



# Blackstone Valley Prep Mayoral Academy

## Board Meeting

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### Date and Time

Wednesday March 25, 2020 at 7:30 PM EDT

### Location

CONFERENCE CALL  
857-799-9582

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All meeting materials will be available to the public online at <https://app2.boardontrack.com/public/Lk0rYe/meetingsList>

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### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>7:30 PM</b>
<b>A.</b> Record Attendance			
<b>B.</b> Call the Meeting to Order			
<b>C.</b> Approve Minutes	Approve Minutes		
Approve minutes for Board Meeting on March 23, 2020			
<b>II. New Business Items</b>			
<b>A.</b> COVID-19 Response Updates	FYI		
<b>B.</b> Consideration and adoption of a resolution related to the Durham School Services transportation contract and payment during school shutdown	Vote		
<b>C.</b> Consideration and adoption of a resolution related to new procedures for financial transactions and check signing for items over \$2,500	Vote		
<b>D.</b> Board representation on COVID-19 Finance Advisory Committee	Discuss		
<b>III. Closing Items</b>			
<b>A.</b> Adjourn Meeting	Vote		

# Coversheet

## Approve Minutes

**Section:** I. Opening Items  
**Item:** C. Approve Minutes  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for Board Meeting on March 23, 2020

APPROVED



# Blackstone Valley Prep Mayoral Academy

## Minutes

### Board Meeting

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#### Date and Time

Monday March 23, 2020 at 5:30 PM

#### Location

CONFERENCE CALL:  
(857) 799-9582

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#### Directors Present

D. McKee (remote), J. Diossa (remote), J. Morton (remote), J. Mutter (remote), J. Silva (remote), J. Waters (remote), M. Gwynn (remote), M. Magee (remote), M. Zuluaga (remote), R. Vrees (remote), W. Murray (remote)

#### Directors Absent

J. Almond

#### Guests Present

A. Chatham, A. Fatal, B. Dowd (remote), C. Colarusso (remote), C. Heng (remote), C. Losea (remote), J. Chiappetta (remote), J. Souza, L. Kizekai, M. Emet, S. Anderson (remote), T. Afonso (remote), T. Tonino

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### I. Opening Items

#### A. Record Attendance

#### B. Call the Meeting to Order

J. Diossa called a meeting of the board of directors of Blackstone Valley Prep Mayoral Academy to order on Monday Mar 23, 2020 at 5:35 PM.

### **C. Approve Minutes**

W. Murray made a motion to approve the minutes from Board Meeting on 02-24-20.

M. Gwynn seconded the motion.

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

## **II. Recurring Business Items**

### **A. CEO Report**

J. Chiappetta noted that the CEO report largely focused on BVP's response to the COVID-19 related school closure. BVP's efforts to date include:

- Executing day 1 of its RIDE approved distance learning plan
- Surveying nearly 100% of families through ParentSquare and phone calls to confirm food, technology, and health security
- Distributing approximately 250 laptops/Chromebooks to BVP scholars who did not have a device available at home
- Securing emergency grant funding from Charter School Growth Fund
- Sending homework packets home to scholars on March 12, and mailing packets home to scholars who were absent on March 12.
- Deep cleaning of all school buildings is underway

J. Morton made a motion to accept the CEO report as presented in the Board packet.

M. Gwynn seconded the motion.

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

### **B. CFO Report**

C. Losea presented highlights of the CFO Report included in Board packet, noting that financial dashboard had numbers for the month ending January 31. She also noted that the COVID-19 crisis will have an impact on BVP's budget going forward, which will be discussed in more detail in the next agenda item.

She also noted that she is closely monitoring news on a potential stimulus package, scheduling calls with lenders, and working with her team to adjust financial procedures to maintain a healthy financial position throughout the shutdown.

W. Murray made a motion to accept the CFO report as presented in Board packet.

J. Silva seconded the motion.

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

## **III. New Business Items**

### **A.**

## **COVID-19 Response**

C. Losea and J. Chiappetta walked the Board through the presentation included in the Board packet, addressing the COVID-19 crisis' impact on BVP's budget and cash flow.

- BVP will accrue some savings while schools are not open, for regular expenses such as utilities, waste removal, and transportation
- There are new costs relative to virtual learning programming, including around books, technology, and other tools that may impact scholars' ability to access at-home learning.

