

**Brilla College Preparatory Charter Schools (“Brilla”)
Board of Director Meeting Minutes from July 20, 2021 Meeting**

Approved by: BRILLA BOARD

DATE: AUGUST 17, 2021

Agenda:

Date: July 20, 2021	
Time:	12:00 – 12:58 PM EST
Location:	441 E 148th St, The Bronx, NY 10451
Participants:	<p>Board members: Brother Brian Carty, Eric Eckholdt, David Ingles, James Jones, Mary O’Grady, Darla Romfo, Elena Sada, and Stephanie Saroki de Garcia, and Richard Ramirez.</p> <p>School Staff: Zoranly Burgos, Shingi Mutasa, Molly Rippe, Meirelys Ruiz, and Kayla Scarborough.</p> <p>CMO Staff: Brett Chappell, Reyes Claudio, Alexandra Cohill, Dan Faas, Jen Gowers, Matt Salvatierra, Trevor Sorensen, Jolleen Wagner, Luanne Zurlo, Yeime Valle, Kelsey LaVigne, William Blutgus, and Korleen Cosgrove.</p> <p>Other: 4th Sector Solutions: Robert Keogh, Joe Keeney, and Kyle Pellerin, Network summer interns: Kenneth Burchfiel and Gigi Eckholdt.</p>
Apologies:	Charles Bozian

Item No.	Agenda Item	Person Responsible	Length (Time)
1	Call to Order	Eckholdt	12:00 – 12:01
2	Approval of June Minutes	Eckholdt	12:01 – 12:02
3	FY21 Financial Update	Keogh	12:02 – 12:05
4	Staff Exit Interview Summary and Retention Data	Chappell	12:05-12:15
5	Approval of Change to Discipline Policy	Wagner	12:15-12:28
6	Vertex High School Update	Eckholdt and Saroki de Garcia	12:28-12:52
7	Adjournment	Eckholdt	12:57-12:58

Proceedings:

- The meeting was called to order by the Chair Mr. Eckholdt at 12:01 PM.

Item 2. Approval June Minutes

- Brother Brian Carty motioned to approve the minutes from the June board of directors meeting.
- After being seconded by Ms. O’Grady, the minutes from the June meeting were unanimously approved.

Item 3. FY21 Financial Update

- Mr. Keogh provided an update on Brilla’s financial status for the fiscal year 2021.
- Mr. Keogh explained that Brilla closed FY21 with a surplus, largely due to strong enrollment, federal funding, and cost-savings related to Covid-19.

Item 4. Staff Exit Interview Summary & Retention Data

- Mr. Chappell, Chief Talent Officer for Brilla Schools Network, provided an update on the staff retention data and exit interviews.
- A discussion was had about the reasons staff provided for leaving Brilla.

Item 5. Approval of Changes to Discipline Policy

- Jolleen Wagner, Chief Character Initiatives Officer from Brilla Schools, provided an overview of changes to the Brilla Schools discipline policy. She explained that the changes in the formal policy reflect current practices and language and are not a shift of programmatic approach.
- Ms. Zurlo noted that the foundational philosophy of discipline at Brilla has not changed.
- Board members discussed the current discipline policy and philosophy.
- Mr. Jones motioned to approve the following resolution:

WHEREAS the Board of Directors of Brilla College Preparatory Charter Schools must approve any changes to the Brilla Schools discipline policy;

RESOLVED the Board of Directors of Brilla College Preparatory Charter Schools hereby approves the changes to the Brilla Schools discipline policy as recommended by management.

- After being seconded by Ms. O’Grady, the resolution was approved. All board members voted to approve the resolution except Brother Brian Carty who chose to abstain.

Item 6. Vertex High School Update

- Mr. Eckholdt provided an update on the New York Board of Regents’ recent recommendation to return the proposed charter actions for Public Prep Charter Schools and Brilla College Prep Charter Schools to the Trustees of SUNY. Mr. Eckholdt then described steps SUNY could take in response to the Regents’ recommendation.
- There was a discussion among board members about the basis for the Regents’ decision and what might constitute prudent responses on the part of SUNY and Brilla. Mr. Eckholdt noted that Brilla will be awaiting further guidance from SUNY.

