

Approved: 11/28/12

**Elm City College Precatory School**

**Board of Directors Meeting**

**October 23, 2012**

**Board Attendance:** Dick Ferguson, Joyce Critelli, Carolyn Greenspan, Marine Hasley, William Heins, Sharon Oster, Patricia Pierce, Lystra Richardson, Laura Saverin, Deb Quinsee

**Others in Attendance:** Kelonda Maull, Lauren Miller, Andrew Poole, Lisa Desfosses

**Mr. Ferguson called the meeting to order at 12:55pm.**

- I. Mr. Ferguson welcomed the board members to this special board meeting and tour of Elm City Elementary School. He gave the board the opportunity to ask questions of Mr. Poole, principal of the school. The board engaged in conversation with Mr. Poole about student progress to date this year, parent involvement and student as well as teacher retention rates and strategies.

**II. Resolutions**

Mr. Ferguson asked Lisa Desfosses to speak to the board about the resolutions in front of the board for approval today regarding the purchase of 580 Dixwell Avenue. Ms. Desfosses explained the resolutions to the board and answered questions from the board.

Mr. Ferguson asked the board if there were any remaining questions before putting the resolutions to a vote.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF**

**ELM CITY COLLEGE PREPARATORY, INC.**

**OCTOBER 23, 2012**

The following resolutions were adopted at a duly called meeting of the Board of Directors of Elm City College Preparatory, Inc. ("Elm City"), a Connecticut nonstock corporation, having an office and place of business at 794 Dixwell Avenue, New Haven, Connecticut.

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**WHEREAS**, pursuant to Section 26 of Public Act No. 12-179, Achievement First Amistad High School ("AF Amistad High School") is eligible to receive a grant from the State of Connecticut (the "Grant") for the purchase and construction of a new high school (the "Project");

**WHEREAS**, pursuant to that certain Cooperative Arrangement Agreement (as amended, the "Cooperative Arrangement Agreement") by and among Elm City, Amistad Academy, Inc., and Achievement First Bridgeport Academy, Inc. (each a "School" and collectively the "Schools"), high school aged students from each School currently attend AF Amistad High School, and therefore, each School will benefit from the Grant;

**WHEREAS**, the Schools desire that Elm City, as one of the governing authorities of AF Amistad High School, be considered the "governing authority" for the purposes of the Grant;

**WHEREAS**, the Board of Directors of Elm City believe it to be in the best interest of Elm City and the other Schools to purchase that certain real property situated at 580 Dixwell Avenue, New Haven Connecticut, Connecticut, with all buildings and improvements located thereon, commonly known as the Martin Luther King School (the "Property"), to house AF Amistad High School;

**NOW THEREFORE BE IT:**

**RESOLVED**, that Elm City be, and hereby is, authorized and directed to enter into the Land Disposition Agreement to purchase the Property (the "LDA"), substantially the form attached hereto as Exhibit A, with such changes and additional administrative provisions as Richard Ferguson, Chairman of the Board of Directors of Elm City (the "Chairman"), may approve in his sole discretion;

**FURTHER RESOLVED**, that the Chairman of the Board of Directors of Elm City and his designee(s), be, and hereby are, jointly and severally, and directed, in the name and on behalf of Elm City to execute and deliver the LDA and to do, or cause to be done, such further acts and things, including, without limitation, any such actions as are required pursuant to such LDA, and to execute and to enter into and deliver such documents, apply for such permits or variances, expend such funds, and take such other actions as may be necessary or appropriate to effectuate the foregoing resolutions; and

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**FURTHER RESOLVED**, that any and all actions previously taken by Elm City in connection with the transactions contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects.

**Moved:** Lystra Richardson

**Seconded:** Will Heins

**(All in Favor)**

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
ELM CITY COLLEGE PREPARATORY, INC.**

**OCTOBER 23, 2012**

Whereas the Board of Directors of Elm City College Preparatory, Inc. (the “Board”) is the applicant, governing authority and legal representative for all matters pertaining to the new Achievement First Amistad High School Project located in New Haven, CT to be funded under the State Department of Education’s School Construction Grant Program pursuant to:

**SECTION 26 OF PUBLIC ACT NO. 12-179: AN ACT CONCERNING AUTHORIZATION OF STATE GRANT COMMITMENTS FOR SCHOOL BUILDING PROJECTS AND CONCERNING CHANGES TO THE STATUTES CONCERNING SCHOOL BUILDING PROJECTS.**

NOW, THEREFORE, BE IT RESOLVED by the Board that:

1. The Board is hereby designating itself to act as the local Board of Education for this Project; and its Chairperson, Richard Ferguson, or his designee, has signing authority as the Chairman of the Board of Education for all state filings.
2. The Board is hereby establishing a School Building Committee (the “Building Committee”) which shall be the locally authorized School Building Committee under the State Department of Education School Construction Grant Program for the Achievement First Amistad High School Project to be located in New Haven, CT (the “Project”). The composition of the Building Committee shall consist of thirteen (13) total voting members including at least two (2) representatives from the Board, at least two (2) representatives from the Amistad Academy, Inc. Board of Directors, at least two (2) representatives from the Achievement First Bridgeport Academy, Inc. Board of Directors, and at least two (2) representatives from Achievement First, Inc. The Building Committee shall consist of the following members:

Richard Ferguson, Chair

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Andrew Boas

Carolyn Greenspan

Michael Griffin

Melinda Hamilton

Paul McCraven

Cornelius Medas

Ken Paul

Max Perez

Max Polaner

Prish Pierce

Laura Saverin

Michael Van Leesten

And which Building Committee shall establish a meeting schedule consistent with project oversight requirements and shall have the following responsibilities:

- a. Oversee the selection of planning, engineering, architectural, educational, financial or other consultant or contract services necessary for the development of the project; and
- b. Monitor the progress of project activities associated with all state filings;

And the Chairman of the Building Committee or his designee, \_\_\_\_\_Laura Saverin\_\_\_\_\_, has signing authority for all state filings.

3. The Board is hereby designating Dacia Toll to have signing authority as the Superintendent on all matters requiring state filings for the Project. The Board is also authorizing Max Polaner from Achievement First, Inc. to serve as the Superintendent's designee and to also sign all state filings in her absence.

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4. The Board is hereby authorizing the full expenditure of project funding of not to exceed \$35,000,000.00, consistent with the requirements of the School Construction Grant. This would include the local share of the grant authorized by the Board.
5. The Board hereby approves and authorizes the filing of a grant application (ED 049) and all required documentation, including the educational specifications for the proposed Project.
6. The Board hereby authorizes the preparation of architectural design documents and specifications for the Project.
7. The Board hereby authorizes fundraising and/or borrowing in the amount equal to 31.07% of the proposed grant amount, plus the amount of any ineligible costs, in order to cover the amount of the local share of costs for the Project. In addition, the Board hereby authorizes the Chairman to provide the necessary evidence of the receipt and/or procurement of such dedicated funds to the State Department of Education.

**Moved:** Sharon Oster

**Seconded:** Carolyn Greenspan

**(All in Favor)**

Mr. Ferguson then asked Ms. Miller to speak to the board about a resolution to submit an application to the state of Connecticut for a debt repayment grant for debt forgiveness. Ms. Miller talked to the board about the resolution and asked if there were any questions. Hearing no questions, Mr. Ferguson asked if there was a motion to move the resolution forward to a vote.

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State of Connecticut Department of Education: Debt Repayment Grants

Elm City College Preparatory, Inc. Board Resolution

RESOLVED, that Elm City College Preparatory, Inc. ("Elm City") be, and hereby is, authorized and directed to apply to the State of Connecticut Department of Education for a debt repayment grant for the Elm City College Preparatory Middle School purchase and renovation project in the amount of \$680,731.85;

FURTHER RESOLVED, that the Chairman of the Board of Directors of Elm City and his designee(s), be, and hereby are, jointly and severally, authorized and directed, in the name and on behalf of Elm City, to execute and deliver the application for debt repayment grant in substantially the form submitted to the Board of Directors for their review, and to do, or cause to be done, such acts and things, including, without limitation, any such actions as are required pursuant to the debt repayment grant, and to enter, execute and deliver such documents, expend such funds and take such action as may be necessary or appropriate in order for Elm City to be awarded the grant and to effectuate the foregoing resolutions.

**Moved:** Sharon Oster

**Seconded:** Carolyn Greenspan

**(All in favor)**

**Meeting adjourned at 1:35pm**