The Board was also presented with two proposed resolutions, which are not listed as voting items on the agenda. As such, the Board decided to reconvene on Wednesday evening to take action on the following resolutions

- A resolution that would allow BVP to pay a lower rate to Durham School Services for a limited time to allow Durham to continue compensation for BVP bus drivers and monitors
- A resolution that would amend financial policies requiring dual signatures on checks and transactions over \$2,500.

## **B. Budget Amendment re: COVID-19 Response**

Due to the evolving situation, no budget amendment was presented. C. Losea requested board representation on an advisory committee that would help steer the finance team through the duration of the COVID-19 shutdown. John Silva volunteered to participate; the topic will be revisited at the next meeting on Wednesday evening.

## **IV. Executive Session**

### **A. Real Estate (Exception under RIGL 42-46-5(a) (5))**

The Board did not enter Executive Session.

## **V. Closing Items**

### **A. Adjourn Meeting**

D. McKee made a motion to adjourn.

W. Murray seconded the motion.

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

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:25 PM.

Respectfully Submitted,

B. Dowd

### **Documents used during the meeting**

- January 2020 Dashboard.pdf
- January 2020 YTD.pdf
- January 2020 Balance Sheet.pdf
- RESOLUTION WITH RESPECT TO DEPOSIT ACCOUNTS 3.23.20 (Clean).pdf
- Agreement between Blackstone Valley Preparatory schools Durham School Services(Redlined).pdf
- RESOLUTION OF THE BOARD OF DIRECTORS OF RIMABV 3.23.20\_Durham.pdf
- COVID-19 Budget Discussion.pdf

## Coversheet

### Consideration and adoption of a resolution related to the Durham School Services transportation contract and payment during school shutdown

**Section:** II. New Business Items  
**Item:** B. Consideration and adoption of a resolution related to the Durham School Services transportation contract and payment during school shutdown  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:**  
Agreement between Blackstone Valley Preparatory schools Durham School Services(Redlined) Version 2.pdf  
RESOLUTION OF THE BOARD OF DIRECTORS OF RIMABV 3.25.20.pdf

EXHIBIT A

March 20, 2020

Mr. Michael Dematteo  
Blackstone Valley Prep School  
7 Fatima Drive  
Cumberland, RI

RE: Agreement for the Transportation of Pupils between Durham School Services, L.P. (CONTRACTOR) and Blackstone Valley Prep School (DISTRICT) dated May 18, 2012, as amended (the "Agreement")

Mr. Dematteo:

Reference is made to the Agreement and all capitalized terms used but not otherwise defined herein shall have meanings ascribed to them in the Agreement.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. In an effort to protect the health and welfare of its students and their families, District has closed or plans to close all District schools and cancelled all school related activities effective on or about March 16, 2020 (the "Closure").

In light of this unprecedented occurrence the DISTRICT has agreed to pay CONTRACTOR the full fixed costs and driver wages required to perform the Services as set forth in the Agreement for the two week period starting March 23, 2020 and ending April 3, 2020, at a daily rate of \$7,826.43 although Contractor and District hereby acknowledge and agree that District is under no obligation under the Agreement to do. Should the Closure be extended beyond April 3, 2020, additional payments shall be discussed by the parties provided, however, that Contractor and District hereby agree that nothing contained in this letter in any manner whatsoever shall obligate District to make any payments post April 3, 2020. Should the Closure result in the school year being extended, DISTRICT will not pay CONTRACTOR for in excess of 180 days for the 2019/2020 school year. CONTRACTOR agrees to pay CONTRACTOR employees their standard wages during the Closure and to provide their standard benefits during the Closure. Contractor ~~and~~ will use its best efforts to maintain qualified drivers at the levels required to ~~immediately~~ resume services per the Agreement after the Closure ends.

If any Federal or State law is enacted or any order or decree is issued by any governmental or quasi-governmental agency having authority over District and Contractor (collectively, a "Law") which provides that District make payment to Contractor during the Closure in an amount which exceeds the amount agreed upon herein, then the terms of such Law shall govern. In the event funds are made available to Contractor by any Federal, State or local government or agency thereof (other than District) to provide for the payment of the wages and benefits to Contractor's employees during the Closure, Contractor hereby agrees unconditionally to repay District the



amounts paid by District pursuant to this letter within forty-five (45) days of such funds being made available to Contractor by such Federal, State or local government.

Each person executing this letter represents that he or she has full and legal authority to confirm the payment agreement for and on behalf of the respective party for which he or she is executing this letter and to bind that party.