8th Grade Graduation

- Ms. Zurlo shared pictures of the recent Brilla College Prep Middle School 8th grade graduation.
- In response to a question from Ms. Saroki de Garcia, Ms. Zurlo noted that recipients of the Cardinal Scholarship receive tuition assistance for four years of high school assuming they meet minimum requirements.

Item 7. Adjournment

- Upon being duly motioned and seconded, the meeting was adjourned at 12:58pm.
- Minutes submitted by Ms. Alexandra Cohill on behalf of Mr. Rick Ramirez, Board Secretary.

**Brilla College Preparatory Charter Schools (“Brilla”)
Board of Director Meeting Minutes from August 17, 2021 Meeting**

Approved by: BRILLA BOARD DATE: September 21, 2021

Agenda:

Date: August 17, 2021	
Time:	12:00 – 12:45 PM EST
Location:	441 E 148th St, The Bronx, NY 10451
Participants:	<p>Board members: Brother Brian Carty, David Ingles, Mary O’Grady, Darla Romfo, Elena Sada, Stephanie Saroki de Garcia, and Richard Ramirez.</p> <p>School Staff: Zoranly Burgos, Shingi Mutasa, Molly Rippe, Kayla Scarborough, Christopher Matesic, and Lionel Petion.</p> <p>CMO Staff: Alexandra Cohill, Luanne Zurlo, William Bludgus, Dan Faas, Jen Gowers, Matt Salvatierra, Michael Carbone, David Morales, Jolleen Wagner, Kelsey LaVigne, Mary Grace Lewis, Reyes Claudio, Trevor Sorensen, Ruby Amezquita, Stephanie Frias, and Kenneth Burchfiel.</p> <p>Other: 4th Sector Solutions: Robert Keogh, Kyle Pellerin, and Joe Keeney</p>
Apologies:	Charles Bozian, Eric Eckholdt, James Jones

Item No.	Agenda Item	Person Responsible	Length (Time)
1	Call to Order	Saroki de Garcia	12:00 pm
2	Approval of July Minutes	Saroki de Garcia	12:01 pm
3	Announcement of Changes to the Academic Committee Charter	Saroki de Garcia	12:02 pm
4	Principal Evaluations Update	Saroki de Garcia	12:05 pm
5	Spring 2020 NWEA MAP Test Results	Carbone	12:08 pm
6	Principal Update	Burgos	12:15 pm
7	Covenant Agreement for Seton’s Bond Financing	Salvatierra	12:25 pm
8	Brilla Pax Long-term Lease Agreement	Salvatierra	12:30 pm
9	Brilla College Prep Middle – Update on 2 nd Building	Zurlo	12:35 pm
10	Optional Discussion on Real Estate Transaction (Seton recusal)	Salvatierra	12:40 pm
11	Adjournment	Ramirez	12:45 pm

Proceedings:

- The meeting was called to order by Ms. Saroki de Garcia at 12:04 PM.

Item 2. Approval of July Minutes

- Ms. O'Grady motioned to approve the minutes from the July board of directors meeting. After being seconded by Ms. Sada, the minutes from the July meeting were unanimously approved.

Item 3. Announcement of Changes to the Academic Committee Charter

- Ms. Saroki de Garcia provided the board with an update on the changes to the academic committee charter that the committee members voted to approve. She noted that they added language regarding the responsibility of the committee to select, retain, and evaluate the principals, as well as ensure a quality principal pipeline. The full changes were included in the board packet for the trustees' review.

Item 4. Principal Evaluations Update

- Ms. Saroki de Garcia updated the board on the principal evaluations that Dr. Gowers presented to the committee during the meeting on August 5, 2021. She explained that all principals will work to mitigate interrupted formal learning and shore up social emotional support, while the network leaders will provide specialized development for the principals.

Item 5. Spring 2020 NWEA MAP Test Results

- Mr. Carbone provided the board an overview of the NWEA MAP results, noting key trends and observations. He outlined the next steps that the network is taking in response to the results which include high dosage tutoring, daily corrective instruction, new hires, and the rollout of a new K-2 math curriculum.
- In response to a question from David Ingles, Mr. Carbone explained that in second grade students are required to read the test for themselves for the first time. Additionally last year's cohort of second graders had significant interruptions to their first grade reading instruction in the Spring of 2020 due to Covid-19.
- In response to a question from Mary O'Grady, Mr. Carbone affirmed that school leaders will be assessing student progress throughout the year through common formative and interim assessments which occur every six weeks.

