

**BOARD of TRUSTEES**  
Meeting  
October 22, 2008  
Following Annual Retreat (3:30 pm.)

Following an all day retreat of the Board of Trustees, the Board convened a meeting at 3:30 pm. to discuss the termination of Lance Houston, the nomination of Raymond and to make a decision on a number of resolutions:

Present: Jacquelyn Sinclair, Keeana Saxon, Roger Harris, Lennitt Bligen,  
Carolyn Corbe, Edna Carrasco-Rivera, Albert Pless, Hollis Cotton,  
Ernest Washington, Karl McLaurin

Absent: Nia Jacobs, Dan Mulhern

Modification to Job Descriptions:

The Board discussed adding a statement to job descriptions that an employee may be asked to serve on the Board of Trustees.

**Lance Houston's Termination:** Mr. Houston has not returned phone calls or e-mails and is not physically able to be here (relocated out of State).

**MOTION:** To remove Lance Houston from the Board - Due to his relocation out of State Lance Houston is physically not able to be here and there is no means of communication.

Roger Harris: Motioned to remove Lance Houston from the Board  
Albert Pless: Seconded the motion, Motion Carried – All in Favor

**Nomination of Harold Raymond**

The Board discussed the nomination of Harold Raymond and his current involvement and interest in the Boston Renaissance Charter Public School and the Hyde Park Project. Mr. Raymond has been investing his time checking in on the new site and his experience and expertise in this area would be beneficial to us. Ms. Sinclair indicated knowing him well from past years but did not have a resume available to circulate amongst the Board. Roger Harris also expressed an interest and recommendation to nominate Harold Raymond to the Board. Normally the Board will interview, ask questions, provide a tour of the school and make a decision. A resume was not available to circulate. Roger Harris and Vice-Chair Keeana Saxon did have an opportunity to interview him and recommended his nomination. Albert Pless expressed he was comfortable with bring him on Board. The consensus is that members of the Board would like to bring him on as soon as possible. Hollis Cotton requested clarity. Mr. Washington suggested that we may benefit more from hiring him as a consultant. After a discussion of the extensive responsibility and reporting necessary on the construction project, the Board decided to hold off on the vote, invite Mr. Raymond to the next Board meeting scheduled for Wednesday, November 12 where his resume may be reviewed by all and a further discussion could take place.

**Terms of Board Members – Renewals**

Ms. Sinclair reviewed the terms of Board members reminding the Board that we have four members whose terms are nearing end. Terms are for 3 years and no more than 2 consecutive terms. Members coming up for renewal this school year are:

Nia Jacobs, November, 2008  
Albert Pless, November 2008  
Roger Harris, February 2009  
Edna Rivera-Carrasco, March 2009

**The Board then discussed and voted on a number of resolutions:**

### **VOTE OF BOARD OF TRUSTEES**

**RESOLVED:** That the Boston Renaissance Charter Public School (the “School”) is hereby authorized to enter into and perform its obligations under that employment contract with Roger F. Harris for a term of five (5) years (the “Harris Employment Agreement”), substantially in the form delivered to the Board of Trustees, and that the School be, and hereby is, authorized and directed to execute and deliver the Harris Employment Agreement on behalf of and in the name of the School with such changes therein as the Chair of the Board or the Vice Chair of the Board shall deem necessary or advisable (such determination to be conclusively evidenced by the execution and delivery thereof by them).

**MOTION** to accept the employment agreement of Roger Harris for 5 years.

Lennitt Bligen motioned to accept the agreement as written, Seconded by Carolyn Corbe  
Motion Approved with all in favor (1 abstained / Roger Harris), Motion carried.

**RESOLVED:** That Jacquelyn F. Sinclair, the Chair of the Board, or Keeana Saxon, the Vice Chair of the Board, each acting singly, is authorized, empowered and directed (i) to execute and deliver, in the name and on behalf of the School, the Harris Employment Agreement, with such changes or amendments thereto as the Chair of the Board or the Vice Chair of the Board in her discretion may approve; (ii) to take all such actions as are necessary to consummate the transaction contemplated by the Harris Employment Agreement; and (iii) to make, sign, execute, acknowledge and deliver (and record or file in any relevant office of any governmental authority, if necessary or desirable) any and all such other agreements, certificates, instruments and other documents.

**MOTION:** Karen Jeong motioned to accept, Hollis Cotton seconded (1 abstained, R. Harris)  
Motion approved with all in favor (1 abstained, R. Harris), Motion Carried

**RESOLVED:**

That the Chair of the Board or the Vice Chair of the Board of the School be, and hereby are, authorized and empowered to take such action on all matters as she may deem necessary or advisable to carry out the intent and purposes of the foregoing resolutions; and that the authority of the Chair of the Board or the Vice Chair of the Board to take such further action shall be conclusively evidenced by their taking of such action; and that all acts of the Chair of the Board or the Vice Chair of the Board of the School taken in connection with actions authorized by the foregoing resolutions prior to the date hereof, be, and they hereby are, approved, confirmed and ratified in all respects.

**MOTION:** Edna Carrasco-Rivera motioned to accept, Albert Pless seconded the motion Motion Approved with all in favor (1 abstained / Roger Harris), Motion Carried

---

**VOTE OF BOARD OF TRUSTEES**

**Wednesday, October 22, 2008**

Each resolution was read aloud by Board Chair, Jacquelyn Sinclair and opened for discussion with members in attendance.

