

FIRST PHILADELPHIA PREPARATORY  
CHARTER SCHOOL  
4300 TACONY STREET  
PHILADELPHIA, PA 19124

**BOARD OF TRUSTEES MEETING**

LOCATION:  
ZOOM CONFERENCE

DATE & TIME:  
JANUARY 24, 2024  
6:00 P.M.

**Minutes**

**SECTION I: CALL TO ORDER**

*Opening Colloquy*

This meeting of the First Philadelphia Preparatory Charter School Board of Trustees is hereby called to order. The time is 6:03 p.m. My name is Anita Vega-Kaiser. I am the President of this Board of Trustees, and I will facilitate this meeting.

This meeting is being held via teleconference. This is a public meeting that was properly noticed in the Philadelphia Daily News and pursuant to the Pennsylvania Sunshine Act. The public notice included instructions for how the public could participate in tonight's meeting.

All members of the public are welcome to sit and listen to the Board of Trustees conduct its business tonight. Members of the public who have registered with the Administrative Office to participate in public comment by 5:00 p.m. on the day before this scheduled meeting may participate in public comment. At this time, I would ask that the Executive Administration submit the list of commenters to our General Counsel. Comments will be limited to three minutes unless the Board decides to grant additional time.

At this time, I will ask that Roll Call be taken.

**A. ROLL CALL**

<b>Board Members Present:</b>	<b>By Invitation: Non-Board Members:</b>
Anita Vega-Kaiser – President Teresa Grumbrecht – Vice-President John Bish - Treasurer Barbara L. Saunders – Secretary Dr. Martha J. Ritter ShoShana Skates	Deborah Smith  Kristine Magargee Scott Kramer  Peter Costa
<b>Board Members Absent:</b>	David Annecharico, Esq. Dean Krebs, Esq.

**B. DISCLOSURE: EXECUTIVE SESSION *BY ANITA VEGA-KAISER***

*I would like to state, for purposes of the Minutes of this meeting, that the Board of Trustees did not meet in Executive Session prior to this meeting.*

**C. APPROVAL OF AGENDA**

MOTION:  
  
BARBARA L  
.SAUNDERS  
  
SECOND:  
  
MARTHA RITTER  
  
VOTE:  
  
[X] PASS  
  
[ ] FAIL

**R240124.01 Approval of the January 24, 2024 Agenda**

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the January 24, 2024 Agenda.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>
<i>Board</i>	<i>Approved amending agenda to include Bond matters</i>

MOTION:  
  
BARBARA L  
.SAUNDERS  
  
SECOND:  
  
MARTHA RITTER  
  
VOTE:  
  
[X] PASS

**R240124.02 Minutes of the December 20, 2023 Meeting**

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School hereby approves the Minutes of the December 20, 2023 meeting of the Board of Trustees of First Philadelphia Preparatory Charter School.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>
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[ ] FAIL

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**SECTION II: REPORTS**

**A. COMMUNITY COMMENT**

None

**Notes of Discussion / Advance Regulatory and Financial Comment:**

<b>Who</b>	<b>What</b>
None	None

**A. FIRST PHILADELPHIA PREPARATORY CHARTER SCHOOL**

- a. *Ms. Deborah Smith, CEO of FPPCS*
  - i. *Reviewed and discussed with the Board the January 2024 CEO report, previously disseminated to the Board;*
  - ii. *Shared and discussed with the board enrollment and attendance data;*
  - iii. *Reviewed and discussed with the Board various facility work;*
  - iv. *Discussed professional development events and agenda for January and February, as well as Teacher Coaching Cycles; and*
  - v. *Shared with the Board the various school community events.*

**B. AMERICAN PARADIGM SCHOOLS**

- a. *Mr. Scott Kramer, CTO of APS*
  - i. *Reviewed and discussed with the Board the January 2024 APS report, previously disseminated to the Board;*
  - ii. *Informed the Board of ongoing weekly CEO meetings, and noted that this week's meeting had Point Park University in attendance, which is one of the only institutions which can re-certify teachers with emergency certifications; expressed they would be a good partnership to utilize;*
  - iii. *Shared status updated regarding the Talent Team; and*
  - iv. *Informed the Board that COVID sick leave is ending in Philadelphia.*
- b. *Ms. Kristine Magargee, CAO of APS*
  - i. *Reviewed and discussed with the Board the January 2024 APS report, previously disseminated to the Board;*
  - ii. *Shared updates from coaching team, pupil services, and various Caring School Community activities.*
  - iii.