Item 6. Principal Update - 12:10

- Ms. Zoranly Burgos, principal of Brilla Caritas, provided the board an update on her school. She explained that the school is currently planning intervention blocks which are coordinated across each grade level with 12-13 instructors per grade, each of which has an average of 93 students. Other current initiatives are keeping the culture standards high as they onboard new teachers, and executing with excellence.
- Ms. Zurlo noted that while students receive specialized instruction during the intervention blocks, all students will continue to receive grade-level content during normal content blocks, which research has shown to be important.

Item 7. Covenant Agreement for Seton's Bond Financing

- Mr. Salvatierra explained that Seton is refinancing its debt and will need to renegotiate certain financial covenants with Brilla. He noted that the finance committee will meet in the coming weeks to consider the specifics of the agreements and in the case that documents need to be signed before the September Brilla Board meeting, board members will be sent documents where

they can provide unanimous written consent outside of the formal board structure. There will also be time at the end of this meeting where Brilla board members can discuss the financial matters and Seton affiliates will recuse themselves. Mr. Salvatierra noted that the financial covenants for this debt refinancing are less restrictive than previous ones.

- Ms. O'Grady asked about the rationale for refinancing the debt, and Mr. Salvatierra explained that Seton is refinancing to consolidate its debt and take advantage of current low interest rates.
- In response to a follow-up question from Ms. O'Grady, Mr. Salvatierra explained that the liquidity requirement involved in refinancing would not be burdensome.

Item 8. Brilla Pax Long-Term Lease Agreement

- Mr. Salvatierra provided an update on the planned acquisition of a new building for Brilla Pax that would serve as its long-term home. He explained the benefits of the building and the timeframe for moving Brilla Pax into the building. Seton should have a lease prepared in the next month and then will develop a lease for Brilla to review.

Item 9. Brilla College Prep Middle - Update on 2nd Building

- Ms. Zurlo explained the space-related challenges for Brilla College Prep Middle and updated the board on the opportunity to take back a sublease on a building a few minutes from the middle school that was previously the home of Brilla Veritas. She noted that the space will be available by mid-October at the latest at which point it will be the home of grades 7 and 8. The students will begin full time in person at the current Courtlandt building on August 23.
- Mr. Zurlo noted that there is no vote required by the board, but there will be some added costs related to the use of the building that will be borne by Brilla. She noted that the finance committee will discuss this and there will be an opportunity at the end of the meeting for the board members to discuss without any Seton affiliates present.

Item 10. Optional Discussion on Real Estate Transaction

- Ms. Saroki de Garcia recused herself for the discussion on real estate transactions and all Seton staff exited the meeting with the exception of Matt Salvatierra to answer questions and Alexandra Cohill to take notes.
- The board members did not have any questions or items to discuss.
- Upon being duly motioned and seconded, the meeting was adjourned at **12:45pm**.
- Minutes submitted by Ms. Alexandra Cohill on behalf of Mr. Rick Ramirez, Board Secretary.

**Brilla College Preparatory Charter Schools (“Brilla”)
Board of Director Meeting Minutes from September 21, 2021 Meeting**

Approved by: Brilla Board

DATE: October 21, 2021

Agenda:

Date:	September 21, 2021
Time:	12:00 – 12:50 PM EST
Location:	441 E 148th St, The Bronx, NY 10451 / Zoom
Participants:	<p>Board members: Charles Bozian, Brother Brian Carty, Eric Eckholt, James Jones, David Ingles, Darla Romfo, Stephanie Saroki de Garcia, and Richard Ramirez.</p> <p>School Staff: Kayla Scarborough, Meirelys Ruiz, Molly Rippe, Shingi Mutasa, Zoranly Burgos, and Andrew Ketchum.</p> <p>CMO Staff: Jolleen Wagner, Luanne Zurlo, Matt Salvatierra, Michael Carone, Ruby Amezquita, Trevor Sorensen, Yeime Valle, Jen Gowers, David Morales, Adriana Lira, Billy Bludgus, Kelsey LaVigne, Alexandra Cohill, and Brett Chappell.</p> <p>Other: Cecilia Gallagher, 4th Sector Solutions: Robert Keogh, Kyle Pellerin and Joe Keeney</p>
Apologies:	Elena Sada, Mary O’Grady

