

APPROVED



City on a Hill Charter Public School

Minutes

January 2021 Board Meeting

Date and Time

Monday January 25, 2021 at 5:00 PM

This meeting took place remotely pursuant to the March 12, 2020 Baker-Polito Administration announcement of an emergency order temporarily modifying the state's open meeting law.

Trustees Present

Andres Tejeda Soto (remote), Cara Stillings-Candal (remote), Edelyn Contreras (remote), Gary Morton, Jeff Jablow (remote), Jessica Yang (remote), Sarah Griffin (remote), Ted Gildea (remote)

Trustees Absent

Jack Gearan, Jacqueline Bennett, Melisa Lemire

Trustees who arrived after the meeting opened

Gary Morton

Ex Officio Members Present

Kevin Taylor (remote)

Non Voting Members Present

Kevin Taylor (remote)

Guests Present

Jordan Lopez (remote), Lisa Desfosses (remote), Maddie Collins (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

Cara Stillings-Candal called a meeting of the board of trustees of City on a Hill Charter Public School to order on Monday Jan 25, 2021 at 5:04 PM.

C. Approve December 2020 Meeting Minutes

Cara Stillings-Candal made a motion to approve the minutes from December 2020 Board Meeting on 12-08-20.

Andres Tejeda Soto seconded the motion.

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

Roll Call

Jack Gearan	Absent
Ted Gildea	Aye
Gary Morton	Absent
Jeff Jablow	Aye
Jacqueline Bennett	Absent
Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Jessica Yang	Aye
Melisa Lemire	Absent
Sarah Griffin	Aye
Edelyn Contreras	Aye

II. Refinancing the Circuit Street Debt Presentation and Discussion

A. Refinancing the Circuit Street Debt Presentation

Kevin T. Taylor, Chief Executive Officer, introduced City on a Hill's real estate consultant, Lisa Desfosses, who will be presenting information at the meeting about City on a Hill's debt refinancing with Boston Private.

Taylor shared that COAH's goal is to refinance the existing \$4.6M Boston Private debt by maturity date with affordable debt and manageable covenants. He shared that the debt matures in May 2021 and requires Board approval to move forward with Boston Private.

Desfosses shared a planning process to navigate the debt refinance, including a month by month timeline to find potential lenders. She shared that City on a Hill consulted with

several lenders regarding refinancing the Circuit Street debt. These lenders declined to refinance.

She shared feedback of City on a Hill's strengths from the lenders, including long standing charter existence, new, strong leadership, and serving high need communities. The lenders declined to refinance due to non-compliance with financial covenants and forbearance agreement, enrollment decline, and academic results.

Desfosses shared that Boston Private is offering City on a Hill a two-year term, aligning with COAH's probationary period and maturing on July 1, 2021. Terms of this proposal include, but are not limited to, requiring COAH Foundation to continue to guarantee the loan in full as well as DESE approval.

Implications of the Boston Private Proposal include, but are not limited to, not allowing for Circuit Street improvements funded through debt at this time, ongoing partnership with the bank, as well as the loan coinciding with COAH's reauthorization timeline.

B. Refinancing the Circuit Street Debt Discussion

Gary Morton arrived.

The Board discussed the guarantee term of the Boston Private Proposal. Desfosses shared that the guarantee would require the school to pay for the debt service if the Foundation could not meet the terms of the loan.

The Board asked Desfosses to break down the debt covenant ratio. Desfosses shared that the school must meet the debt covenant ratio each year in order to prove to the lender that COAH can make payments. The Board discussed City on a Hill's history meeting the debt covenant in the past, along with plans to budget conservatively in the future to ensure that number is met.

Taylor shared that the implications of the proposal will affect COAH when students resume school in person. The proposal does not allow any Circuit Street improvements funded by debt.

Andres Tejeda Soto, Finance Committee Chair, shared with the Board that he has met with Desfosses extensively and feels very confident in moving forward with Boston Private's Proposal.

III. Vote to Approve Boston Private Proposal

A. Vote to Enter School Demand Line and Term Loan

Cara Stillings-Candal made a motion to Vote to Enter School Demand Line and Term Loan.

Andres Tejeda Soto seconded the motion.

Cara Stillings-Candal made a motion to authorize that the School obtain that certain demand line of credit (the "School Demand Line") from Lender in the approximate principal amount of \$300,000.00 pursuant to the terms and conditions set forth in that certain proposal from Lender dated December 20, 2020 (the "Boston Private Bank Proposal"); the Board authorize that the School grant the Lender an all assets security interest to secure the School Demand Line; and the Board authorize that the execution and delivery by the School of a promissory note evidencing the School Demand Line, the loan agreement for the School Demand Line, a security agreement securing the School's obligations of the School Demand Line and such other documents as required by Lender in connection with the School Demand Line (collectively, the "School Demand Line Documents").

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

Roll Call

Melisa Lemire	Absent
Sarah Griffin	Aye
Jack Gearan	Absent
Jeff Jablow	Aye
Jessica Yang	Aye
Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Jacqueline Bennett	Absent
Edelyn Contreras	Aye
Ted Gildea	Aye
Gary Morton	Aye

B. Vote to Guaranty the Term Loan

Cara Stillings-Candal made a motion to Vote to Guaranty the Term Loan.

