

**RHODE ISLAND MAYORAL ACADEMYSM
BLACKSTONE VALLEY**

BOARD OF DIRECTORS

MINUTES

8:00 a.m., March 5, 2013

Blackstone Valley Prep

7 Fatima Drive, Cumberland

A quorum assembled. Present were:

Mayor Daniel J. McKee (Chair) (left at 8:57)
Dr. John Morton
Stephanie Noris
Administrator T. Joseph Almond
Mayor John Diossa (joined at 8:12 a.m.)

Also present were Daniel C. Waugh and individuals representing the Department of Elementary and Secondary Education, who were to conduct a board interview as part of the charter renewal site visit:

Mary Street, an independent consultant who led the interview
Nora Meah, Office of Transformation
Sarah Whiting, Office of Educator Quality
Cadence Willse, intern from Brown University to the Office of Charter School
Governance and Management
Sarah Anderson, Office of Transformation
Patricia Morris, Office of Student, Community & Academic Support

The meeting convened at 8:05 a.m.

RIDE Interview

After introductions of the RIDE representatives and board members, Ms. Street posed a series of questions to the board at large, to which board members responded. The questions followed certain themes, namely, mission of the school, governance structure (including the board's conception of its responsibilities and activities, the budget process, and how policies are developed and adopted), reporting and control systems (including how the board monitors compliance with adopted budget and policies), how the board evaluates the Executive Director, what the school's strategic goals were established, how various stakeholders can give input, the relationship between the school and Rhode Island Mayoral Academies, and finance goals, results, and controls.

The RIDE team asked to be supplied with:

a copy of the Memorandum of Understanding between Rhode Island Mayoral Academies and Rhode Island Mayoral Academy Blackstone Valley

(one time) access to review the type of information provided on the Board Dashboard

a copy of the 360° survey questions evaluating the Executive Director

Mayor McKee left before the end of the interview. The meeting was chaired by Vice Chair Almond after the departure of Mayor McKee.

Acquisition or lease of real estate

The meeting continued without the presence of the RIDE representatives. Additional attendees present after the end of the interview were Jeremy Chiappetta, Drew Allsopp, and David Lauck.

Dr. Morton (seconded by Ms. Noris) moved to go into executive session pursuant to R.I. Gen. L. § 42-46-5(a)(5) to consider the acquisition or lease of real estate at 291 Broad Street, Cumberland. AYE—Almond, Diossa, Morton, Noris. NAY—None. Executive session began at 9:07 a.m.

*** EXECUTIVE SESSION ***

Dr. Morton (seconded by Ms. Noris) moved to reconvene in open session. AYE—Almond, Diossa, Morton, Noris. NAY—None. Open session recommenced at 9:30 a.m.

Mayor Diossa (seconded by Ms. Noris) moved to seal the minutes of the executive session. AYE—Almond, Diossa, Morton, Noris. NAY—None.

Dr. Morton (seconded by Ms. Noris) moved the following resolution:

WHEREAS, the Rhode Island Mayoral AcademySM Blackstone Valley (“BVP”) desires that there be developed and constructed an addition at the school property owned by School Holdings I, LLC located at 291 Broad Street in the Town of Cumberland, Rhode Island (the “291 Broad Street Property”); and

WHEREAS, it is expected that the costs for such an addition will not exceed an amount of \$1,250,000.00 with respect to the construction, development, engineering and design of such addition; and

WHEREAS, BVP anticipate, as tenant of the 291 Broad Street Property, paying up to 20% of such costs from its funds and the balance being financed by School Holdings I, LLC through some third party lender; and

WHEREAS, the officers and staff of BVP are in need of authority to proceed to retain a contractor or construction manager, engineers, consultants, and

architects and to consult with construction personnel with respect to the proposed addition at 291 Broad Street; and

WHEREAS, discussions as to cost and financing cannot be completed with potential lenders and financial consultants until such time as the proposed addition is designed and the parameters of such proposed addition are established.

NOW THEREFORE, does the Board of Directors of BVP resolve as follows:

RESOLVED: That the Executive Director and/or Chief Financial Officer of BVP or the designee of either (the “Authorized Representatives”), acting singly, be and each hereby is authorized and empowered to retain a contractor/and/or construction manager, architect, engineer or consultant with respect to the proposed addition consisting of two classrooms, a media center, and additional special education space proposed for the 291 Broad Street Property (the “Addition”); and

FURTHER

RESOLVED: That the Authorized Representatives be and each hereby is empowered to engage such consultants by executing contracts therewith and to expend an amount not to exceed \$250,000.00 with respect to the foregoing retention of contractor/construction manager, engineers, architect and consultants respecting the Addition; and

FURTHER

RESOLVED: That the Authorized Representatives be and each hereby is authorized and empowered to enter into negotiations with School Holdings I, LLC and/or its parent, Rhode Island Mayoral Academies, for an amendment to the existing lease of the 291 Broad Street Property to which BVP is currently a party so as to facilitate any additional financing for the Addition including in such amendment adjustments to rent and other terms as will facilitate the financing and to return to the Board of Directors of BVP for final approval of such final form of lease as is negotiated; and

FURTHER

PROVIDED: That the Authorized Representatives be and each hereby is authorized and empowered to enter into negotiations and/or issue a request for proposals, as said Authorized Representatives deem fit, with a contractor and/or construction manager for a design-build contract subject to the requirement that said Authorized Representatives return to the Board of Directors of BVP for final approval of the final form of design-build contract; and

FURTHER

RESOLVED: This resolution shall be effective upon adoption.

Dr. Morton (seconded by Ms. Noris) moved to amend the pending resolution by striking out \$1,250,000 and inserting \$1,500,000. AYE—Almond, Diossa, Morton, Noris. NAY—None.

The motion as amended passed on the following vote: AYE—Almond, Diossa, Morton, Noris.
NAY—None.

Ms. Noris (seconded by Dr. Morton) moved to award (pursuant to the proposal submitted) a contract for construction of the addition to Mill City Construction, Inc. for a cost of \$1,135,819.
AYE—Almond, Diossa, Morton, Noris. NAY—None.

Mayor Diossa (seconded by Dr. Morton) moved to adjourn. AYE—Almond, Diossa, Morton, Noris. NAY—None. The meeting was declared adjourned at 9:34 a.m.

Respectfully submitted,

Daniel C. Waugh
Secretary