**C. BUSINESS CONTROLLER**

- a. *Peter Costa, Santilli & Thomson, LLC*
  - i. *Reviewed and discussed with the board the December 2023 financial reports.*

**D. GENERAL COUNSEL**

- a. *Dean Krebs, Esq*
  - i. *Revined and discussed with the Board the reports published by BEFC;*
  - ii. *Reminded the Board of their SOFI obligations;*
  - iii. *Reviewed the Board; and*
  - iv. *Discussed with the Board the bond refinance process.*

**SECTION III: OLD BUSINESS**

NONE

**SECTION IV: NEW BUSINESS**

**A. RESOLUTIONS**

MOTION:

**R240124.03 Report of the Business Controller**

MARTHA RITTER

RESOLVED, the Board of Trustees of First Philadelphia Preparatory Charter School accepts the Financial Report of the Business Controller and all documents submitted thereby, which shall be incorporated into the record of this meeting.

SECOND:

SHOSHANA SKATES

VOTE:

***Notes of Discussion / Advance Regulatory and Financial Comment:***

PASS

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

FAIL

MOTION:

**R240124.04 Human Resources Resolution**

MARTHA RITTER

RESOLVED, that the Board of Trustees of First Philadelphia Preparatory Charter School accepts the Human Resources changes, modifications, and additions, as presented.

SECOND:

SHOSHANA SKATES

VOTE:

<b>HIRES / RATE CHANGE / POSITION CHANGE / RETURN LOA</b>		
<b>NAME</b>	<b>TITLE</b>	<b>START DATE</b>
Alberta Gibbons (new hire)	Fiscal Officer	1/2/24

PASS

FAIL

David Akers (new hire)	IA	1/2/24
Destiny Patterson (new hire)	IA	1/2/24
Kenneth Kimmage (new hire)	SPED Teacher	1/17/24

<b>TERMINATIONS / RESIGNATIONS / LOA</b>		
<b>NAME</b>	<b>TITLE</b>	<b>EFFECTIVE DATE</b>
Rebecca Havu (LOA, Intermittent)	HS Teacher	8/14/22
Kelly Kiernicki (LOA)	ESL Coordinator	11/10/23
Charise Moeller (LOA)	HS Music Teacher	10/24/23
Phillip Harris (LOA, Intermittent)	Maintenance	12/1/23

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<b><i>Who</i></b>	<b><i>What</i></b>

MOTION:

MARTHA  
RITTER

SECOND:

SHOSHANA  
SKATES

VOTE:

PASS

FAIL

**R240124.05 Professional Services Contract/s Resolution**

RESOLVED, the Professional Services Contract/s and associated report/s listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, Business Controller, and General Counsel are hereby authorized and directed to negotiate contract/s for the professional services described below;

FURTHER RESOLVED, the President is authorized to execute any document or delegate any task necessary to effectuate this resolution.

<b>Contractor</b>	<b>Amount</b>	<b>Comment: Terms and Conditions</b>

Specialized Education of Pennsylvania	SPED Ed Slot: \$180/day Additional SPED Ed slot: \$204/day	SPED Placement 1 Student
The Pathway School	\$64,500	SPED Placement 1 Student
Abington Speech Pathology	Speech Pathologist: \$76/hr. Occupation Therapy: \$76/hr Physical Therapy: \$76/hr	Staffing services

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>

MOOT

**R240124.06 Purchase Contract/s Resolution**

RESOLVED, the Purchase Contract/s and associated report/s listed below are hereby accepted and ratified;

FURTHER RESOLVED, the CEO, Business Controller, and General Counsel are hereby authorized and directed to negotiate terms and conditions for the Purchase Contract/s described below;

FURTHER RESOLVED, the President is authorized to execute any document or delegate any task necessary to effectuate this resolution.

<b>Contractor</b>	<b>Amount</b>	<b>Comment: Terms and Conditions</b>
None	None	None

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>
<i>None</i>	<i>None</i>

MOTION:

MARTHA  
RITTER

SECOND:

SHOSHANA  
SKATES

VOTE:

PASS

FAIL

### **R240124.07 Resolution Declaring Official Intent to Use Bond Financing**

WHEREAS, First Philadelphia Preparatory Charter School (the “School”), is a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the School expects, pursuant to a common plan of finance, to use financing provided by governmental obligations the interest on which is exempt from federal income tax (“tax-exempt bonds”) to pay all or a portion of the costs of a project (the “Project”) consisting of (i) the refunding of all or a portion of the outstanding Philadelphia Authority for Industrial Development Revenue Bonds (First Philadelphia Preparatory Charter School Project), Series A of 2014, issued in the original aggregate principal amount of \$40,945,000, (ii) the payment of, or reimbursement to the Borrower for, the construction, renovation, furnishing, finishing and equipping of improvements to school facilities and other buildings located at 4300 Tacony Street, 4301 Tacony Street, and 4355-69 Tacony Street, Philadelphia, PA 19124, (iii) the funding of any required reserves and interest payable during construction, and (iv) the payment of costs of issuance of the tax-exempt bonds;

