

- Draft Minutes -
Achievement First Rhode Island
Board of Directors Retreat
Monday, February 1, 2021, 5:30 pm
Zoom Video Conference

I. Call to Order & Attendance

The meeting was unofficially to order at 5:36 pm by Mayor Jorge Elorza. The following board members, constituting a quorum, AF Rhode Island and Achievement First staff were in attendance:

Jorge Elorza - Yes

Macky McCleary - Yes

Reshma Singh - Yes

John Iglizzi - No

Ben Smith - Yes

Maryellen Butke - Yes

James Wiley - Yes

Charles Lombardi - No

Aja Davis, AFRI School Leadership

Andrew Walker, AFRI School Leadership

Kevin Lohela, AFRI School Leadership

Mindy Rice, AFRI School Leadership

Salvador Pellerano, AFRI School Leadership

Achievement First staff: Sarah Blanton, Elizabeth Winangun, Cassidy McKee, Ken Paul, Victor De La Paz, Eduardo Del Valle, Jesse Balis-Harris, Kiah Hufane

Public: Derek Osterman, Jillian Fain

II. Public Comment

There was no public comment.

III. Reports and Business

A. Board Chair Report

Mayor Elorza spoke about the bill currently on the legislative agenda putting a moratorium for the next three years and effectively rescinding the approvals given in this past year. He asked the principals what they think the board can do to be effective advocates for AF Rhode Island's growth.

B. Principal Q&A

The board discussed advocacy strategies with the principals and ways of elevating the experiences and stories of the AFRI families.

The board also discussed how they are building a strong sense of community to combat issues of

bullying and how they are beginning to plan for the 2021-22 school year.

The board moved to go into executive session at 5:59 to discuss a personnel matter involving the hiring of principal candidates and invited Sarah Blanton and Jesse Balis-Harris to join. Motion by James Wiley. Seconded by Ben Smith. All in favor.

The board exited executive session at 6:18 pm. Motion by Maryellen Butke. Seconded by Reshma Singh. All in favor.

RESOLVED, the AF Rhode Island Board of Directors hereby sets, effective February 1, 2021, the number of members of the Board of Directors at eight (8).

Motion by Macky McCleary

Second by Maryellen Butke

All in favor

Sarah Blanton noted a change (PM to AM) to the minutes for November 2, 2020.

RESOLVED, the AF Rhode Island Board of Directors hereby approves the meeting minutes from September 23 and November 2, 2020.

Motion by Reshma Singh

Second by Macky McCleary

All in favor

RESOLVED, the AF Rhode Island Board of Trustees hereby accepts Achievement First's nomination of Ms. Nicole Gugliuzza as principal of Achievement First Illuminar Elementary School effective July 1, 2021.

Motion by Ben Smith

Second by Reshma Singh

All in favor

RESOLVED, the AF Rhode Island Board of Trustees hereby accepts Achievement First's nomination of Ms. Francheska Dominique as principal of Achievement First Elementary School #4 effective July 1, 2021.

Motion by Maryellen Butke

Second by Macky McCleary

All in favor

RESOLVED, the AF Rhode Island Board of Trustees hereby accepts Achievement First's nomination of Ms. Breonna Hudgins as principal of Achievement First Providence Elementary School effective July 1, 2021.

Motion by Ben Smith

Seconded by James Wiley

All in favor

C. Introduction to AF President Rich Buery

Dacia Toll and Rich Buery joined the meeting to discuss Ms. Toll's plans to transition out of her role as CEO. She is convinced that this is healthy and right for the organization and feels very strongly in Rich Buery's leadership as the next CEO.

In her introduction of Mr. Buery, she shared his professional experience founding and leading organizations, including the Children's Aid Society and NYC's Pre-K for All initiative.

Mr. Buery introduced himself by sharing a bit about his background, growing up as the son of a high school teacher in East New York. His history with Achievement First includes serving as a founding board chair of one of the Brooklyn Charters. Mr. Buery has a deep history with charter schools and shared his perspective on what drew him to working at Achievement First, where he will have a deep ability to be part of the infrastructure of the communities we serve.

D. Executive Session – Real Estate Discussion regarding current and future school construction

The board entered executive session at 6:54 pm to discuss current and future school construction and invited Sarah Blanton, Derek Osterman, Cassidy McKee and Eduardo del Valle, Victor de la Paz, Jillian Fain and Ken Paul. Motion by Reshma Singh. Second by Maryellen Butke. All in favor. The board exited executive session at 7:13 pm. Motion by Maryellen Butke. Second by Reshma Singh. All in favor.

E. Facilities Business

Following the executive session discussion the board read aloud the following resolutions.

WHEREAS, the AF Rhode Island board previously authorized a facilities improvement project relating to the building located at 85 Garfield Ave. at its May 16, 2018 meeting,

WHEREAS, Phase I (i.e., renovation of the first and second floor at 85 Garfield Ave.) of the facilities improvement project was completed, and the building at 85 Garfield Ave. requires renovation of its third floor to accommodate the growth of AF Illuminar Middle School (Garfield Phase II),

BE IT RESOLVED, the AF Rhode Island Board of Directors authorizes Phase II of the aforementioned facilities improvement project, and approves the use of board designated reserves up to, but not to exceed, \$1.8M for the purposes of completing Phase II of the project, and.

BE IT FURTHER RESOLVED, Achievement First and its designee are, jointly and severally, authorized and directed, in the name of AFRI Board of Trustees, to take any and all actions and/or submit such documents needed to effectuate the foregoing resolution.