**RESOLVED:**

That the Boston Renaissance Charter Public School (the "School") is hereby authorized to enter into and perform its obligations under (a) that certain commitment letter from Century Bank and Trust Company (the "Bank"), dated August 27, 2008 (the "Commitment Letter"), with respect to the Bank's commitment to purchase up to \$16,605,000 aggregate principal amount of Tax-Exempt Revenue Bonds and Qualified Zone Academy Bonds (collectively, the "Bonds") to be issued by the Boston Industrial Development Finance Authority on behalf of the School, and (b) the agreements and documents to be executed and delivered in connection with the Bank's purchase of the Bonds, including, but not limited to: (1) a Loan and Security Agreement among the City of Boston, the School, Century Bank and Trust Company as Disbursing Agent, and Century Subsidiary Investments, Inc. as Bond owner; and (2) a Bond Purchase Agreement from the School and the Boston Renaissance Charter School, Inc. to Century Subsidiary Investments, Inc. III (together with all exhibits, schedules and attachments thereto, collectively, the "Bond Documents"), and that the School be, and hereby is, authorized and directed to execute and deliver the Bond Documents in such forms and with such changes therein as the Authorized Signatories (as defined below) shall deem necessary or advisable (such determination to be conclusively evidenced by the execution and delivery thereof by an Authorized Signatory).

The Board entered into a discussion of the resolution. Some Board members spoke to the language of the resolution and questioned if the language should be changed.

The board discussed modifying the resolution in section a) to read:

(a) that certain commitment letter from Century Bank and Trust Company (the "Bank"), dated August 27, 2008 (the "Commitment Letter"), with respect to the Bank's commitment to purchase up to \$18,605,000 aggregate principal amount of Tax-Exempt Revenue Bonds and Qualified Zone Academy Bonds (collectively, the "Bonds") to be issued by the Boston Industrial Development Finance Authority on behalf of the School, and (b)

**MOTION** to approve the resolution with the amendment of changing the bank's commitment to purchase up to 18,605.000.00 was made by Keeana Saxon, Vice-Chair, Hollis Cotton seconded the motion. All in Favor – Motion Carried

**RESOLVED:** That the School is hereby authorized to enter into and perform its obligations under (a) a long-term triple net lease of the property located at 1415 Hyde Park Avenue, Boston, Massachusetts (the “Property”) from the Boston Renaissance Charter School, Inc. to the School (the “Lease”); and (b) the agreements and documents to be executed and delivered in connection with the Lease (together with all exhibits, schedules and attachments thereto, collectively, the “Lease Documents”), and that the School be, and hereby is, authorized and directed to execute and deliver the Lease Documents in such forms and with such changes therein as the Authorized Signatories shall deem necessary or advisable (such determination to be conclusively evidenced by the execution and delivery thereof by an Authorized Signatory).

**MOTION** to accept was made by Lennitt Bligen, Seconded by Ernest Washington  
All In Favor, Motion Carried

**RESOLVED:** That the School is hereby authorized to enter into and perform its obligations under (a) that certain loan by and between the School and the Nonprofit Finance Fund, Inc., in the original principal amount of \$2,000,000.00 (the “Loan”); and (b) the agreements and documents to be executed and delivered in connection with the Loan (collectively, the “Loan Documents”), and that the School be, and hereby is, authorized and directed to execute and deliver the Loan Documents in such forms and with such changes therein as the Authorized Signatories shall deem necessary or advisable (such determination to be conclusively evidenced by the execution and delivery thereof by an Authorized Signatory).

**MOTION** to accept was made by Roger Harris, seconded by Lennitt Bligen  
All in Favor, Motion Carried

**RESOLVED:** That the School is hereby authorized to request that the Massachusetts Department of Elementary and Secondary Education (“DESE”) approve various loans from third parties to the School with terms that extend beyond the term of the current charter for the School.

**MOTION** to Accept was made by Karen Jeong, Seconded by Edna Carrasco-Rivera  
All in Favor, Motion Carried

### **Appointment of Authorized Signatories**

**RESOLVED:** That Jacquelyn F. Sinclair, the Chair of the Board, Keeana Saxon, the Vice Chair of the Board, or Roger F. Harris, member of the Board, each acting singly (individually, an “Authorized Signatory”, and collectively, the “Authorized Signatories”), is authorized, empowered and directed (i) to execute and deliver, in the name and on behalf of the School, the Commitment Letter, the Bond Documents, the Lease Documents and the Loan Documents with such changes or amendments thereto as such Authorized Signatory executing the same in his or her discretion may approve; (ii) to take all such actions as are necessary to consummate the transactions contemplated by the Commitment Letter, the Bond Documents, the Lease Documents and the Loan Documents; and (iii) to make, sign, execute, acknowledge and deliver (and record or file in any relevant office of any governmental authority, if necessary or desirable) any and all such other agreements, certificates, instruments and other documents, including, without limitation, construction contracts, architectural agreements, and easements.

**MOTON** to Accept was made by Hollis Cotton, seconded by Albert Pless  
All in Favor, Motion Carried

**Omnibus Resolution**

**RESOLVED:** That the Authorized Signatories of the School be, and hereby are, authorized and empowered to take such action on all matters as he or she may deem necessary or advisable to carry out the intent and purposes of the foregoing resolutions; and that the authority of the Authorized Signatories to take such further action shall be conclusively evidenced by their taking of such action; and that all acts of the Authorized Signatories of the School, any member of the Board of the School, or any officer of the School, taken in connection with actions authorized by the foregoing resolutions prior to the date hereof, be, and they hereby are, approved, confirmed and ratified in all respects.

Motion was made to Accept by Keeana Saxon, seconded by Albert Pless  
All in Favor, Motion Carried

The meeting adjourned.