NOW, THEREFORE, the School hereby resolves and declares its intent under Treasury Regulation § 1.150-2 to use the tax-exempt bonds to finance the capital costs of the Project, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of tax-exempt bonds expected to be issued to finance the Project is \$45,000,000.
2. Pending issuance of the tax-exempt bonds, the School or FRANKFORD VALLEY FOUNDATION FOR LITERACY (the “Borrower”) may finance the Project with other funds which will be reimbursed with the proceeds of the tax-exempt bonds, provided that (a) the tax-exempt bonds shall not be used to reimburse any expenditure paid more than 60 days prior to the present date; (b) the tax-exempt bonds shall not be issued more than 18 months after the later of (i) the date of the first expenditure to be reimbursed with the proceeds of the tax-exempt bonds, or (ii) the date the Project is placed in service; and (c) in no event may the tax-exempt bonds be issued more than three years after the date of the first expenditure to be reimbursed with the proceeds of the tax-exempt bonds; and provided further that the limitations of this paragraph 2 shall not apply to qualified “preliminary expenditures” as permitted by Treasury Regulation § 1.150-2(f).
3. Issuance of the tax-exempt bonds shall be subject to documentation acceptable to the Borrower providing for the tax-exempt bonds to be payable from the payments by the Borrower.

4. This resolution shall take effect immediately.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<b><i>Who</i></b>	<b><i>What</i></b>

MOTION:

MARTHA  
RITTER

SECOND:

SHOSHANA  
SKATES

VOTE:

PASS

FAIL

**R240124.08 Bond Financing**

WHEREAS, to finance the Project, as described in RESOLUTION DECLARING OFFICIAL INTENT TO USE BOND FINANCING R240124.07, FRANKFORD VALLEY FOUNDATION FOR LITERACY (the "Borrower") has determined to apply for one or more series of taxable or tax-exempt financings (the "Application") by and through the Philadelphia Authority for Industrial Development (the "Authority") in an aggregate par amount not to exceed \$45,000,000 and, in connection therewith, the Authority will issue its bonds (the "Authority Bonds") and sell them to Raymond James & Associates, Inc. (or any successor thereto) (the "Underwriter") pursuant to one or more Bond Purchase Agreements (collectively, the "Purchase Contract") among the Authority, the Borrower, First Philadelphia Preparatory Charter School (the "School") and the Underwriter and loan the proceeds of the Authority Bonds to the Borrower (the "Loan") to finance all or a portion of a project (the "Project"), which constitutes funding certain capital expenditures, refunding all or a portion of a prior series of bonds issued for the benefit of the Borrower and the School, paying capitalized interest, if necessary, funding any required reserves and paying issuance costs of the Authority Bonds;

RESOLVED that School approves the Loan and the financing of the Project in all respects and approves the granting of a lien on and security interest in any real or personal property of the School to secure the Loan, including a mortgage lien on the School Facility described below in favor of U.S. Bank Trust Company, National Association, as bond trustee and master trustee (the "Trustee") and one or more lease agreements (the "Lease") and an assignment thereof each between the Borrower, as landlord, and the School, as the tenant, for the property located at 4300 Tacony Street, 4301 Tacony Street, and 4355-69 Tacony Street, Philadelphia, PA 19124 (the "School Facility") to the Trustee; and it is further

RESOLVED, that the Chairperson and any other officer of the School are hereby authorized, directed and empowered to approve submission of the Application to the Authority, approve the terms of the Loan and execute and deliver (and to affix and attest the corporate seal of the School) the Lease, the Purchase Contract, a continuing disclosure agreement, a tax certificate and any



other documents required in connection with the Loan and any certificates, notices or other instruments as may be required by the Authority, the Borrower, the Underwriter, its counsel and/or bond counsel for the Authority Bonds, all in form and substance as approved by the officer executing such agreement, certificate or instrument, such approval to be evidenced by such execution; and it is further

RESOLVED, a preliminary offering document and its use and distribution by the Underwriter in connection with the offering by the Underwriter of the Authority Bonds is hereby authorized and approved, in such form as may be approved by the Chairperson or any other officer of the School; an offering document statement in substantially the same form as such preliminary offering document, with such changes, if any, as may be approved by the officer executing the same, such approval to be conclusively evidenced by the execution thereof, is hereby authorized and directed to be prepared and upon its preparation, to be executed by the Chairperson or any other officer of the School; the School hereby further approves the distribution and use of the preliminary offering document and the offering document as so prepared and executed in connection with the sale of the Authority Bonds; and it is further

RESOLVED, that the Chairperson and any other officer of the School, are each hereby authorized and directed to perform or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as they may deem necessary or appropriate to carry into effect the full intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all acts of any officer, agent, employee, attorney, or others acting for or on behalf of the School, which are in accord with the intent, purpose and spirit of this Resolution, and whether heretofore or hereafter done or taken shall be, and the same hereby are, ratified, confirmed and adopted in all respects, and any party may rely upon the continuing efficacy of this Resolution and the power of any person to act as aforesaid, until this Resolution shall have been revoked in a further writing executed by the School; and it is further

