

- Draft Minutes -  
**Achievement First Rhode Island**  
**Board of Directors**  
Monday, May 17, 2021, 5:30 pm  
Zoom Video Conference

**I. Call to Order & Attendance**

The meeting was called to order at 5:37 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	Donavan Tracey, AFRI School Leadership
Macky McCleary - No	Aja Davis, AFRI School Leadership
Reshma Singh - Yes	Andrew Walker, AFRI School Leadership
John Igliazzi - No	Kevin Lohela, AFRI School Leadership
Ben Smith - Yes	Mindy Rice, AFRI School Leadership
Maryellen Butke - Yes	Salvador Pellerano, AFRI School Leadership
James Wiley - Yes	Jennifer Andrade, AFRI School Leadership
Charles Lombardi - No	

Achievement First staff and guests: Sarah Blanton, Cassidy McKee, Eduardo Del Valle, Jesse Balis-Harris, Kiah Hufane. Jillian Fain and Derek Osterman

**II. Public Comment**

There was no public comment.

**III. Approve Minutes**

RESOLVED, the AF Rhode Island Board of Directors hereby approves the meeting minutes from March 24, 2021.

Motion by Maryellen Butke

Seconded by James Wiley

All in favor

**IV. Elect New Director**

RESOLVED, the AF Rhode Island Board of Directors elects Ms. Susan Curtis to serve as a Parent Representative with a one year term ending June 30, 2021, and does, pursuant to the bylaws of AF Rhode Island, effective May 17, 2021, set the number of members of the Board of Directors at nine (9).

Motion by Maryellen Butke

Seconded by James Wiley

All in favor

**V. Reports and Business**

### **A. Principal Reports**

Mayor Elorza requested that the principals to share something they are particularly excited about. Mr. Donovan Tracey shared that the process of administering state testing to all four grades to students in person has been smooth and successful. He attributed the success to abundant planning and working with his leadership team, along with other AFRI principals.

Ms. Mindy Rice is proud of her staff for this founding year. She expressed excitement about opportunities for her students to work collaboratively and with partners, post-pandemic, and have the students interact and experience the curriculum in new ways. They will work next year to serve students social-emotional needs in a trauma informed way.

Ms. Aja Davis shared her excitement about the new principals who will be leading schools next year

Mayor Elorza noted the common thread around collaboration and the strong sense of teamwork.

#### **i. Proposed Executive Session – Personnel discussion regarding the hiring of an interim principal**

The board entered executive session at 5:55 pm to have a personnel discussion regarding the hiring of an interim principal and invited Sarah Blanton, Mindy Rice, Jennifer Andrade, Jillian Fain and Jesse Balis-Harris to join.

Motion by James Wiley  
Second by Reshma Singh  
All in favor

The board exited executive session at 6:01 pm.

Motion by Ben Smith  
Seconded by Susan Curtis  
All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby approves Ms. Jennifer Andrade to serve as the Interim Principal of AF Promesa Elementary School for the duration of Ms. Mindy Rice's maternity leave.

Motion by Maryellen Butke  
Seconded by Ben Smith  
All in favor

### **B. Facilities Discussion**

The board entered executive session at 6:05 pm to discuss real estate updates on the high school space and invited Sarah Blanton, Jillian Fain and Eduardo del Valle, Cassidy McKee, Jennifer Curtin, Aja Davis, Derek Osterman and Salvador Pellerano to join.

Motion by Ben Smith

Seconded by Maryellen Butke  
All in favor

The board exited executive session at 6:35 pm.

Motion by Maryellen Butke  
Seconded by Ben Smith  
All in favor

Following discussions held during executive session, the board approved the following resolutions.

**BE IT RESOLVED**, that AFRI be, and hereby is, authorized and directed to purchase that certain real property and the improvements thereon commonly known as One Jakes Way, Providence, Rhode Island (the "Property") from One Jakes Way, LLC, a Rhode Island limited liability company ("Seller") for a sum not to exceed Ten Million Five Hundred Thousand Dollars (\$10,500,000.00), subject to completion of due diligence to the reasonable satisfaction of the Board;

**BE IT FURTHER RESOLVED**, that AFRI be, and hereby is, authorized and directed, to execute and deliver that certain Purchase Agreement by and between AFRI and Seller, substantially in the form previously delivered to the Board, with such changes thereto as deemed necessary or advisable by any officer of the Board (each an "Authorized Person") (such necessity advisability to be conclusively evidenced by the execution thereof);

**BE IT FURTHER RESOLVED**, that each Authorized Person, be, and hereby is, 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 any 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 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 James Wiley  
Seconded by Ben Smith  
All in favor

**VOTED:** That this Board hereby approves the Institution financing property acquisition and various capital renovations and improvements to the Institution's facilities and equipment (collectively, the "Project") through the issuance of revenue bonds by Rhode Island Health

and Educational Building Corporation on behalf of the Institution in an aggregate principal amount not to exceed \$60,000,000 (the “Bonds”).

