

**KIPP Nashville**  
**Board Meeting & Retreat | 1:00 p.m. – 5:00 p.m.**  
**Scarritt Bennett Center**  
**August 24, 2018**

**Board Members Present:**

Name	Present/ Absent	Name	Present/ Absent
Elizabeth Dennis	Present	William Seibels	Present
Chris Dowdy	Present	Will Ed Settle	Present
Jim Flautt	Present	Brad Smith	Absent
Camiqueka Fuller	Present	Perian Strang	Present
Drew Goddard	Present	McArthur VanOsdale	Absent
Kent Kirby	Present	Rob Wilson	Present
Rick Martin	Present	Cynthia Arnholt	Present
Jeff McGruder	Present	Chris Barbic	Present

**Staff Members Present:** Randy Dowell, Dan Gennaoui and Erin Holt

**Guests:** John Alford, Lisa John-Adams, Scott Shirey, Walton Denton and Caroline Brzozowicz

**KIPP Nashville Board Retreat: 1:00 - 3:10 p.m.**

**Board meeting  
called to order:**

3:15 p.m.

Agenda Item	Motions	Vote
Committee on Directors	<ul style="list-style-type: none"> <li>Motion to approve May meeting minutes</li> </ul>	Motion: Will Ed Settle 2 <sup>nd</sup> : Jim Flautt Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Motion to confirm and approve Jim Flautt, Chris Dowdy and Drew Goddard as officers of the BOD</li> </ul>	Motion: Elizabeth Dennis 2 <sup>nd</sup> : Cynthia Arnholt Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Motion to approve members of the Executive Committee and standing committees of the BOD</li> </ul>	Motion: Drew Goddard 2 <sup>nd</sup> : William Seibels Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Motion to dissolve the Strategy and Operations and Healthy Schools Committee</li> </ul>	Motion: Will Ed Settle 2 <sup>nd</sup> : Rick Martin Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Motion to approve Disciplinary Hearing Authority for the State Board of Education</li> </ul>	Motion: Elizabeth Dennis 2 <sup>nd</sup> : Camiqueka Fuller Vote: All in favor
Finance Committee	<ul style="list-style-type: none"> <li>Motion to approve the Borrower Resolution</li> </ul>	Motion: Chris Dowdy 2 <sup>nd</sup> : Rick Martin Vote: All in favor

**Adjourned:**

4:58 p.m.

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

WHEREAS, the Board of Directors of KIPP Nashville, at its board meeting on August 24, 2018, has reviewed minutes of the May 25, 2018 meeting of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the Minutes of the March 2, 2018 meeting of the Board.

ADOPTED this 24<sup>th</sup> day of August, 2018.

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

BE IT RESOLVED that the Board of Directors of KIPP Nashville appoints, and confirms and ratifies as officers of the Board of Directors of KIPP Nashville the following:

Board Chair

Jim Flautt

Board Treasurer

Chris Dowdy

Board Secretary

Drew Goddard

ADOPTED this 24<sup>th</sup> day of August, 2018.

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

BE IT RESOLVED, that the Board of Directors of KIPP Nashville appoints, and confirms and ratifies prior of appointments the following as members of the Executive Committee and standing committees of the Board of Directors of KIPP Nashville:

Executive Committee:

Jim Flautt (Director)  
Elizabeth Dennis (Director)  
Chris Dowdy (Director)  
Randy Dowell  
Drew Goddard (Director)  
Jeff McGruder (Director)  
Will Ed Settle (Director)  
Rick Theobald

Finance Committee

Chris Dowdy, Chair (Director)  
William Seibels (Director)  
Zac Starks  
Rick Theobald

Development Committee

Cynthia Arnholt (Director)  
Elizabeth Dennis, Chair (Director)  
Kent Kirby (Director)  
Rick Martin (Director)  
Jeff McGruder (Director)  
Perian Strang (Director)  
McArthur VanOsedale (Director)  
Rob Wilson (Director)  
Camiqueka Fuller (Director)

Committee on Directors

Will Ed Settle, Chair (Director)  
Randy Dowell  
Drew Goddard (Director)  
Kent Kirby (Director)

Real Estate Development Committee

Rick Theobald, Chair  
Chris Dowdy (Director)  
Dan Gennaoui

ADOPTED this 24<sup>th</sup> day of August, 2018.

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

The Board of Directors of KIPP Nashville adopts the following resolutions:

RESOLVED, that the Board of Directors of KIPP Nashville hereby dissolves and terminates the Healthy Schools Committee effective as of August 24, 2018, and requests and directs the members of that Committee to conclude any work of the Committee by that date; and

RESOLVED, that the Board of Directors of KIPP Nashville hereby dissolves and terminates the Strategy and Operations Committee effective as of August 24, 2018, and requests and directs the members of that Committee to conclude any work of the Committee by that date.

ADOPTED this 24<sup>th</sup> day of August, 2018.