Item No.	Agenda Item	Person Responsible	Length (Time)
1	Call to Order	Eckholdt	12:00 pm
2	Approval of August Minutes	Eckholdt	12:01 pm
3	Financial Update	Keogh	12:02 pm
4	Brilla College Prep Middle - Lease Agreement for 2nd Building	Salvatierra	12:12 pm
5	Covenant Agreement for Seton’s Bond Financing	Salvatierra	12:19 pm
6	Brilla Pax Long-term Lease Agreement	Salvatierra	12:27 pm
7	Character Initiatives Data	Wagner	12:35 pm
8	Adjournment	Eckholdt	12:50 pm

Proceedings:

- The meeting was called to order by Mr. Eckholdt at 12:01 PM.

Item 2. Approval of August Minutes

- Mr. Jones motioned to approve the minutes from the August board of directors meeting. After being seconded by Mr. Ramirez, the minutes from the August meeting were unanimously approved.

Item 3. Financial Update

- Mr. Keogh provided an update on Brilla's financials for August as well as the FY21 financials. He noted that the annual audit is ongoing and he will bring it to the finance committee for review. Mr. Salvatierra made notes on the enrollment figures as compared to the budget and updated the board on FEMA funding.

Item 4. Brilla College Prep Middle - Lease Agreement for 2nd Building

- Mr. Salvatierra outlined the proposed lease for the additional building for Brilla College Prep Middle School and noted that it has been negotiated and reviewed by legal counsel, the finance committee, and Brilla's authorizer. He then outlined the financial impact of the lease on Brilla.
- A conversation was had around the benefits of having the additional building for the middle school students.
- In a response to a question from Mr. Jones, Mr. Salvatierra explained how Brilla would fund the lease payments.
- Mr. Eckholdt noted that the Seton employees will recuse themselves at the end of the meeting and the two real estate resolutions will be discussed further and voted upon.

Item 5. Covenant Agreement for Seton's Bond Financing

- Mr. Salvatierra provided an update on Seton's ongoing efforts to refinance its construction debt related to Brilla's buildings. He described the terms that Brilla would need to agree to in a covenant agreement with Seton. He noted that the board will take a vote on the covenant and use agreement at the next meeting, since they are still under review.

Item 6. Brilla Pax Long-term Lease Agreement

- Mr. Salvatierra explained that within the next few weeks, Seton will sign a 39 year lease for the building that will be the future long-term site for Brilla Pax. He explained that Brilla will be asked to sign a sublease for the building and Seton is in the process of getting a fair-market evaluation. He noted that we are seeking a resolution today to sign the sublease that will be voted upon at the end of this board meeting after Seton employees recuse themselves.

Item 7. Character Initiatives Data

- Ms. Wagner, Chief Character Initiatives Officer for Brilla Schools Network, provided an overview of the most recent data related to Brilla's character initiatives. She explained Brilla's method and approach to evaluating the students' growth in character. A conversation was had around the methods of data collection and the types of questions used on the family survey.
- Ms. Wagner described the members of the character initiatives team across the network including their training and roles.

Item 8. Votes

- Ms. Saroki de Garcia recused herself from the meeting for the votes on real estate transactions due to her affiliation with Seton. All Seton staff members exited the meeting with the exception of Alexandra Cohill who stayed on for note-taking.

- Mr. Eckholdt reviewed the first resolution to approve Brilla signing a sublease of the building at 452 College Avenue for use by Brilla College Prep Middle School (page 4-5). The board did not have any questions, and Ms. Romfo moved to approve the resolution. After being duly seconded it was unanimously approved.
- Next Mr. Eckholt reviewed the resolution to approve Brilla signing a sublease for the building at 1956 Jerome Avenue for use by Brilla Pax (page 6-7). There were no questions from the board, and Mr. Bozian moved to approve the resolution. After being duly seconded it was unanimously approved.
- Upon being duly motioned and seconded, the meeting was adjourned at **12:50pm**.
- Minutes submitted by Ms. Alexandra Cohill on behalf of Mr. Rick Ramirez, Board Secretary.