RESOLVED, that the Secretary of the School is hereby authorized and directed to insert this resolution into the minutes of the meetings of the Board of Trustees.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<b><i>Who</i></b>	<b><i>What</i></b>

MOTION:

BARBARA  
L.  
SAUNDERS

SECOND:

SHOSHANA  
SKATES

VOTE:

PASS

FAIL

## **R240124.09 Project Documents, Professionals and Consultants**

NOW, THEREFORE, BE IT RESOLVED that the School hereby authorizes the hiring by FRANKFORD VALLEY FOUNDATION FOR LITERACY of Ballard Spahr LLP, as bond counsel (“Bond Counsel”) for the Project, as defined in RESOLUTION DECLARING OFFICIAL INTENT TO USE BOND FINANCING R240124.07, Santilli & Thomson, LLC, as business controller for the Project (“Business Controller”), Raymond James & Associates, Inc. (or any successor thereto), as underwriter for the Project (the “Underwriter”), Sand & Sidel, P.C., as borrower counsel for the Project (“Borrower Counsel”), U.S. Bank Trust Company, National Association, as bond trustee and master trustee (the “Trustee”), Sand & Sidel, P.C., as counsel for the School (“School’s Counsel”); and it is further

RESOLVED, that: (i) the Chairperson and any other officer of the School are hereby authorized, directed and empowered to approve the final terms of and enter into agreements with Bond Counsel, Borrower Counsel, School’s Counsel, the Underwriter, and other contracts and professionals, as applicable or deemed necessary to complete the Project (collectively, the “Project Documents”), each in the form approved by the Chairperson and any other officer of the School; (ii) the Chairperson and any other officer of the School are hereby authorized, directed and empowered to approve the final terms of and enter into contracts for the renovation, improvement, equipping, furnishing and fixturing of the School facilities (the “Construction Contracts”) pursuant to a competitive bidding process; (iii) the Chairperson of the School and/or such officers as he or she may designate, are authorized and directed to evidence such approval by executing and delivering the Project Documents and Construction Contracts, (iv) the Chairperson and any other officer of the School are hereby authorized, directed and empowered to approve the final terms of and enter into the Lease with the Borrower and other documents in connection with the Lease; and (v) the Chairperson and any other officer of the School, are authorized to take all such actions, execute and deliver all such documents and do all other acts and things necessary or desirable in connection with the Project and the consummation of the transactions contemplated by these Resolutions; and it is further

RESOLVED, that all acts of any officer, agent, employee, attorney, or others acting for or on behalf of the School, which are in accord with the intent, purpose and spirit of this Resolution, and whether heretofore or hereafter done or taken shall be, and the same hereby are, ratified, confirmed and adopted in all respects, and any party may rely upon the continuing efficacy of this Resolution and the power of any person to act as aforesaid, until this Resolution shall have been revoked in a further writing executed by the School; and it is further

RESOLVED, that the Secretary of the School is hereby authorized and directed to insert this resolution into the minutes of the meetings of the Board of Trustees.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>

MOTION:

BARBARA  
L.  
SAUNDERS

SECOND:

SHOSHANA  
SKATES

VOTE:

PASS

FAIL

**R240124.10 Project TEFRA NOTICE and Project PAID RESOLUTION**

BE IT RESOLVED that the School hereby approves of Frankford Valley Foundation for Literacy to authorize the issuance of the TEFRA NOTICE and the PAID RESOLUTION as presented;

RESOLVED, that the Chairperson and any other officer of the School are each hereby authorized and directed to or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as they may deem necessary or appropriate to carry into effect the full intent and purposes of the foregoing resolutions; and it is further

RESOLVED, that all acts of any officer, agent, employee, attorney, or others acting for or on behalf of the School, which are in accord with the intent, purpose and spirit of this Resolution, and whether heretofore or hereafter done or taken shall be, and the same hereby are, ratified, confirmed and adopted in all respects, and any party may rely upon the continuing efficacy of this Resolution and the power of any person to act as aforesaid, until this Resolution shall have been revoked in a further writing executed by the School; and it is further

RESOLVED, that the Secretary of the School is hereby authorized and directed to insert this resolution into the minutes of the meetings of the Board of Trustees.

***Notes of Discussion / Advance Regulatory and Financial Comment:***

<i>Who</i>	<i>What</i>

**B. DISCUSSION AND ANNOUNCEMENTS**

NEXT BOARD MEETING: FEBRUARY 28, 2024 AT 6:00 P.M.

**ADJOURNMENT AT 7:40 P.M.**

MOTION:

MARTHA RITTER

SECOND:

SHOSHANA SKATES

VOTE:

PASS

FAIL

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