



TECH Freire

Charter High School

**RESOLUTION
of the BOARD OF TRUSTEES
TECH FREIRE CHARTER SCHOOL**

WHEREAS, Freire Charter School has sought to renew its charter with the School District of Philadelphia, which process has required the review of the Charter School's corporate records;

WHEREAS, during the course of that review, staff reviewed documents related to a Special Meeting of the Board of Trustees of TECH Freire Charter School held October 23, 2015;

WHEREAS, staff observed that the meeting had been duly advertised and held pursuant to the Pennsylvania Sunshine Act, but the minutes recording the Board's official action had not been duly adopted by the Board at its next regularly scheduled meeting; and

WHEREAS, after a fact investigation, including the review of written notes by meeting attendee Julia Regan Fanelli and interviews with Trustees, draft minutes were prepared for the Board's consideration;

NOW, THEREFORE BE IT RESOLVED, that the attached minutes of the Special Meeting of the Board of Trustees held October 23, 2015, be, and hereby are, adopted as part of the official corporate record of the TECH Freire Charter School.

Dated: October 11, 2017



TECH Freire

Charter High School

SPECIAL MEETING OF THE BOARD OF DIRECTORS

October 23, 2015 | 9:00 AM

2001 Market Street 9th Floor, Philadelphia PA 19103

Board Participants: David Bryant (phone), Gerald Escovitz, Bruce Lesser (phone), Scott Solomon

Board Members Absent: Bruce Levine

Other Participants: Paul Archibald, Sheila Brown, Melanie Burke Reiser, Kelly Davenport (phone), Kristin Davidson, John Elduff (phone), Joan Goldstein (phone), Anthony Harris, Tammy Khieu, Adina Lowry (phone), Mike Maholick, Kathleen O'Connell (phone), Beth Packel (phone), Bill Ray, Julia Regan Fanelli

9:03 AM, meeting called to order.

I. Grants from Freire Charter School and Freire Foundation

- a. Kelly Davenport informs the Board that Stockton Real Estate Advisors have given notice that they intend to file a lawsuit against TECH Freire Charter School, Freire Charter School, and Donegal Investment LTD for \$520,000, with the schools representing Donegal and incurring their legal fees for this suit pursuant to the agreement with Donegal. In order for lenders TRF and LISC to close on the TECH Freire property with Building Hope as purchaser, they have required the schools to place the full \$520,000 in cash in an escrow account.
- b. Bruce Lesser notes that Stockton has filed a writ of summons but we have not yet seen the complaint. Based upon what we know, Freire's attorneys believe TECH Freire has a strong case. Originally, Stockton filed a broker's lien against TECH Freire but withdrew the lien 48 hours later.
- c. Bill Ray reviews a document showing the funds currently held by the Freire Foundation and Freire Charter School. As TECH Freire has not yet begun operation, it has no source of funds that can be used to fund such an escrow account.
- d. Kelly Davenport notes that money will need to be escrowed in either the attorney's or landlord's title account and will not be available for potentially 6-12 months. It is recommended that up to \$305k be moved from the Freire Charter School into an escrow account.
- e. Gerald Escovitz motions to accept funds from the Freire Foundation and Freire Charter School as long as the funds accepted from the Foundation do not exceed \$215k and the funds accepted from Freire Charter School do not exceed \$305k. Bruce Lesser seconds. All in favor.

II. Building Hope Predevelopment Agreement

- a. The Board reviews TECH Freire's agreement with Building Hope and notes that if the agreement falls apart before the end of the due diligence period, TECH Freire will cover the due diligence costs.
- b. Bruce Lesser makes a motion to approve and requests that TECH Freire do their best to cap the potential due diligence costs at \$50k. Gerald Escovitz seconds. All in favor.

9:42 AM, meeting adjourned.