**RESOLUTIONS ADOPTED BY THE BOARD OF TRUSTEES OF
BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS**

SEPTEMBER 21, 2021

The Board of Trustees (the "Board") of Brilla College Preparatory Charter Schools, a New York not-for-profit education corporation (the "School"), does hereby adopt the following resolutions at a duly held and noticed meeting on the date set forth above:

BE IT RESOLVED, that the School be, and hereby is, authorized and directed to enter into a sublease for the building and other premises located at 452 College Ave, Bronx, New York 10451, as subtenant, with Seton Education Partners, a Wyoming not-for-profit corporation ("Seton"), as sublandlord, pursuant to that certain Sublease Agreement by and between the School and Seton (the "Sublease") in substantially the form presented to the Board, with such changes, modifications and amendments to the Sublease as Eric Eckholdt, as Board Chair, or any other duly authorized officer of the School (each, an "Authorized Person") may, individually or together with another Authorized Person, in such Authorized Person's reasonable discretion, approve, which approval shall be conclusively evidenced by the execution and delivery of the Sublease by the School;

BE IT FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and directed, individually or together with another Authorized Person, to execute and deliver the Sublease and such further agreements, instruments and documents ancillary to the Sublease that are deemed necessary and appropriate by any Authorized Person in connection with the foregoing resolutions;

BE IT FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and directed, at any time and from time to time, individually or together with another Authorized Person, to do all such things and acts and to execute and deliver all such agreements, instruments and documents in writing and to expend such fees for and on behalf of the School as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to execute and deliver any agreements, instruments and documents required in connection with the foregoing, in the name and on behalf of the School, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may, in his or her discretion, approve, which approval shall be conclusively evidenced by the execution and delivery of such agreements, instruments and documents in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

SECRETARY'S CERTIFICATE

I hereby certify that I am the duly elected and acting Secretary and keeper of the records of Brilla College Preparatory Charter Schools (the "School") and that the aforementioned is a true and correct copy of resolutions duly adopted by the Board of Trustees of the School at a duly noticed and called meeting of such board on September 21, 2021.

Richard Ramirez

By: Richard Ramirez (Sep 27, 2021 06:20 PDT)

Name: Richard Ramirez

Title: Secretary

**RESOLUTIONS ADOPTED BY THE BOARD OF TRUSTEES OF
BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS**

SEPTEMBER 21, 2021

The Board of Trustees (the "Board") of Brilla College Preparatory Charter Schools, a New York not-for-profit education corporation (the "School"), does hereby adopt the following resolutions at a duly held and noticed meeting on the date set forth above:

BE IT RESOLVED, that the School be, and hereby is, authorized and directed to enter into a sublease for the building and other premises located at 1956 Jerome Avenue, Bronx, New York, as subtenant, with SEP 1956 Jerome Ave, LLC, a Delaware limited liability company ("Seton"), as sublandlord, pursuant to that certain Sublease Agreement by and between the School and Seton (the "Sublease") in substantially the form presented to the Board, with such changes, modifications and amendments to the Sublease as Eric Eckholdt, as Board Chair, or any other duly authorized officer of the School (each, an "Authorized Person") may, individually or together with another Authorized Person, in such Authorized Person's reasonable discretion, approve, which approval shall be conclusively evidenced by the execution and delivery of the Sublease by the School;

BE IT FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and directed, individually or together with another Authorized Person, to execute and deliver the Sublease and such further agreements, instruments and documents ancillary to the Sublease that are deemed necessary and appropriate by any Authorized Person in connection with the foregoing resolutions;

BE IT FURTHER RESOLVED, that each Authorized Person be, and hereby is, authorized and directed, at any time and from time to time, individually or together with another Authorized Person, to do all such things and acts and to execute and deliver all such agreements, instruments and documents in writing and to expend such fees for and on behalf of the School as may be necessary or advisable in order to give effect to and, generally, carry out the intent of these resolutions including, without limitation, to execute and deliver any agreements, instruments and documents required in connection with the foregoing, in the name and on behalf of the School, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Person with such changes, modifications and amendments thereto as such Authorized Person may, in his or her discretion, approve, which approval shall be conclusively evidenced by the execution and delivery of such agreements, instruments and documents in writing; and

BE IT FURTHER RESOLVED, that all actions previously taken by any Authorized Person in furtherance of the foregoing resolutions are hereby ratified and confirmed.