Andres Tejeda Soto seconded the motion.

Cara Stillings-Candal made a motion to authorize that the School guaranty that certain term loan (the "Term Loan" and together with the School Demand Line, the "Loans") from Lender to City on a Hill Foundation, Inc. in the approximate principal amount of \$4,600,000.00 pursuant to the terms and conditions of the Boston Private Bank Proposal; the Board authorize that the School grant the Lender an all assets security interest to secure the guaranty of the Term Loan; and the Board authorize the execution and delivery by the School of a guaranty (the "Guaranty") of the Term Loan, a security agreement securing the School's obligations under the Guaranty and such other documents as required by Lender in connection with the Term Loan (collectively, the "Term Loan Documents" and together with the School Demand Line Documents the "Transaction Documents").

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

Roll Call

Sarah Griffin	Aye
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Roll Call

Andres Tejeda Soto	Aye
Edelyn Contreras	Aye
Jeff Jablow	Aye
Jessica Yang	Aye
Jacqueline Bennett	Absent
Ted Gildea	Aye
Cara Stillings-Candal	Aye
Jack Gearan	Absent
Melisa Lemire	Absent
Gary Morton	Aye

C. Vote to Authorize Approval of the Term of Repayment of the Loans and Request to the Commissioner of Elementary and Secondary Education

Cara Stillings-Candal made a motion to Vote to Authorize Approval of the Term of Repayment of the Loans and Request to the Commissioner of Elementary and Secondary Education.

Andres Tejeda Soto seconded the motion.

Cara Stilling-Candal made a motion to authorize that approval of the term of repayment of the Loans and the request for permission from the Massachusetts Board of Elementary and Secondary Education (the “DESE Request”) to enter into loan agreements and/or guaranties of loan agreements that extend beyond the term of the School’s charter; and that the Board authorize Kevin Taylor to submit the DESE Request on behalf of the School.

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

Roll Call

Sarah Griffin	Aye
Jack Gearan	Absent
Jeff Jablow	Aye
Andres Tejeda Soto	Aye
Cara Stillings-Candal	Aye
Melisa Lemire	Absent
Jessica Yang	Aye
Gary Morton	Aye
Jacqueline Bennett	Absent
Ted Gildea	Aye
Edelyn Contreras	Aye

D. Vote to Approve Execution of Documents

Jeff Jablow made a motion to Vote to Approve Execution of Documents.

Andres Tejeda Soto seconded the motion.

Jeff Jablow made a motion that each of Cara Stillings Candal, Board Chair, and Kevin Taylor, Chief Executive Officer (each an “Authorized Signatory”), is hereby individually authorized to execute, deliver and file any and all documents to effectuate the foregoing

votes, including, without limitation, the Transaction Documents, any promissory note, loan agreement, security agreement or guaranty to effectuate the Loans, in such form and containing such terms, provisions and conditions as any Authorized Signatory may deem necessary, appropriate or convenient, in his or her sole discretion (including, without limitation, changes to any amounts described herein or from the terms and conditions set forth in the Boston Private Bank Proposal), on behalf of the School.

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

E. Vote to Approve Further Actions

Cara Stillings-Candal made a motion to Vote to Approve Further Actions.

Andres Tejeda Soto seconded the motion.

Cara Stillings-Candal made a motion that the Authorized Signatories are, and each of them, acting singly, hereby is authorized to take such further action or to cause such further action to be taken, to make such determinations, and to provide such information to other parties, as may be deemed by the Authorized Signatory, in his or her sole discretion, to be necessary or convenient to effectuate the purposes of the foregoing votes, including any consents, approvals and payments, on behalf of the School.

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

Roll Call

Cara Stillings-Candal	Aye
Andres Tejeda Soto	Aye
Edelyn Contreras	Aye
Jessica Yang	Aye
Jeff Jablow	Aye
Jack Gearan	Absent
Jacqueline Bennett	Absent
Melisa Lemire	Absent
Sarah Griffin	Aye
Ted Gildea	Aye
Gary Morton	Aye

F. Vote to Approve Past Actions

Cara Stillings-Candal made a motion to Vote to Approve Past Actions.

Andres Tejeda Soto seconded the motion.

Cara Stillings-Candal made a motion that any and all previous actions taken in connection with the foregoing votes by any officer or trustee of the School, or an Authorized Signatory on behalf of the School are hereby ratified and confirmed.

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

Roll Call

Andres Tejeda Soto	Aye
Ted Gildea	Aye
Jeff Jablow	Aye
Cara Stillings-Candal	Aye

Roll Call

Edelyn Contreras	Aye
Jacqueline Bennett	Absent
Melisa Lemire	Absent
Gary Morton	Aye
Sarah Griffin	Aye
Jessica Yang	Aye
Jack Gearan	Absent

IV. Announcements

A. Announcements

Jordan Pina, Chief of Staff, shared brief announcements with the staff. She shared that Board members should be receiving an email this week to update their contact information for the new year.

Pina also shared details regarding City on a Hill's upcoming Development Event with TRILLFIT, a local business, on February 25 at 6 PM.

V. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 5:51 PM.

Respectfully Submitted,
Cara Stillings-Candal