

- Draft Minutes -

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

June 19, 2019, 5:30 pm

370 Hartford Avenue, Providence

I. Call to Order & Attendance

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

Jorge Elorza, AFRI Board - No

Brian Gallogly, AFRI Board - Yes

Macky McCleary, AFRI Board - No

Reshma Singh, AFRI Board - No

John Igliozi, AFRI Board - No

Soraida Morales, AFRI Board - Yes

Ben Smith, AFRI Board - Yes

Maryellen Butke, AFRI Board - Yes

James Wiley, AFRI Board - Yes

Robert Luciano, AFRI Board - Yes

Percy Ballah, AFRI Board - Yes

Jorge Cardenas, AFRI Board - Yes

Kevin Lohela, AFRI School Leadership - no

Aja Davis, AFRI School Leadership - no

Ashia Parks, AFRI School Leadership - no

Cassidy McKee, AF Network Support - Yes

Sarah Blanton, AF Network Support - No

Elizabeth Winangun, AF Network Support - Yes

Ken Paul, AF Network Support - Yes

Public: n/a

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 27, 2019.

Motion by Ben Smith

Seconded by James Wiley

All in favor

IV. Reports and Business

A. Principal Reports

The principals provided written reports on how the school year ended because this board meeting took place after the end of the school year. Elizabeth Winangun shared the reports from the three principals noting successes, challenges, family engagement, and plans for the next year.

B. Facilities Update

Cassidy shared info about the energy efficiency updates articulated in the resolution.

WHEREAS, Achievement First Rhode Island, Inc. ("AFRI") currently leases that certain real property commonly known as 370 Hartford Avenue, Providence, Rhode Island (the "Hartford Ave Property");

WHEREAS, AFRI desires to improve energy efficiency and the cost of gas at the Hartford Ave Property;

WHEREAS, AFRI has received a proposal from RISE Engineering. (the Contractor) and National Grid (the Utility) to improve energy efficiency and the cost of heating at the Hartford Ave Property through an incentive program for twenty-three thousand dollars (\$23,000.00) and loan for twenty-three thousand dollars (\$23,000.00) at a zero (0%) percent interest rate, to be repaid in 36 monthly installments paid through the electric bill;

NOWHEREFORE, BE IT RESOLVED, that, AFRI is hereby authorized and directed to enter into a certain loan agreement (the "LED Loan Agreement") with the Utility for twenty-three thousand dollars (\$23,000.00) per the Standard Agreement attached as Exhibit A;

BE IT FURTHER RESOLVED, that AFRI is hereby authorized and directed to execute and deliver any and all such documents as may be required by RISE engineering including, but not limited to, certain loan agreements substantially in the form attached hereto as Exhibit B, any and all such documents required to effectuate the foregoing;

BE IT FURTHER RESOLVED, that any officer of AFRI (each an "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 Gas Efficiency Loan Agreement, 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 Maryllen Butke

Seconded by James Wiley

All in favor

C. External Relations Update

Elizabeth Winangun gave the external relations update and explained the changes to the admissions policy.

RESOLVED, the AF Rhode Island Board of Directors hereby approves the admission policy, attached as Exhibit C, which amends and replaces the existing admission policy in its entirety.

Motion by Ben Smith

Seconded by James Wiley

All in favor

D. Treasurer Report

Ben Smith gave the financial report including year to date financials, the balance sheet, the audit firm selection process, the updated fiscal policies and the FY20 budget.

RESOLVED, the AF Rhode Island Board of Directors hereby ratifies the re-appointment of CohnReznick to perform the financial audit of the 2018-19 fiscal year.

Motion by Brian Gallogly

Seconded by James Wiley

All in favor

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

Motion by James Wiley

Seconded by Percy Ballah

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 2019-20 fiscal year.

Motion by Maryellen Butke

Seconded by Soraida Morales

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby approves the updated Fiscal Policies and Procedures as presented in Exhibit D.

Motion by James Wiley

Seconded by Jorge Cardenas

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby approves the Corporate Authorization Resolution as articulated in Exhibit E.

Motion by Maryellen Butke

Seconded by James Wiley

All in favor

E. Board Chair Report

RESOLVED, the Achievement First Rhode Island Board of Directors hereby ratifies the re-election of all current Directors with a one year term limit ending June 30, 2020:

Mayor Jorge Elorza
Brian Gallogly
John Igliazzi
Macky McCleary
Soraida Morales
Reshma Singh
Ben Smith
Maryellen Butke
James Wiley
Robert Luciano
Percy Ballah
Jorge Cardenas

Motion by Ben Smith

Seconded by Soraida Morales

All in favor

RESOLVED, the AF Rhode Island Board of Directors hereby affirms the following leadership slate:

Mayor Jorge Elorza, Chair
Brian Gallogly, Vice-Chair
Ben Smith, Treasurer
Reshma Singh, Secretary

Motion by James Wiley

Seconded by Percy Ballah

All in favor

Note: James Wiley will join the Finance Committee and Brian Gallogly would like to step away from the Finance Committee this year.

V. Adjourn

The meeting was adjourned at 6:45 pm by Brian Gallogly

Motion by Maryellen Butke

Seconded by James Wiley

All in favor