

Uplift Education Special Board Meeting Minutes

Tuesday, May 5th, 2020 at 4 p.m.

Pursuant to Governor Abbott’s March 16, 2020 Order approving a request by the Office of the Attorney General to temporarily suspend a limited number of open meeting laws in response to the Coronavirus (COVID-19) disaster, governmental bodies may conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings (also called “social distancing”) to slow the spread of the Coronavirus (COVID-19). In compliance with Governor Abbott’s order, and in furtherance of the public health goal of limiting face-to-face meetings, this meeting of the Uplift Board was held by videoconference via Zoom Access at [https://us02web.zoom.us/j/4067930981?pwd=QTl5N295eWI3dW1ERnJVRHVlWjN5dz09](https://us02web.zoom.us/j/4067930981?pwd=QTl5N295eWI3dW1ERnJVRHVlWjN5dz09;); Meeting ID 406 793 0981; Password 662860.

Called to Order: 4:01 p.m.

Adjourned:

Executive Committee Members Present:

1. Ryan Moss
2. Richard Frapart
3. Cameron Johnson
4. Ardo Fuentes
5. Cathy Estrada
6. Lael Melville
7. Josh Terry
8. John McPherson
9. James Stanton

Board Members Present:

1. Michael Stack

Uplift Staff Present:

1. Yasmin Bhatia
2. Alex Berk
3. John Gasko
4. Jim Jahnke
5. Remy Washington
6. Kenna McWhirter
7. Amanda Martin

<i>TOPIC</i>	<i>DISCUSSION/CONCLUSIONS</i>	<i>ACTIONS</i>
I. Call to Order and Announcements	A quorum being present, the meeting was called to order at 4:01p.m. by the chair, R. Moss. R. Moss welcomed staff and the Board to the meeting and discussed the unique circumstances of conducting the meeting virtual. R. Moss then took attendance and stated a quorum of the Board was present.	
II. Finance Update	Jim Jahnke provided a finance update to the Board, including the following items: 1. <u>CNP Funding</u> . J. Jahnke informed the Board that Since March 16th, CNP has delivered over 50,000 meals to our scholars (Breakfast/ Lunch served out of 5 locations throughout DFW and we are seeing families from all campuses coming out	

	<p>daily). However, because CNP funding is based on number of meals served, funding has been reduced substantially (e.g., ~2,000 meals daily versus normal 20,000+). Importantly, CNP payroll costs have increased during this period as all Uplift Employees (including CNP staff) are being paid through this period, and hourly CNP workers (who prepare and serve meals at one of our 5 locations) receive a premium on hours worked. Therefore, CNP will now have negative net revenues for the year, i.e., \$632k of Net Revenues through February, likely will have over \$400k in Negative Net Revenue for the year, and the CNP fund balance will Fall from \$1.1 Million at Start of Year to under \$700K.</p> <ol style="list-style-type: none"> 2. <u>School building projects – Cooks Lane</u>. J. Jahnke provided a review of the construction and anticipated build-out of the new Cooks Lane campus and reviewed the associated financials. 3. <u>School building projects – Elevate</u>. J. Jahnke provided a review of the construction projects at the Uplift Elevate campus and reviewed the associated financials. 4. <u>2020 Bond Process</u>. J. Jahnke informed the Board that the intent is to issue bonds to fund the building projects (Cooks Lane and Elevate). If credit markets are not open or rates are Unfavorable, Uplift can use existing credit facility. Depending on interest rates, there may be an opportunity to refund 2013 Bonds (\$40 Million face value). J. Jahnke informed the Board administration is seeking Approval for two Board resolutions in order to begin the process: a resolution to file application for PSF approval (state guarantee on bonds), and a resolution to reimburse Uplift using bond funds for corporate funds used for 2020 projects. 5. <u>Appointment of Weaver as auditor</u>. J. Jahnke informed the Board that for the last five years Uplift has been using Weaver & Tidwell to audit its financial statements and to help in the preparation of IRS Form 990. The rates charged by the Firm during this five-year period were based on an agreed upon five-year fee schedule and the Firm has proposed a modest increase in rates for its audit and tax services related to the 2020 fiscal year. Regardless, because of their track record and partnership with Uplift, the Audit Committee recommends engaging Weaver & Tidwell for 2020 Fiscal Year services. 	<p>On motion by D. Mann, and seconded by A. McEwing, the Board unanimously voted to approve contracts regarding the construction of Elevate Primary School and the primary school located on Cooks Lane.</p> <p>On motion by J. McPherson, and seconded by L. Melville, the Board unanimously voted to approve the resolution approving and authorizing the PSF application and submission.</p> <p>On motion by R. Frapart, and seconded by J. Terry, the Board unanimously voted to approve the reimbursement, using bond funds, to Uplift of corporate funds used for 2020 projects.</p> <p>On motion by C. Johnson, and seconded by J. Terry, the Board unanimously approved the appointment of Weaver & Tidwell as auditor of Uplift’s 2020 financials.</p>
<p>III. Pre-Kindergarten Update</p>	<p>Kenna McWhirter provided an update to the Board on recommended Pre-K locations for the 20-21 school year. These recommendations included the following:</p> <ol style="list-style-type: none"> 1. Uplift Mighty Pre-K to be re-located to Uplift Meridian from Uplift Ascend. 	<p>On motion by J. McPherson, and seconded by R. Frapart, the Board unanimously voted to approve the resolution approving the following Pre-K locations, as presented: (1) Uplift Mighty Pre-K to be re-located</p>

	<p>2. Uplift Pinnacle Pre-K to be re-located to Uplift Wisdom.</p> <p>3. Uplift Heights Pre-K to be relocated off-site at Voice of Hope.</p>	<p>to Uplift Meridian from Uplift Ascend.</p> <p>2. Uplift Pinnacle Pre-K to be re-located to Uplift Wisdom.</p> <p>3. Uplift Heights Pre-K to be relocated off-site at Voice of Hope.</p>
IV. Real Estate – Closed Session	<p>At 4:46 p.m., R. Moss announced the Board was moving to closed session Pursuant to 551.072 and 551.071 of the Texas Government Code.</p> <p>At 4:56 p.m., R. Moss announced the Board was returning to open session. No decision or action was taken by the Board during closed session.</p> <p>In open session, R. Moss asked for a motion to finalize a lease with Pegasus Place for Uplift’s new CMO Dallas office space.</p>	<p>On motion by D. Mann, and seconded by L. Melville, the Board unanimously voted to authorize Yasmin Bhatia to execute a lease with Pegasus Place for Uplift’s new CMO Dallas office space.</p>
V. Community Forum	<p>No persons signed up to speak during the community forum.</p>	
IV. Adjournment	<p>There being no further business to come before the Board, R. Moss announced the meeting adjourned at 4:57 p.m.</p>	

Respectfully submitted, Alexander S. Berk, Secretary.