



BOARD OF DIRECTORS MEETING
May 4, 2023

MINUTES

On May 4, 2023, the EdAdvance Board of Directors held a meeting during which a quorum was present. President John Kissko called the meeting to order at 5:26 PM and recorded the following members in attendance:

1. Roll Call:

Name (District): Joseph Abdella, Region 12
 Deb Bell, Region 7
 Roxy Fainer, Thomaston
 John Kissko, Torrington
 Karen Kulesa, Plymouth
 Dave Schneiderbeck, Region 6
 Lynn Stone, Litchfield

EdAdvance

Personnel:

Jeffrey Kitching, Executive Director
Richard Carmelich, III, Chief Operations Officer
Carol Montory, Board Clerk

2. Approval of March 2, 2023 Minutes

Upon a motion by Lynn Stone, duly seconded by Roxy Fainer, the Board unanimously approved the minutes of the March 2, 2023 meeting.

3. Questions and Comments from the Public: None

4. Communications

i. Written

Jeff highlighted a thank you note that he received from Representative Karen Reddington-Hughes. She attended both the legislative breakfast and the press event for the School-Based Mental Health Grant held at EdAdvance.

5. Old Business: None

6. New Business:

- a) Action Item: Approval of Head Start: Prenatal to Five COLA & Quality Improvement Funds Application

Upon motion by Lynn Stone, duly seconded by Joseph Abdella, the Board of Directors unanimously approved of EdAdvance's submission of a supplemental grant application for the Head Start: Prenatal to Five COLA & Quality Improvement Funds.

- b) Action Item: Healthy Food Certification – Healthy Food Option

Upon a motion by Roxy Fainer, duly seconded by Deb Bell, the Board of Directors unanimously approved of EdAdvance's *Healthy Food Certification - Healthy Food Option* pursuant to C.G.S. Section 10-215f, EdAdvance certifies that all food items offered for sale to students in the schools under its jurisdiction, and not exempted from the Connecticut Nutrition Standards published by the Connecticut State Department of Education, will comply with the Connecticut Nutrition Standards during the period of July 1, 2023, through June 30, 2024. This certification shall include all food offered for sale to students separately from reimbursable meals at all times and from all sources, including but not limited to school stores, vending machines, school cafeterias, culinary programs, and any fundraising activities on school premises sponsored by the school or non-school organizations and groups.

- c) Action Item: Healthy Food Certification – Combined Food and Beverages Exemption

Upon a motion by Roxy Fainer, duly seconded by Joseph Abdella, the Board of Directors unanimously approved of EdAdvance's *Healthy Food Certification – Food and Beverage Exemption* as stated: EdAdvance will allow the sale to students of food items that do not meet the Connecticut Nutrition Standards and beverages not listed in Section 10-221q of the Connecticut General Statutes provided that the following conditions are met: 1) the sale is in connection with an event occurring after the end of the regular school day or on the weekend; 2) the sale is at the location of the event; and 3) the food and beverage items are not sold from a vending machine or school store. An "event" is an occurrence that involves more than just a regularly scheduled practice, meeting, or extracurricular activity. For example, soccer games, school plays, and interscholastic debates are events but soccer practices, play rehearsals, and debate team meetings are not. The "regular school day" is the period from midnight before to 30 minutes after the end of the official school day. "Location" means where the event is being held and must be the same place as the food and beverage sales.

- d) Presentation: Construction Projects and Related Loans

Jeff provided an update on the Torrington properties. In February, the Board approved the financing for the construction and renovation of the two newly purchased Torrington properties, East School and 95 and 104 Grove Street. We are now ready to sign the loan agreements with the Thomaston Savings Bank and we needed to adjust the cost estimates for the projects. We will be asking for the Board's approval for the financing in the next two agenda items.

Renovations to East School that have been or will be completed include replacing the roof; installing new HVAC units on the roof; new windows; paving; renovations to the second floor; upgrades to the flooring and lighting; and putting up studs to create walls. The facility will be renamed the EdAdvance Regional Learning Center.

The Grove Street property needed a zoning waiver to build a school where a school once existed. The City of Torrington gave us a small sliver of land to resolve a setback requirement issue for the property, and in exchange, EdAdvance will provide public access to the city owned land behind the school. The waiver was approved last month, and we anticipate breaking ground in mid-June.

e) Action Item: Approval for the Financing of the 95 and 104 Grove Street Torrington Properties

Upon a motion by Roxy Fainer, duly seconded by Lynn Stone, the Board of Directors unanimously approved of this motion, 1) to authorize and empower EdAdvance to accept the loan from the lender and to borrow up to \$6,075,000 from the lender, substantially upon the terms and conditions set forth in the commitment letter; 2) to authorize and empower EdAdvance to execute and deliver to the lender a construction mortgage and an assignment of leases and rents encumbering 95 and 104 Grove Street, Torrington, Connecticut; 3) to agree that the proceeds of the Financing Transaction shall be used to finance certain renovation work at the above address; 4) to authorize, empower and direct the Executive Director to execute, negotiate, enter into, administer and deliver any and all instruments, documents, certificates, affidavits and agreements required by the lender in connection with the closing of the loan; 5) to authorize that the Executive Director is hereby authorized, empowered and directed to take all steps and do all acts and things, as are or may become necessary or appropriate to effect the purposes and intentions of the foregoing recitals and resolutions; 6) to authorize that all actions previously taken by the Executive Director or any officer, agent or attorney of EdAdvance relating to the foregoing resolutions and the transactions are hereby adopted, ratified, confirmed and approved.

f) Action Item: Approval for the Financing of the 215 Hogan Drive Torrington Property

