APPROVED

Springfield Prep

Minutes

Special Meeting

Date and Time
Monday June 8, 2020 at 5:00 PM

Location
https://us04web.zoom.us/j/77472833582?pwd=Nkp6MnA4eWdIRFRKUHNiVXU2ck9aQT09
Zoom Video Conference due to COVID-19 school closure

This meeting of the Springfield Prep Charter School Board was held on 06/08/2020 at 5:00 PM via Zoom Video Conference due to the COVID-19 related school closure. Meeting notice was posted on the school's website (www.springfieldprep.org) on 6/4/19 at 3:10 pm.

Trustees Present
A. Grant (remote), A. Malone (remote), D. Morrin (remote), J. Pistorius (remote), J. Rosewell (remote), K. Molina (remote), R. Leonard (remote), S. Fuller (remote)

Trustees Absent
S. Balogun, T. Walker

Trustees who arrived after the meeting opened
J. Pistorius, R. Leonard

Ex Officio Members Present
B. Spirer (remote)

Guests Present
M. Wagner (remote), N. Abramowitz (remote)

I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Morrin called a meeting of the board of trustees of Springfield Prep to order on Monday Jun 8, 2020 at 5:07 PM.

C. Public Comment, If Any

II. Facility

A. Construction Manager Agreement

Note: Bob L. recused himself for this discussion because his employer, the Law Offices of Doherty, Wallace, Pillsbury & Murphy (DWPM), represents Fontaine Brothers.

Bill discussed the pending Construction Manager agreement with Fontaine Brothers. The school has selected Fontaine Bros. after conducting an extensive, state-mandated process for selecting a CM for a public construction project. Fontaine Bros. is a well-respected, Springfield-based builder with a great deal of public school construction experience. The contract amount was negotiated by the school's Owner's Project Manager and Bob Baldwin and is very competitive.

The contract is an AIA standard contract with multiple Owner protections and has been reviewed by the School's legal counsel. The CM selection committee did not include the School's counsel.

Justin joined the meeting at this time.

The Board discussed that the School's legal counsel, Craig Brown, also works at DWPM and occasionally represents Fontaine Bros. Mr. Brown represents Fontaine Bros. on matters related to corporate and shareholder matters, not on contract work. Mr. Brown has represented that he can ethically represent the school given the limited nature of his work for Fontaine Bros., and will request a Conflict Waiver from the School and Fontaine Bros. It was noted that should there be a dispute related to this contract, the School's counsel would likely need to recuse himself from those proceedings.

The Board discussed the content of the agreement in detail by reviewing the vote and the summary of the vote.

Sally moves to approve the vote, as presented, which authorizes the School, through its affiliated Friends group, to enter into an agreement with a Construction Manager (CM), Fontaine Bros., to construct the new school building, to be leased to the School.

J. Pistorius arrived.
S. Fuller made a motion to Approve the following vote as presented (Springfield Prep & Friends of SP Vote re Fontaine Bros GMP Agreement) which authorizes the School, through its affiliated Friends group, to enter into an agreement with a Construction Manager (CM), Fontaine Bros., to construct the new school building, to be leased to the School.
K. Molina seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

S. Balogun	Absent
R. Leonard	Absent
T. Walker	Absent
A. Grant	No
J. Pistorius	Aye
D. Morrin	Aye
A. Malone	Aye
K. Molina	Aye
J. Rosewell	Aye
S. Fuller	Aye

B. New Market Tax Credit Counsel

R. Leonard arrived.
Bob L. joined the meeting at this point.

Bill discussed that in order to receive New Markets Tax Credits valued at several million dollars as equity for the Building Project, the School will need to create an additional legal entity and will also need legal representation for the NMTC closing. He proposes a vote to allow him to engage a new law firm, Klein Hornig, LLC, which has experience in NMTC financing, to do this work at a cost of $50,000-$90,000. Klein Hornig would create the new legal entity at no charge if we are not awarded NMTC. The Board discusses if the costs of Klein Horning are reasonable and if the School's existing counsel could complete this work.
R. Leonard made a motion to authorize Bill to engage current or new counsel to represent the school in its work related to New Market Tax Credit financing.
S. Fuller seconded the motion.

The board **VOTED** unanimously to approve the motion.

III. School Operations

A. Fiscal Policies & Procedures (Minor Revisions)

Meghan discussed several Fiscal Policies and Procedures updates to reflect the addition of a Finance and Operations Coordinator and ensure that the policies reflect current practice.
R. Leonard made a motion to approve the updates to the Springfield Prep Charter School Fiscal Policies and Procedures as presented in the included memo.
K. Molina seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Springfield JCC usage of the School

Bill discussed that given COVID-19 related social distancing restrictions, the neighboring JCC has asked to use a portion of the School's facility during the summer months for its summer camp in case of inclement weather. The camp staff and participants would use separate space from the School staff who is on-site during the summer and that the school would pursue indemnification protections, insurance coverage, damage provisions, and cleaning and sanitation agreements in any agreement with the JCC. The school would ask for the usage of the JCC fields and additional parking spaces in lieu of monetary compensation.

Given that this item was not originally on the agenda, the Board deferred voting on this lease arrangement until the upcoming July Board Meeting but expressed unanimous support for this arrangement.

IV. Closing Items

A. Next Board Meeting

The next scheduled Board meeting is on Wednesday, 6/24/2020 at 5:45 PM.

B. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:15 PM.

Respectfully Submitted,
N. Abramowitz