SECRETARY'S CERTIFICATE

I hereby certify that I am the duly elected and acting Secretary and keeper of the records of Brilla College Preparatory Charter Schools (the "School") and that the aforementioned is a true and correct copy of resolutions duly adopted by the Board of Trustees of the School at a duly noticed and called meeting of such board on September 21, 2021.

Richard Ramirez

By: Richard Ramirez (Sep 27, 2021 06:20 PDT)

Name: Richard Ramirez

Title: Secretary

**Brilla College Preparatory Charter Schools (“Brilla”)
Board of Director Meeting Minutes from October, 2021 Meeting**

Approved by: BRILLA BOARD

DATE: NOVEMBER 16, 2021

Agenda:

Date:	October 21, 2021
Time:	3:00-4:30 PM EST
Location:	2336 Andrews Ave, The Bronx, NY 10454 / Zoom
Participants:	<p>Board members: Eric Eckholdt, Elena Sada, Charles Bozian, David Ingles, Stephanie Saroki de Garcia, Darla Romfo, James Jones, Mary O’Grady,</p> <p>School Staff: Shingi Mutasa, Kayla Scarborough, Meirelys Ruiz, Molly Rippe, Zoranly Burgos</p> <p>CMO Staff: Jolleen Wagner, Luanne Zurlo, Matt Salvatierra, Michael Carone, Jen Gowers, Alexandra Cohill, Billy Bludgus, Brett Chappell, David Morales, Jessica Lovinsky, Kelsey LaVigne, Mary Grace Lewis, Peter Katcher, Ruby Amezquita, Shanelle County, Stephanie Frias, Tess Lane, Yeime Valle</p> <p>Other: Aaron Brenner, 4th Sector Solutions: Robert Keogh, Kyle Pellerin and Joe Keeney</p>
Apologies:	Brother Brian Carty, Richard Ramirez

Item No.	Agenda Item	Person Responsible	Length (Time)
1	Call to Order	Eckholdt	3:00 pm
2	Approval of September Minutes	Eckholdt	3:01 pm
3	Covenant Agreement for Seton’s Bond Financing	Salvatierra	3:02 pm
4	Principal Update	Mutasa	3:12 pm
5	Restructuring Announcement	Zurlo	3:25 pm
6	CMO Evaluation Tool	Zurlo	3:40 pm
7	Paterson Charter Announcement	Saroki de Garcia	4:00 pm
8	Vertex Academy Update	Grannis	4:15 pm
9	Adjournment	Eckholdt	4:30 pm

Proceedings:

- The meeting was called to order by Mr. Eckholdt at 3:05 PM.

Item 2. Approval of September Minutes

- Ms. Sada motioned to approve the minutes from the September board of directors meeting. After being seconded by Mr. Bozian, the minutes from the September meeting were unanimously approved.

Item 3. Covenant Agreement for Seton's Bond Financing

- Mr. Salvatierra provided an update on the covenant agreement regarding Seton's bond financing. Key revisions were included in the board packet.
- Mr. Eckholdt reiterated that the finance committee and Brilla's outside counsel have reviewed the agreement and resolution. He added that this initiative will save money over time and is less onerous than current agreements.
- Mr. Ingles motioned to approve the resolution and Mr. Jones seconded the motion. Mrs. Saroki de Garcia recused herself from the vote due to her affiliation with Seton. All other board members unanimously voted to approve the resolution (included on page 4).

Item 4. Principal Update

- Ms. Zurlo introduced Mr. Shingi Mutasa, principal of Brilla Pax.
- Mr. Mutasa provided the board an overview of his background and gave an update on Brilla Pax. He explained lessons he has learned throughout the past year as well as the school's current goals and strategic priorities.
- A conversation was had around the lessons learned at Brilla Pax.

Item 5. Restructuring Announcement

- Ms. Zurlo explained that the Academic Committee met last week to discuss the news that Chief Academic Officer Michael Carbone will be leaving his position at the end of October due to a family move. Brilla Schools Network leadership has decided to move forward a restructuring of the academic team. Jen Gowers and Shanelle County have been promoted to Senior Directors and will be sharing responsibilities for the entire academic team.
- Ms. Zurlo also announced that Molly Rippe, current Principal of Brilla College Prep Elementary will be moving into the role of Director of Elementary Schools and Kelly O'Brien has been promoted to Director of Instructional Development at the network level.
- Mr. Eckholdt noted that the academic committee met and is supportive of the new plans which are responsive to current needs and represent a deep commitment to instructional excellence.

