

KIPP Nashville

Board Meeting | 1 p.m. – 3:00 p.m.

Zoom: <https://kippnashville-org.zoom.us/j/96467294161?pwd=bXBUVjZyMnBrY3ZaTjduNGRlZWtqdz09>

December 4, 2020

Board Members Present:

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

Staff Members and Guests Present: Randy Dowell, Erin Holt, Dan Gennaoui, Berry Brooks, Kayla Miller, Tanae Murdic, Denay Thompson, Shobit Agrawal, Kaya Stone

**Board meeting
called to order:**

1:02 p.m.

Agenda Item	Motions	Vote
Committee on Directors	<ul style="list-style-type: none">Motion to approve August 28, 2020 minutes	Motion: Elizabeth 2 nd : Rick Martin Vote: All in favor
Real Estate Committee	<ul style="list-style-type: none">Motion to authorize KIPP Nashville Executive Director to execute a purchase and sale agreement on a property in Antioch	Motion: Karl Dean 2 nd : Jim Flautt Vote: All In favor

**Board Meeting
Adjourned:**

2:52 p.m.

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

WHEREAS, the Board of Directors of KIPP Nashville, at its board meeting on December 4, 2020, has reviewed minutes of the August 28, 2020 meeting of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the Minutes of the August 28, 2020 meeting of the Board.

ADOPTED this 4th day of December, 2020.

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

WHEREAS, KIPP Nashville desires to acquire additional property in the Antioch area of Nashville for construction and operation of one or more additional schools; and

WHEREAS, the approximately 170,000 square foot former Macy's building at 5256 Hickory Hollow Parkway, including adjacent parking, together totaling approximately 12 acres (collectively, the "Property"), is available and for sale; and

WHEREAS, the Real Estate Committee has recommended that the Board authorize entering into a purchase and sale agreement for the Property as provided below.

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

1. The Executive Director of KIPP Nashville is authorized, empowered and directed, on behalf of KIPP Nashville, (i) to execute a purchase and sale agreement (the "Agreement") to purchase the to acquire the Property provided the contrast provides a right to terminate of at least at least six months and the total amount at risk if the contract is terminated plus due diligence costs incurred does not exceed \$175,000, and (ii) to undertake due diligence with respect to the properties and all other actions necessary or appropriate in connection with the contracts; provided further that the Executive Director is not authorized to make payment of the purchase prices thereunder unless the Board of Directors has adopted a subsequent resolution providing for the funds necessary to pay the purchase price under that contract.

2. Unless and until the Board of Directors adopts a subsequent resolution providing for the funds necessary to pay the purchase price under the Agreement, the Executive Director is directed not to take any action to terminate the right of KIPP Nashville to terminate the Agreement, the Executive Director shall terminate the Agreement prior to the expiration of such termination right if the Board of Directors such a funding resolution.

2. 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.

ADOPTED this 4th day of December, 2020.