes

RESOLVED, the AF Rhode Island Board of Directors hereby approves the meeting minutes from October 3, 2018.

Motion by John Iglizzi

Seconded by James Wiley

All in favor

IV. Reports and Business

A. Principal Reports

In advance of the principal reports, the board had a discussion about the substance of the comments

from the Davidsons. Mayor Elorza asked Elizabeth Winangun to do some due diligence and follow up with the board. The Mayor is interested in forming a small committee to respond to parents. Ben Smith, Robert Luciano, Reshma Singh and James Wiley are interested in working with Elizabeth.

Kevin Lohela, principal of AF Illuminar Elementary School, shared that the school is happy and calm. He believes that the overall ethos and climate of the school deeply reflect the values of the school. They are focusing on social emotional learning (SEL) and the impact is growing. In addition to direct impact (low suspensions, low referrals, high attendance), the three AF Rhode Island schools have three of the top four attendance rates in the AF network and are in the top ten in the State. Alignment across the three schools is strong.

Black History Month planning is underway. Culturally responsive teaching training is strong, led by an AF Illuminar parent who is trained in this area. Mr. Lohela shared very strong org health results. Qualitatively, the biggest challenge for teachers is the work life balance. Most teachers arrive at 6:30am and are often still in the building at 6:30pm.

Academically, the RICAS results were very strong with high number of students reaching the advanced level. Based on interim assessment they are on track to reach their goals. Looking at differences between their ELL students and non-ELL students there is a 1% difference in performance.

They are launching a students council for the fourth grade that will kick off in January. There have been no mid-year departures.

Jesse Balis-Harris is the regional superintendent for the AFRI schools and gave the AF Providence Elementary School report. On a school culture basis, the school is significantly better than last year. Anecdotally, the building feels better, the experience of the scholars is better and school culture metrics have improved (lower suspensions, lower attrition).

Bumblebee circles (similar to AF Illuminar) are happening bi-weekly. Family engagement is good: there was a family potluck for 200 families and a celebration to recognize scholars on honor roll for academic achievement and behavior that was also attended by 200+ families.

Academically, in K-2, IA results were in the top four in every grade/subject combination across the network. There are areas of double digit gains in year over year performance.

Adult culture is still improving. There were huge jumps, year over year, indicating that the leadership team is doing good work (feedback, communication, 20 point jumps). There have been two mid-year departures. With the higher expectations this year and a different culture, there may be additional departures at the end of the year.

B. Facilities Update

Cassidy McKee updated the board on the progress around the Garfield lease which is signed. The

Westminster Street Citizens' Bank building is no longer an option due to DEM findings.

WHEREAS, Achievement First Rhode Island, Inc., a Rhode Island nonprofit corporation (the "Institution"), has been assessing strategies to finance new capital projects and refinance existing indebtedness, as more particularly described on Exhibit A hereto (collectively, the "Project"); and

WHEREAS, the Institution has submitted an application to obtain financing through the Rhode Island Health and Educational Building Corporation ("RIHEBC") by the issuance of one or more series of its revenue bonds (the "Bonds"), loans or other indebtedness, in an aggregate amount not to exceed \$9,500,000 (the "Indebtedness"), any or all of which may be taxable and/or tax-exempt or any combination thereof, as fixed rate or variable rate debt, secured by one or more Loan and Security Agreements (the "Agreements") to be entered into among the Institution, RIHEBC and a bond purchaser, as described below, the proceeds of which will be loaned to the Institution for the purposes of the financing or refinancing of, or the reimbursement of funds advanced by the Institution for, the Project; and

WHEREAS, The Washington Trust Company of Westerly ("Washington Trust") has agreed to provide financing in an aggregate amount of up to \$9,500,000 through a direct purchase of the Bonds and loan the proceeds thereof to the Institution on the terms and conditions outlined in the Summary of Terms and Conditions dated August 24, 2018, attached hereto as Exhibit B (the "Term Sheet"); and

WHEREAS, on September 14, 2018, the Board of Directors of the Institution (the "Board") adopted resolutions endorsing the Project, approving the Term Sheet and authorizing the Institution to negotiate the terms and conditions of the Indebtedness as outlined in the Term Sheet; and

WHEREAS, on October 3, 2018, the Board adopted resolutions declaring the Institution's official intent to finance all or a portion of the costs of the Project (or reimburse itself for prior expenditures with respect thereto) with proceeds of a subsequent borrowing in accordance with Section 1.150-2 of the Treasury Regulations.