Item 6. CMO (Charter Management Organization) Evaluation Tool

- Ms. Zurlo introduced the CMO Evaluation Tool and reviewed key data represented in the evaluation, including governance, accountability, and academic matters.
- Mr. Carbone explained the context around state testing in relation to Covid-19.

Item 7. Paterson Charter Announcement

- Ms. Saroki de Garcia announced that on Friday, October 1, New Jersey Acting Commissioner Angelica Allen-McMillan approved a new charter application for Brilla, which will be located in Paterson, New Jersey.
- A brief conversation was had around the timeline and implications of the new charter, which will be managed by a separate board.

Item 8. Vertex Academy Update

- Mr. Eckholdt introduced Mr. Grannis, a board member for Public Prep. Mr. Grannis provided the board an update on the current status of the application to extend the charters of Brilla and Public Prep through high school to create a combined high school.
- Upon being duly motioned and seconded, the meeting was adjourned at **4:27 pm**.
- Minutes submitted by Ms. Alexandra Cohill on behalf of Mr. Rick Ramirez, Board Secretary.

RESOLUTION OF THE BOARD OF TRUSTEES OF BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS AUTHORIZING THE EXECUTION AND DELIVERY OF A MASTER COVENANT AGREEMENT BETWEEN BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS AND SETON EDUCATION PARTNERS; AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS NECESSARY TO CARRY OUT THE RELATED FINANCING; AND CONTAINING OTHER RELATED MATTERS

I, the undersigned, hereby certify that I am the Secretary of the Board of Trustees (“Board”) of Brilla College Preparatory Charter Schools (“Brilla”), a non-profit education corporation duly organized under the laws of the State of New York.

I further certify that at a meeting of the Board of Brilla, duly and legally called and held in accordance with the Amendment of Provisional Charter of Brilla, dated January 2, 2019, issued by the Board of Regents of the University of the State of New York, and Second Amended and Restated Charter Agreement, dated October 29, 2018, between State University of New York Board of Trustees and Brilla (as may be amended, restated, supplemented or otherwise modified from time to time, collectively, the “Charter”) and the Bylaws of Brilla, on October 19, 2021, the following Resolution (the “Resolution”) was duly adopted, at which time a quorum of such body was in attendance and voting throughout, and at which such body had authority under the laws of New York to adopt the Resolution; the Resolution has been duly recorded in said Board’s minutes of said meeting; each member of said Board was duly and sufficiently notified officially and personally, in advance, of the date, hour, place, and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption at said meeting, and each said member consented, in advance, to the holding of said meeting for such purpose; said meeting was open to the public as required by law, and public notice of the meeting was given as required by law, and the Resolution has not been rescinded, modified, or amended and is in full force and effect on the date hereof:

WHEREAS, Seton has determined that it is in its best interests to pursue a financing through the Build NYC Resource Corporation (the “Issuer”) to finance or refinance the costs of (i) the improvement, renovation and equipment of the Participating Campuses, being (A) the Brilla campus located at 2336 Andrews Avenue N, Bonx, NY 10468, (B) the Brilla campus located at 500 Courtland Avenue, Bronx, NY 10451, and (C) the Brilla Campus located at 413 East 144TH Street, Bronx, NY 10454 (collectively, (A)-(C) are referred to herein as the “Series 2021 Facilities”) to be leased to Brilla College Preparatory Charter Schools, a New York educational corporation and an organization described in Section 501(c)(3) of the Code (“Brilla”), for use as charter schools organized and operating under the laws of the State of New York; (ii) funding a debt service reserve fund; (iii) paying capitalized interest on the Series 2021 Bonds; and (iv) paying certain of the costs of issuing such Bonds (collectively, the “Series 2021 Project”); and

WHEREAS, Seton Education Partners, a Wyoming nonprofit corporation (“Seton”) has requested that the Issuer issue (i) its tax-exempt Revenue Bonds (Seton Education Partners—Brilla Project), Series 2021A in an aggregate principal amount not to exceed Eighteen Million Two Hundred Fifty Thousand Dollars (\$18,250,000) (the “Series 2021A Bonds”), and (ii) its taxable Revenue Bonds (Seton Education

