

**TECH Freire Charter School, Inc.**  
**Board of Directors**  
**Organizational Meeting**  
**May 27, 2015**

**Attendees:** David Bryant (via phone) Melanie Burke Reiser, Kelly Davenport, Gerald H. Escovitz (via phone), Bruce Lesser, Bruce Levine (via phone), Julia Regan Fanelli, Dave Shahriari, Scott Solomon (via phone), Jeffrey R. Stacey

8:07 AM, meeting called to order.

**I. Appointment of individual present at the meeting to record minutes**

- a. Melanie Burke Reiser designates Julia Regan Fanelli as the individual present at the meeting to record minutes.

**II. Actions by Consent of Incorporator, Kelly Davenport**

- a. The Board reviews the Consent of Incorporator and the actions taken within that document, including the following:
  - i. Acceptance of Filed Statement of Correction
  - ii. Adoption of By-Laws, naming Freire Charter School as sole Member of the Corporation
  - iii. Acceptance of resolution by Freire Charter School Executive Committee
  - iv. Naming of Board

**III. Acceptance of Board Appointments**

- a. The following persons, by the resolution of the Freire Charter School, sole member of TECH Freire Charter School, Inc., as dated May 12, 2015 and which has been received and adopted by the Incorporator, are appointed as the Board of Directors for TECH Freire Charter School, Inc.:
  - i. Gerald Escovitz
  - ii. Scott Solomon
  - iii. David Bryant
  - iv. Bruce Lesser
  - v. Bruce Levine
- b. Roll call is taken of those present at the meeting. All Board members are present.
- c. Administration of oath of office
  - i. All Directors raise their right hands while Melanie Burke Reiser reads the oath of office.
  - ii. Each of the Directors signs a form indicating acceptance of the office of Director of the School.

**IV. Establishment of Quorum**

- a. The Board establishes that a quorum of Directors is present at the meeting.

**V. Election of Officers**

- a. Bruce Levine makes a motion that the following persons shall hold the below listed offices of the Corporation:
  - i. Chairman: Scott Solomon
  - ii. Vice Chairman: Gerry
  - iii. Secretary: Bruce Lesser
  - iv. Treasurer: Dave Bryant
- b. Gerald Escovitz seconds the motion. Upon polling the Board, the motion passes unanimously.

**VI. Ratification of Actions of the Incorporator**

- a. Gerald Escovitz motions to ratify the following actions of the Incorporator:
  - i. Acceptance of Filed Statement of Correction
  - ii. Adoption of Bylaws
  - iii. Acceptance of the Freire Charter School resolution naming Board of Directors
- b. Bruce Levine seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**VII. Ratification of Action Taken in Name of the Corporation**

- a. David Bryant makes a motion to ratify the hiring of NorthStar Advisors to provide owner's representative services to TECH Freire, and to authorize Kelly Davenport to execute a new agreement with NorthStar.
- b. Bruce Levine seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**VIII. Authorization of Expenditure Levels**

- a. Bruce Lesser makes a motion that any expenditures above \$75,000.00, aside from executed contracts, that are not already noted in a budget approved by the TECH Freire Board, require approval by the Board of Directors.
- b. Scott Solomon seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**IX. Authorize the Chair to execute the Business and Academic Services Agreement with Build the Future Education Collaborative, Inc.**

- a. The Board reviews the Business and Academic Services Agreement with Build the Future Education Collaborative, Inc.
- b. Bruce Levine makes a motion to authorize the Chair to execute the Business and Academic Services Agreement.
- c. Gerald Escovitz seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**X. Business and Academic Services Agreement with Build the Future Education Collaborative, Inc. for start-up services in 2015-2016**

- a. The Board discusses the proposed Business and Academic Services Agreement for start-up services in 2015-16. The Board notes that the Business and Academic Services Agreement just authorized begins in 2016 with the opening of TECH Freire, but that TECH Freire will require start-up services before that date.
- b. Bruce Lesser motions that the Board Chair be authorized to negotiate and execute a pre-opening addendum to the existing Business and Academic Services Agreement to cover pre-opening costs.
- c. David Bryant seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**XI. Admissions Policy**

- a. The Board reviews the proposed admissions policy for TECH Freire.
- b. Bruce Lesser motions to approve the Admissions Policy, while noting the Board's desire to modify the Policy to include an admissions preference for students graduating from Freire Charter Middle School.

- c. David Bryant seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**XII. Actions related to satisfying the Charter Conditions**

- a. The Board reviews the following actions required by the School District of Philadelphia pursuant to the Charter Conditions:
  - i. Develop and submit English as a Second Language (ESL) Plan;
  - ii. Submit locally developed ESL curriculum;
  - iii. Enter into Lease Agreement for school facility;
  - iv. Develop and submit budget documents, including 5-year budget beginning in the 2016-2017 School Year;
  - v. Enter into a 403(b) deferred compensation retirement plan;
  - vi. Adopt a student retention plan;
  - vii. Finish admissions policy negotiations.

**XIII. Pending Actions**

- a. The Board reviews the following actions pending before the Board of Directors:
  - i. Open a Bank Account;
  - ii. Obtain General Liability and Directors and Officers insurance;
  - iii. Apply for grant from the Philadelphia School Partnership;
  - iv. Apply for a federal Charter Schools Program grant;
  - v. Obtain facility financing with The Reinvestment Fund;
  - vi. Obtain bonding for Board Secretary and Board Treasurer pursuant to Sections 431 and 436 of the Pennsylvania Public School Code;
  - vii. Engage architect for new facility.

**XIV. Authorize officers and individuals to execute, negotiate, or otherwise complete the actions related to the Charter Conditions and the Pending Actions listed above**

- a. Gerald Escovitz motions to authorize Melanie Burke Reiser, Kelly Davenport, and Dave Shahriari to take all necessary and proper action required to complete the actions listed in items XII and XIII above.
- b. Bruce Lesser seconds the motion. A poll vote is taken by the Secretary. The motion passes unanimously.

**XV. Charter Agreement with the School District of Philadelphia**

- a. The Board will meet on June 9, 2015 to deliberate on and approve the Charter Agreement with the School District of Philadelphia.

9:34 AM, meeting adjourned.