If this letter reflects your understanding of the payment agreement please sign and date on the signature line below.

DURHAM SCHOOL SERVICES, L.P.  
By: Durham Holding II, LLC  
Its: General Partner

BLACKSTONE VALLEY PREP SCHOOL

\_\_\_\_\_

\_\_\_\_\_

Name: Stephen Schmuck  
Title: Senior Vice President

Name:  
Title:

Date: \_\_\_\_\_

Date: \_\_\_\_\_

RESOLUTION OF THE BOARD OF DIRECTORS OF THE RHODE ISLAND MAYORAL  
ACADEMY sm BLACKSTONE VALLEY

Whereas, Rhode Island Mayoral Academy sm Blackstone Valley (“RIMABV”) entered into an Agreement dated May 18, 2012, as amended, (the “Agreement”), with Durham School Services, L.P. (“Contractor”) for certain transportation services;

Whereas, pursuant to directives of the State of Rhode Island, RIMABV has closed its school facilities to scholars effective March 16, 2020 which facilities, as of the date hereof, remain closed to scholars;

Whereas, RIMABV and Contractor wish to take such measures as are reasonable under the unusual circumstances at hand to maintain the status quo relative to employees of Contractor and to maintain, to the extent reasonably possible, the uninterrupted transportation services needed by RIMABV in the future;

Whereas, Contractor has contacted RIMABV and proposed the execution and delivery of the letter attached hereto as Exhibit A which letter is hereby incorporated by reference herein (the “Letter”) in order to provide for the payment to Contractor at a daily rate of \$7,826.43 for the period of March 23, 2020 to April 3, 2020;

Now therefore, does the Board of Directors of RIMABV act and resolve as follows:

**RESOLVED:** That RIMABV be and hereby is authorized and empowered to execute and deliver the Letter attached hereto as Exhibit A and to make the payments at a

daily rate of \$7,826.43 as provided in the Letter for the period specified therein;  
and

FURTHER RESOLVED: That the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer of RIMABV, acting singly, be and each hereby is authorized and empowered to execute and deliver the Letter on behalf of RIMABV;  
and

FURTHER RESOLVED: That these Resolutions shall be effective upon adoption.

Date: March 25, 2020

## Coversheet

Consideration and adoption of a resolution related to new procedures for financial transactions and check signing for items over \$2,500

**Section:** II. New Business Items  
**Item:** C. Consideration and adoption of a resolution related to new procedures for financial transactions and check signing for items over \$2,500  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:** RESOLUTION WITH RESPECT TO DEPOSIT ACCOUNTS 3.25.20 (Clean) (1).pdf

RESOLUTION OF THE BOARD OF DIRECTORS OF RHODE ISLAND MAYORAL  
ACADEMY sm BLACKSTONE VALLEY WITH RESPECT TO DEPOSIT ACCOUNTS HELD  
WITH BANK RHODE ISLAND

WHEREAS, Rhode Island Mayoral Academy Blackstone Valley (“RIMABV”) maintains certain demand deposit accounts (also known as checking accounts) and savings deposit accounts with Bank Rhode Island;

Whereas, RIMABV closed its facilities to scholars on March 16, 2020 pursuant to certain directives of the State of Rhode Island;

Whereas, in order to provide for the smooth and uninterrupted administrative functioning of RIMABV, it is desirable to simplify the process for authorizing the execution, payment and delivery of checks and/or withdrawal orders on behalf of RIMABV.

Now therefore, does RIMABV act and resolve as follows:

RESOLVED: That until further action of the Board of Directors of RIMABV contravening or amending these Resolutions, effective immediately, only one signature of any of the currently authorized signers of checks or withdrawal orders with respect to Bank Rhode Island checks or withdrawal orders of RIMABV (the “Authorized Persons”), acting singly, shall be required with respect to the signing, payment and delivery of any check or withdrawal order respecting demand deposit or savings accounts held with Bank Rhode Island and further provided, that all such checks or withdrawal orders must be internally approved digitally (by email or text) by at least two of the Authorized Persons who must print down hard copies of such approvals and maintain same as records of such approvals; and

FURTHER RESOLVED: That Bank Rhode Island may act upon one of the aforesaid signatures without the duty to inquire as to the existence or validity if any internal approval required hereby; and

FURTHER RESOLVED: That this Resolution shall be effective upon its adoption.

Dated: March 2~~5~~<sup>3</sup>, 2020