Partners—Brilla Project), Series 2021B in an aggregate principal amount not to exceed Seven Hundred Fifty Thousand Dollars (\$750,000) (the “Series 2021B Bonds,” and together with the Series 2021A Bonds, the “Bonds”) and loan the proceeds of the Bonds (the “Loan”) to Seton pursuant to a Loan Agreement (the “Loan Agreement”) between the Issuer and Seton for the purposes described above; and

WHEREAS, the Bonds will be issued pursuant to a Trust Indenture and Security Agreement (the “Bond Indenture”) between the Issuer and the Bond Trustee designated therein, and sold pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”) between the Issuer, Seton and RBC Capital Markets, Inc. (the “Underwriter”); and

WHEREAS, Brilla understands and acknowledges that (i) Seton intends to use the revenue generated under the Leases (as defined in the Master Covenant Agreement, as hereinafter defined) to secure the repayment of the Bonds and (ii) the Underwriters and Seton have relied upon the Master Covenant Agreement in pricing and purchasing the Bonds; and

WHEREAS, in order to facilitate the issuance of the Bonds, Brilla now desires to enter into a Master Covenant Agreement with Seton and The Bank of New York Mellon, dated as of September 1, 2021 (the “Master Covenant Agreement”) to facilitate the financing of the Series 2021 Project; and

WHEREAS, in order to satisfy the requirements of the Issuer, Brilla now desires to enter into a Use Agreement, dated as of September 1, 2021 by and among the Issuer, The Bank of New York Mellon as trustee and Brilla (the “Use Agreement”); and

WHEREAS, the Board has determined that it is in the best interest of Brilla to enter into the Master Covenant Agreement, the Use Agreement and the Tax Regulatory Agreement and now desires to ratify and approve the Master Covenant Agreement, the Use Agreement and the Tax Regulatory Agreement, and any ancillary documents related to the Bonds and the Series 2021 Project, and authorize certain other actions in connection with the foregoing and the issuance of the Bonds; and

WHEREAS, Brilla is willing to enter into the Master Covenant Agreement, the Use Agreement and the Tax Regulatory Agreement on the terms and conditions set forth therein.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF BRILLA COLLEGE PREPARATORY CHARTER SCHOOLS, as follows:

Section 1. The recitals to this Resolution are hereby approved and incorporated herein for all purposes, including the defined terms contained therein.

Section 2. The Board does hereby ratify the form, terms, and provisions of and the execution and delivery of the Leases, previously entered into between Brilla and Seton for the Series 2021 Facilities, the Master Covenant Agreement, the Use Agreement and the Tax Regulatory Agreement, with such changes as the Chair of the Board, or any other duly authorized officer of Brilla, or their designees (each an

“Authorized Officer”) shall approve, such approval to be conclusively evidenced by the execution and delivery thereof by the Authorized Officer.

Section 3. The Board does hereby authorize each Authorized Officer to take all such actions and approve, execute and deliver all such requests, agreements, instruments, and other documents on behalf of Brilla as the Authorized Officer may deem necessary or desirable (as conclusively evidenced by the taking of such action or the execution and delivery of such agreements, instruments or other documents by each Authorized Officer) in connection with (i) the Bonds, (ii) the Master Covenant Agreement, the Use Agreement and the Tax Regulatory Agreement, and (iii) any extension, amendment, or other modification of the Leases in order to effectuate the further purposes of this Resolution, including, without limitation, those documents specifically described in this Resolution. All acts of each Authorized Officer authorized and directed herein are reasonably expected to benefit Brilla. Upon execution and delivery, such agreements, instruments, and other documents shall be the valid and binding obligations of Brilla enforceable in accordance with their terms.

Section 4. I further certify that the Board has found that the adoption of the foregoing Resolution is in the best interests of Brilla and that this Resolution is within the power of the Board to pass as provided in the Charter and the Bylaws of Brilla.

[Signature page follows]

IN WITNESS WHEREOF, I hereunto subscribe my name on this the 12 day of
November, 2021.

Richard Ramirez
Richard Ramirez (Nov 15, 2023 09:13 PST)

Richard Ramirez
Secretary, Board of Trustees
Brilla College Preparatory Charter Schools

Signature Page – Resolution