NOW, THEREFORE, BE IT RESOLVED:

Section 1. That the Board hereby approves the Indebtedness in an aggregate amount not to exceed \$9,500,000 upon substantially the same terms and conditions as set forth in the Term Sheet to finance the Project;

Section 2. That the Chair and/or the Treasurer of the Institution (each, an "Authorized Officer" and together the "Authorized Officers"), be, and each of them singly is, hereby authorized to approve any additional terms of the Indebtedness and the Agreements that may not be contained in the Term Sheet, including without limitation, such amounts as he/she may in his/her discretion deem necessary and appropriate, to fund capitalized interest, costs of issuance and other related financing costs, the pledge of security, as may be provided for in any agreement, the maturity or maturities, the initial rate or rates

and times of payment of interest, the prepayment terms and all other terms of the Indebtedness and the Agreements;

Section 3. That any one or more of the Authorized Officers, be, and each of them singly is, hereby authorized, in the name and on behalf of the Institution, to execute, acknowledge and deliver in the name and on behalf of the Institution, the Agreements and/or any other agreements, certificates, instruments and documents that may be advisable, convenient or necessary to carry out the intent of these resolutions, including without limitation, one or more Bond Purchase Agreements, Continuing Covenants Agreements, Leasehold Mortgages and/or Security Agreements (or such other named documents that are similar in scope and purpose to the aforementioned documents), the execution thereof by such Authorized Officer or Officers shall be conclusive as to such determination, the approval of the terms thereof, and that the same was authorized by these resolutions;

Section 4. That any one or more of the Authorized Officers be, and each of them singly is, hereby authorized, in the name and on behalf of the Institution, to execute, acknowledge and deliver in the name and on behalf of the Institution, any and all such additional agreements, instruments and documents and to take all actions, including amendments to existing agreements, instruments and documents related to the Indebtedness, necessary or appropriate, in their discretion to consummate the transactions contemplated by the foregoing resolutions, the execution thereof by such Authorized Officer or Officers shall be conclusive as to such determination, the approval of the terms thereof, and that the same was authorized by these resolutions; and

Section 5. That all actions previously taken by any officer or employee of the Institution on behalf of the Institution with respect to the Indebtedness are hereby approved, ratified and confirmed in all respects.

Moved by Ben Smith
Seconded by Reshma Singh
All in favor

C. External Relations Update

Elizabeth Winangun reported that the Brown University partnership is going extremely well and has led to several other strong connections (graduate students volunteering at both AFRI and at the AF Brooklyn schools). The Greenfield expeditions also involved partners across Providence.

Elizabeth noted that there were 1000 applications for the two elementary schools in the first week that the applications with no marketing efforts. It is clear that the schools' reputations are strong in the community.

D. Treasurer Report

Ben Smith presented the financial report and shared the findings in the audit which was clean with a note on the UCOA finding from prior years. The auditors have confidence this is being addressed.

RESOLVED, the AF Rhode Island Board of Directors hereby approves the financial report as presented.

Moved by John Igliazzi

Seconded by James Wiley

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby accepts the report of the independent auditors CohnReznik prepared in relation to the fiscal year ending 6/30/18.

Moved by John Igliazzi

Seconded by James Wiley

All in favor

V. Adjourn

The meeting was adjourned at 7:03 pm by Brian Gallogly.

Motion by Ben Smith

Seconded by Brian Gallogly

All in favor