Upon a motion by Roxy Fainer, duly seconded by Joseph Abdella, the Board of Directors unanimously approved of this motion, 1) to authorize and empower EdAdvance to accept the loan from the lender and to borrow up to \$4,360,000 from the lender, substantially upon the terms and conditions set forth in the commitment letter; 2) to authorize and empower EdAdvance to execute and deliver to the lender a construction mortgage and an assignment of leases and rents encumbering 215 Hogan Drive, Torrington, Connecticut; 3) to agree that the proceeds of the Financing Transaction shall be used to finance certain renovation work at the above address; 4) to authorize, empower and direct the Executive Director to execute, negotiate, enter into, administer and deliver any and all instruments, documents, certificates, affidavits and agreements required by the lender in connection with the closing of the loan; 5) to authorize that the Executive Director is hereby authorized, empowered and directed to take all steps and do all acts and things, as are or may become necessary or appropriate to effect the purposes and intentions of the foregoing recitals and resolutions; 6) to authorize that all actions previously taken by the Executive Director or any officer, agent or attorney of EdAdvance relating to the foregoing resolutions and the transactions are hereby adopted, ratified, confirmed and approved.

g) Presentation: State Single Audit and Federal Single Audit for FY 2021-2022

Rich spoke about the results of the State Single Audit and the Federal Single Audit. These audits are related to the grants we receive from the state and the federal government. The auditors had a finding in the Federal Single Audit. The material weakness was related to the Early Childhood Home Visiting grant. We are the fiduciary for the grant, and we needed to provide documentation that all the subgrantees that we use are in compliance with all applicable federal statutes and regulations. We are in the process of creating a remediation plan to prevent this from happening again.

h) Presentation/Approval: FY 2023-2024 COLA Increase

Jeff presented the proposed agency COLA for FY 2023-2024. Based on the presented budget, a 3% COLA for eligible staff for FY 2023-2024 was recommended to the Board.

Upon a motion by Lynn Stone, duly seconded by Deb Bell, the Board of Directors unanimously approved the COLA for FY 2023-2024 as presented to the Board.

i) Presentation/Approval: Proposed Agency Budget for FY 2023-2024

Jeff presented EdAdvance's proposed preliminary agency budget for FY 2023-2024. This proposed preliminary budget projects a \$259,131 deficit at the end of FY 2024. As part of our budget process, we present new budget projections in October after the new fiscal year starts.

Upon motion by Roxy Fainer, duly seconded by Deb Bell, the Board of Directors unanimously approved the FY 2023-2024 budget as presented.

j) Presentation/Approval: Addition of New Hartford Public Schools as an EdAdvance Member District

Jeff spoke about the transfer of New Hartford Public Schools from being a CREC member district to an EdAdvance member district. The conversation for this transfer has been going on for a while. The New Hartford Superintendent and CREC both informed their Boards that they want the transfer to happen. In March, Jeff attended the New Hartford Board of Education meeting to speak about this and at that meeting the New Hartford Board of Education passed a motion to affiliate with EdAdvance and terminate their membership with CREC. Since we are structured to work with smaller districts and we already have the Region 7 districts of Barkhamsted, Colebrook, and Norfolk as member districts, this addition is a good move. EdAdvance will need to write a letter to the Commissioner of Education informing the department of this change.

Upon motion by Deb Bell, duly seconded by Lynn Stone, the Board of Directors unanimously approved the addition of New Hartford Public Schools as an EdAdvance member district.

k) Approval: Personnel Report for March and April 2023

Upon motion by Joseph Abdella, duly seconded by Roxy Fainer, the Board of Directors unanimously approved the Personnel Report for March and April 2023 as submitted.

7. Reports/Updates:

i. Executive Director's Report – *Jeffrey C. Kitching*

- Jeff spoke about the Northwest Hill Councils of Governments (NWCOG) leasing space here in our Litchfield building. We have empty space in our building, there is plenty of parking, and the NWCOG will have access to our meeting rooms. It will be a good partnership. Rob Phillips, the NWCOG Executive Director, hopes to have his Board of Directors act on the move this month, so renovation work can begin. They hope to move in by September.
- Jeff reported that we have the vice-president position open on our Board of Directors. If anyone would like to fill the position, please reach out to Jeff. We will present our officers' slate for a vote at our June meeting.
- Jeff reported that we had over 80 applicants for our four \$1500 scholarships.

The northern region scholarship winners are:

- Marissa VanOrmer, Thomaston High School, will be attending Boston College to study Applied Psychology and Human Development. Her essay was about mentoring young elementary students.
- Rebecca Michelle Varnum, Nonnewaug High School, will be attending Boston College to study Nursing. Her essay was about multiple fundraising initiatives that raised \$35,000 for cancer research.

The southern region scholarship winners are:

- Connor Dullinger, Newtown High School, will be attending UCLA to study Political Science. His essay was about his involvement with Families United in Newtown, working to support students with learning or behavioral cognitive disabilities.
- Lauren Jacobs, Newtown High School, will be attending Dartmouth College to study Mathematical Data Analytics. Her essay was about her involvement with Hope Squad and her efforts to raise awareness of the issues of mental health and suicide.

ii. Business and Operations – *Richard Carmelich*

- Rich had nothing to report.

8. Executive Session: Discussion of Executive Director's Evaluation and Contract

Upon a motion by Roxy Fainer, duly seconded by Joseph Abdella, the meeting was adjourned to Executive Session at 6:19 PM to discuss the Executive Director's evaluation and contract and invite in Jeff Kitching.

John Kissko declared the Board out of Executive Session at 7:02 PM.

9. Adjournment

With nothing further to discuss, the meeting was adjourned at 7:03 PM.

Minutes recorded by:
Carol Montory, Board Clerk


Deb Bell, Secretary