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

BE IT RESOLVED, that the Board of Directors of KIPP Nashville hereby establishes a Disciplinary Hearing Authority for KIPP Antioch College Prep, as required by Charter School Policy No. 6317 of the Tennessee State Board of Education; and

BE IT RESOLVED, that the Board of Directors of KIPP Nashville appoints and confirms as chair and members of the Disciplinary Hearing Authority of KIPP Nashville Antioch Prep the following:

Chair:

Nancy Livingston            Chief of Schools-KIPP Nashville

Other Members:

Molly Trenkamp            Principal-KACPE

Christa Thomas Principal-KNCPE

Amy Galloway Principal-Kirkpatrick

Kenisha Hawthorne        AP-KACPE

Katie Elam                  AP-Kirkpatrick

Cameron Frazer AP-KNCPE

Steve Frederick;            AP-Kirkpatrick

ADOPTED this 24<sup>th</sup> day of August, 2018.

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**RESOLUTION**

**OF THE BOARD OF DIRECTORS OF  
KIPP NASHVILLE**

WHEREAS, KIPP Nashville has acquired land at 3655 Murfreesboro Pike, Nashville, Tennessee (the “Land”); and

WHEREAS, the Board of Directors of KIPP has previously approved planning, construction and equipping of a school and related facilities (the “Project”) on the Land at a total cost now not to exceed \$13,500,000 and borrowing up to \$13,500,000 from Pinnacle Bank or constructing and equipping the Project and to reimburse itself for a portion of the cost of acquiring the Land; and

WHEREAS, the Board of Directors of KIPP desires to approve an increase in the cost of the Project to a cost not to exceed \$16,500,000; and

WHEREAS, Pinnacle Bank now willing to loan approximately \$11,500,000 for the Project without credit enhancement, or approximately \$12,500,000 if KIPP Foundation provides credit enhancement for the loan in the amount of \$1,000,000 (the “Credit Enhancement”); and

WHEREAS, KIPP Foundation is willing to provide the Credit Enhancement in the amount of \$1,000,000, provided KIPP pays it an annual fee of \$10,000 per year for so long as the credit Enhancement is outstanding; and

WHEREAS, in order to provide all or a portion of the funds needed for constructing and equipping the Project and to reimburse itself for a portion of the cost of acquiring the Land, KIPP proposes to (i) obtain the Credit Enhancement in the amount of \$1,000,000 for the Pinnacle Bank loan previously approved, (ii) borrow from Pinnacle Bank the loan previously approved in the maximum amount Pinnacle Bank is willing to fund with the Credit Enhancement, expected to be approximately \$12,500,000, (iii) borrow from a different lender a loan (the “Second Loan”) in the amount of the difference between \$14,500,000 and the amount of the Pinnacle Bank loan, with the Second Loan expected to be in the amount of approximately \$2,000,000, and (iv) fund the remainder of the costs of the expanded Project, expected to be approximately \$2,000,000, from KIPP Nashville cash on hand; and

WHEREAS, the Board of Directors of KIPP desires to authorize the officers described herein to plan, construct and equip the expanded Project and to enter into such documentation as is necessary to obtain the Credit Enhancement and borrow the proceeds of the Second Loan, and to execute all documents in connection therewith.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. KIPP is hereby authorized to plan, construct and equip the expanded Project at a total cost not to exceed \$16,500,000.
2. KIPP is hereby authorized to arrange for a credit enhancement from KIPP Foundation in the amount of \$1,000,000 for the Pinnacle Loan and payment to KIPP Foundation of an annual fee of \$10,000 therefor.
3. KIPP is hereby authorized to obtain the Second Loan in an amount up to the difference between the amount of the Pinnacle Loan and \$14,500,000, anticipated to be approximately \$2,000,000, for the purpose of financing a portion of the costs of the expanded Project, and the costs of obtaining the Second Loan.
4. The Executive Director of KIPP is authorized, empowered and directed, on behalf of KIPP, to execute and deliver such documents on behalf of KIPP, and to take such other actions as such officer deems advisable, in connection with planning, constructing and equipping the expanded Project.
5. The Executive Director of KIPP is authorized, empowered and directed, on behalf of KIPP, to execute and deliver such loan documents on behalf of KIPP, and to take such other actions as such officer deems advisable, in connection with obtaining the Second Loan from such lender and on such terms, which may include a pledge of the Project real and personal Property, as are recommended by the Chair of the Finance Committee and approved by the Executive Director. The loan documents shall be in such form as shall be approved by the Executive Director, his or her execution of the loan documents to constitute



conclusive evidence of his approval of the form and terms thereof; provided that the interest rate on the Second Loan shall not exceed 7.00% per annum.

6. The Executive Director of KIPP is authorized, empowered and directed, on behalf of KIPP, to execute any and all other certificates, warranties, agreements and other instruments and documents of any kind, and to take such actions as may be necessary to obtain the Credit Enhancement in the amount of \$1,000,000 for the Pinnacle Loan.
7. The Executive Director of KIPP is authorized, empowered and directed, on behalf of KIPP, to execute any and all other certificates, warranties, agreements and other instruments and documents of any kind, and to take such actions as may be necessary to obtain the Second Loan.
8. If any document authorized in this Resolution requires execution by a second officer, the Chief Operating Officer of KIPP is authorized to execute it in addition to execution by the Executive Director.
9. All other acts of the officers of KIPP which are in conformity with the purposes and intent of this resolution and in furtherance of the consummation of the transactions described herein are hereby approved and confirmed.
10. All other resolutions of the Board of Directors of the KIPP that are inconsistent with this Resolution are repealed to the extent of any such inconsistency.

ADOPTED this 24 th day of August, 2018.