Motion by Macky McCleary
Seconded by Maryellen Butke

All in favor

WHEREAS, AFRI desires to lease a portion of a school building located in Providence, Rhode Island to serve as the permanent home of AF Promesa (the "AFRI Promesa Lease");

WHEREAS, AFRI desires to sublease a portion of a school building located in Providence, Rhode Island to serve as the incubation space for AFRI High School (the "AFRI High School Lease");

WHEREAS, AFRI desires to enter into negotiations to purchase a building located in Providence, Rhode Island to serve as the permanent home for AFRI High School (the "AFRI High School Purchase");

NOWTHEREFORE, BE IT RESOLVED, that it is in the best interest of AFRI and AFRI is hereby authorized and directed to enter into the AFRI Promesa Lease and in furtherance thereof, AFRI be, and hereby is, authorized and directed to enter into the AFRI Promesa Lease on the terms presented to AFRI, with such changes, modifications and amendments thereto as any board-authorized officer of AFRI (each an "Authorized Person") may, jointly or severally, in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of the AF Promesa Lease by AFRI;

BE IT FURTHER RESOLVED, that it is in the best interest of AFRI and AFRI is hereby authorized and directed to enter into the AFRI High School Lease and in furtherance thereof, AFRI be, and hereby is, authorized and directed to enter into the AFRI High School Lease on the terms presented to AFRI, with such changes, modifications and amendments thereto as any Authorized Person may, jointly or severally, in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of the AFRI High School Lease by AFRI;

BE IT FURTHER RESOLVED, that it is the best interest of AFRI and AFRI is hereby authorized and directed to negotiate the AFRI High School Purchase and in furtherance thereof, AFRI be, and hereby is, authorized and directed to enter into a purchase agreement regarding the same (the "AFRI HS Purchase Agreement"), with such changes, modifications and amendments thereto as any Authorized Person may, jointly or severally, in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of the AFRI HS Purchase Agreement;

BE IT FURTHER RESOLVED, that each Authorized Person, be, and hereby are, jointly or severally, authorized and directed, at any time and from time to time, to do all such things and acts and to execute and deliver all such applications, documents and instruments in writing and to expend such fees for and on behalf of AFRI as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to execute and deliver the AFRI Promesa Lease, the AFRI High School Lease and the AFRI HS Purchase Agreement and any other instruments and documents required in connection with the foregoing, in the name and on behalf of AFRI, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may, jointly or severally, in such person's discretion approve, which approval shall be conclusively evidenced by the execution and delivery of such applications, documents and instruments in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

Motion by Macky McCleary

Second by Maryellen Butke

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby delegates to the Board Treasurer the authority to execute and deliver the AFRI Promesa Lease, the AFRI High School Lease and the AFRI HS Purchase Agreement and any other instruments and documents required in connection with the foregoing in the name of AFRI.

Motion by Maryellen Butke

Second by James Wiley

All in favor

WHEREAS, AF will project manage the renovation of the incubation space for AFRI High School, covering any contingency related expenses,

RESOLVED the AF Rhode Island Board of Directors approves the use of board designated reserves up to, but not to exceed, \$200K for the purposes of the aforementioned facilities improvement project.

BE IT FURTHER RESOLVED, Achievement First and its designee are, jointly and severally, authorized and directed, in the name of AFRI Board of Trustees, to submit such documents needed to effectuate the foregoing resolution.

Motion by Reshma Singh

Second by Maryellen Butke

All in favor

WHEREAS, Achievement First, Inc. ("AF") has submitted a letter of intent to enter the Necessity of School Construction Program (NSC) with the Rhode Island Department of Education (RIDE), and

WHEREAS, the NSC application is a multi-stage process requiring submission of (1) a letter of intent, (2) Stage I - Identification of Need on or before February 15, 2021, and (3) Stage II - Development of a Solution by September 15, 2021 prior to approval by the council on Elementary and Secondary Education in November 2021,

RESOLVED, the AF Rhode Island Board of Directors hereby authorizes the submission of the Stage I application to the School Building Authority on or before February 15, 2021.

BE IT FURTHER RESOLVED, Achievement First and its designee are, jointly and severally, authorized and directed, in the name of AFRI Board of Trustees, to submit such documents needed to effectuate the foregoing resolution.

Motion by Maryellen Butke

Second by Macky McCleary

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby nominates the following Director to serve as a regular attendee at School Building Committee Meetings: James Wiley

Motion by Macky McCleary

Second by Maryellen Butke

All in favor

WHEREAS, Achievement First, Inc. ("AF") has submitted a letter of intent to enter the Necessity of School Construction Program (NSC) with the Rhode Island Department of Education (RIDE), and

WHEREAS, AF seeks to hire the necessary vendors to engage in Stage II work, including architectural and engineering firms to create schematic design documents which form the basis for establishing budget and project descriptions,

BE IT RESOLVED the AF Rhode Island Board of Directors approves the use of board designated reserves up to, but not to exceed, \$600K for the purposes of the preparation of Stage II deliverables as presented.

BE IT FURTHER RESOLVED, Achievement First and its designee are, jointly and severally, authorized and directed, in the name of AFRI Board of Trustees, to submit such documents needed to effectuate the foregoing resolution.

Motion by Maryellen Butke
Seconded by Macky McCleary
All in favor

F. Treasurer Report

Ben Smith gave the Treasurer Report noting the year to date financials and balance sheet is strong. Victor De La Paz noted that the real estate resolutions that the board passed do not put the long term stability at risk.

IV. Adjourn

The meeting was adjourned at 7:25 pm by Ben Smith.

Motion by Maryellen Butke
Seconded by James Wiley
All in favor