

KIPP Nashville Board Meeting

June 18, 2020

4 – 4:30 p.m.

Call-in Number: 646-876-9923; Meeting ID: 948 0282 6055

Board Members Present:

Name	Present/ Absent	Name	Present/ Absent
Cynthia Arnholt	Present	Rick Martin	Present
Chris Barbic	Present	Jeff McGruder	Absent
Karl Dean	Present	William Seibels	Absent
Elizabeth Dennis	Absent	Will Ed Settle	Absent
Jim Flautt	Present	McArthur Van Osdale	Absent
Camiqueka Fuller	Absent	Rob Wilson	Present
Drew Goddard	Present	Tom Wylly	Absent
Beth Harwell	Present		

Staff Members Present: Randy Dowell, Dan Gennaoui, Josh Hailey, Berry Brooks

Guests: N/A

**Board meeting
called to order:**

4:05 p.m.

Agenda Item	Motions	Vote
Finance Committee	<ul style="list-style-type: none">• Motion to approve Credit Enhancement	Motion: Jim Flautt 2 nd : Beth Harwell Vote: All in favor
Finance Committee	<ul style="list-style-type: none">• Motion to approve Loan Amount Amendment	Motion: Jim Flautt 2 nd : Drew Goddard Vote: All in favor
Committee on Directors	<ul style="list-style-type: none">• Motion to approve Possip contracts	Motion: Drew Goddard 2 nd : Rick Martin Vote: All in favor; Jim Flautt abstained

**Board Meeting
Adjourned:**

4:16 p.m.

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

WHEREAS, KIPP Nashville owns and operates KIPP Nashville Antioch College Prep at its Antioch Campus located at 3655 Murfreesboro Pike, Antioch, Tennessee (such campus, being the land, buildings and related facilities thereon, is herein referred to herein as the "Antioch Campus"); and

WHEREAS, the Real Estate Committee has recommended to the Board that KIPP Nashville plan, construct and equip a second school, Antioch Middle School, at the Antioch Campus (the "Antioch Middle School Project"), which was described in greater detail to the Board at its February 28, 2020 meeting; and

WHEREAS, Pinnacle Bank ("Pinnacle") previously loaned to KIPP Nashville a sum equal to \$12,475,000.00 (the "Pinnacle Loan"), secured by that certain Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by KIPP Nashville, dated October 3, 2018 and of record as Instrument #20181004-098681, Register's Office for Davidson County, Tennessee (the "Pinnacle Deed of Trust"); and

WHEREAS, as a condition to the Pinnacle Loan, KIPP Foundation provided a credit enhancement in the amount of \$1,176,000.00 (the "Original Credit Enhancement"); and

WHEREAS the Board has previously approved the borrowing of funds in an amount not to exceed \$19,175,000.00 (the "EFF Loan") on the terms presented to the Board at its February 28, 2020 meeting, at an interest rate not to exceed 4.25% per annum, to (i) finance the Antioch Middle School Project, including loan closing costs, from the Equitable Facilities Fund, Inc., a Delaware nonstock corporation and Equitable School Revolving Fund, LLC, a Delaware limited liability company ("EFF"), and (ii) to refinance that certain \$1,675,000.00 loan secured by a Construction Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing granted by KIPP Nashville for the benefit of Low Income Investment Fund, dated October 3, 2018, and of record as Instrument Number 20181004-0098681; and

WHEREAS, Pinnacle agrees to execute and record a Full Release of Lien for the Pinnacle Deed of Trust if KIPP Foundation provides an additional credit enhancement in an amount of up to \$1,500,000.00 (the "Additional Credit Enhancement"), which Additional Credit Enhancement shall be added to the Original Credit Enhancement; and

WHEREAS, KIPP Foundation is willing to provide the Additional Credit Enhancement in the amount of up to \$1,500,000.00, provided KIPP Nashville pays it an annual fee equal to one percent (1%) of the outstanding balance per year for so long as the Additional Credit Enhancement is outstanding; and

WHEREAS, the Board desires to authorize the officers described herein to enter into such documentation as is necessary to obtain the Additional Credit Enhancement and to execute all documents in connection therewith.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. KIPP Nashville is hereby authorized to arrange for the Additional Credit Enhancement from KIPP Foundation in the amount of up to \$1,500,000.00 in exchange for payment to KIPP Foundation of an annual fee equal to one percent (1%) of the outstanding balance for as long as the Additional Credit Enhancement is outstanding.
2. The Executive Director of KIPP Nashville is authorized, empowered and directed, on behalf of KIPP Nashville, 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 Additional Credit Enhancement in the amount of up to \$1,500,000.00.
3. 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.
4. All other acts of the officers of KIPP Nashville 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.

5. All other resolutions of the Board of KIPP Nashville that are inconsistent with this Resolution are repealed to the extent of any such inconsistency.

ADOPTED this 18th day of June, 2020.

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

WHEREAS, the Board of Directors of KIPP Nashville at its February 28, 2020 meeting authorized (i) the planning, constructing and equipping of the Antioch Middle School at a project cost not to exceed \$18,000,000.00, and (ii) borrowing up to \$17,500,000.00 from the Equitable Facilities Fund to finance construction and equipping of the construct and the Antioch Middle School, on certain terms including an interest rate not to exceed 3.75% per annum (the "Loan"), which Loan shall include a refinancing of that certain \$1,675,000.00 loan secured by a Construction Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing granted by KIPP Nashville for the benefit of Low Income Investment Fund, dated October 3, 2018, and of record as Instrument Number 20181004-0098681; and

WHEREAS, the Board of Directors thereafter authorized an increase of the allowable interest rate to 4.25% per annum; and

WHEREAS, the Board desires that KIPP Nashville proceed with this financing with an increased not exceed amount of \$19,175,000.00, and has been informed that the Equitable Facilities Fund is agreeable to that.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of KIPP Nashville that the approval by the Board at its February 28, 2020 meeting of a loan from the Equitable Facilities Fund is hereby modified to increase the not to exceed loan amount to \$19,175,000.00. All other terms of the Board's approval of this loan are unchanged and are as stated in the resolution adopted by the Board at its February 28, 2020 meeting.

ADOPTED this 18th day of June, 2020.

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

WHEREAS, KIPP Nashville desires to contract with Possip, Inc. to conduct parent surveys and teacher surveys during the 2020-2021 school year on the terms described below; and

WHEREAS, Possip, Inc. has significant experience in conducting such surveys, including for MNPS and several charter schools; and

WHEREAS, the cost and rates described below are not in excess

WHEREAS KIPP Nashville has reviewed the cost for other qualified firms to conduct these surveys and the cost described below for Possip, Inc. to conduct the surveys are not in excess of the costs for these other firms to conduct them; and

WHEREAS, Possip, Inc.'s founder and CEO is related to KIPP Nashville's Executive Director, which was disclosed to and discussed at the Board at its meeting at which this Resolution was adopted.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of KIPP Nashville that:

The Board hereby authorizes KIPP Nashville to contract with Possip, Inc. to conduct the following surveys during the 2020-2021 school year: (i) parent surveys at a cost not to exceed \$10,000.00 at rates not in excess of those typically charges by Possip, Inc. for similar services, and (ii) teacher surveys at a cost not to exceed \$10,000.00 at rates not in excess of those typically charges by Possip, Inc. for similar services.

ADOPTED this 18th day of June, 2020.