**VOTED:** That this Board approves the Institution making expenditures with respect to the Project prior to the issuance of the Bonds, in an amount of up to \$3,000,000 and reimbursing itself for such expenditures from the proceeds of the Bonds.

**VOTED:** That the Institution intends to reimburse itself with the proceeds of the Bonds for expenditures made within the period beginning 60 days prior hereto and on or after the date hereof with respect to the Project, and this shall constitute a declaration of official intent under Treasury Regulation Section 1.150-2.

**VOTED:** That the foregoing resolutions shall take effect immediately.

Motion by Ben Smith  
Seconded by Reshma Singh  
All in favor

WHEREAS, the Achievement First Rhode Island Board of Directors has previously approved spending on the due diligence portion of the AF Rhode Island High School expansion project, as presented, for a cost not to exceed \$130,000,

WHEREAS, the Achievement First Rhode Island Board of Directors has previously approved the use of board designated reserves up to, but not to exceed, \$1.8M for the purposes of completing Phase II Renovation Project at 85 Garfield Avenue to accommodate the growth of AF Illuminar Middle School (Garfield Phase II),

WHEREAS, the Achievement First Rhode Island Board of Directors has previously approved the use of board designated reserves up to, but not to exceed \$200k, for the renovation of the incubation space for AFRI High School, covering any contingency related expenses,

WHEREAS, the Achievement First Rhode Island Board of Directors has previously approved the use of board designated reserves up to \$600K for the purposes of the preparation of RI department of Education Necessity of School Construction Stage II – Developing a Solution deliverables by September 15, 2021,

BE IT RESOLVED the AF Rhode Island Board of Directors approves allocating \$2.73M of cash assets to a board designated reserves to be used in FY21 for the projects as presented.

Motion by Maryellen Butke  
Seconded by Ben Smith  
All in favor

WHEREAS, Achievement First, Rhode Island. (“AFRI”) has received preliminary approval for its Stage I Application to the Necessity of School Construction Program (NSC) with the Rhode Island Department of Education (RIDE), and

WHEREAS, AFRI seeks to continue work with the necessary vendors related to completion of Stage II submission, including architectural and engineering firms creating schematic design documents which form the basis for establishing budget and project descriptions,

WHEREAS, AFRI seeks to proceed to developing construction documents towards the on time initiation of construction activities related to the projects covered in the Necessity of School Construction application,

WHEREAS, the AF Rhode Island Board of Directors has previously approved expenditures up to, but not to exceed \$600k for the purposes of the preparation of Stage II deliverables,

BE IT RESOLVED the AF Rhode Island Board of Directors approves the remaining activities related to Stage II submission and additionally activities related to the preparation of documents for construction, for a total cost not to exceed \$2.4M.

BE IT FURTHER RESOLVED, AF Rhode Island Board of Directors allocates an additional 1.8M of cash assets to a board designated reserve to be used in FY22 for the aforementioned projects,

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 Ben Smith  
Seconded by Maryellen Butke  
All in favor

### **C. Treasurer Report**

Ben Smith gave the treasurer report. Following a discussion of the current year financials, the board discussed the proposed budget for FY22 which is built off the core AF model, projecting a higher level of normalcy that the schools experienced this past year. Nonetheless, there are still accommodations for the pandemic. The board discussed federal stimulus money (ESSER) which is allocated based on federal guidelines to build upon the core operating budget.

A revised budget will be presented to the board when there is more information about ESSER.

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

Motion by James Wiley

Seconded by Reshma Singh  
All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby approves the financial budget as recommended by the Finance Committee and prepared by Achievement First for the 2021-22 fiscal year.

Motion by James Wiley  
Seconded by Reshma Singh  
All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby ratifies the re-appointment of CohnReznick to perform the financial audit of the 2020-21 fiscal year.

Motion by James Wiley  
Seconded by Reshma Singh  
All in favor

#### **D. Board Chair Report**

Mayor Elorza reviewed the opportunity for reelection of all board members.

RESOLVED, the AF Rhode Island Board of Directors hereby ratifies the re-election of the following directors with a one year term ending June 30, 2022.

- Mayor Jorge Elorza
- Ben Smith
- Reshma Singh
- Maryellen Butke
- James Wiley
- Macky McCleary
- Mayor Charles Lombardi
- John Iglizzi
- Susan Curtis

Motion by Ben Smith  
Seconded by Maryellen Butke  
All in favor

Sal Pellerano gave a brief update on the RFP process for a new bus vendor and the projecting timeline.

Ms. Xanthe Jory, AF's new Chief Operating Officer, joined the meeting to introduce herself and share her background and areas of work.

#### **VI. Adjourn**

The meeting was adjourned at 7:18 pm by Mayor Elorza.

Motion by  
Seconded by Mayor Elorza  
All in favor