

KEYS GRACE ACADEMY

Minutes of a Meeting of the Board of Directors Held June 29, 2015

A special meeting of the Board of Directors (the “Board”) of KEYS Grace Academy, a Michigan non-profit corporation (the “Academy”), was held in the media room of the former Edison Elementary School, located at 27321 Hampden Street, Madison Heights, Michigan.

The following members of the Board (the “Attending Members”) attended the meeting in person, and were present throughout the meeting:

Christopher Kattola
Ramy Alosachie
Mae Kouza
Farah Anoni

The fifth member of the Board, Zainab Hazimi, was not in attendance.

Also present for the entire meeting, at the invitation of the Board, were:

Nathan Yousif, the Manager of Kalasho Empowerment of Young Scholars LLC (“Kalasho”), the proposed educational service provider to the Academy
Rhonda Foumia, administrative assistant to Kalasho
Michael Khalil, legal counsel to Kalasho
Derek Adolf, legal counsel to the Academy

Mr. Yousif, on behalf of the proposed educational service provider for the Academy, had previously delivered to all of the members of the Board a copy of the proposed agenda for the meeting along with various related materials (the “Board Materials”). The purpose of that prior delivery was to afford all of the members an opportunity to review pertinent materials in advance of the meeting. Other documents were made available at the meeting.

Call to Order; Roll Call; Confirmation of Quorum; Waiver of Notice

Mr. Kattola called the meeting to order at approximately 6:30 p.m., and a roll call was taken. Mr. Kattola confirmed that a quorum was present. All of the Attending Members waived prior notice of the meeting, both expressly at the beginning of the meeting and by way of their attendance at the meeting (without any objection to the meeting). Ms. Hazimi had waived prior notice of the meeting in writing.

Oaths of Office

The Attending Members confirmed that Ms. Hazimi and they had previously taken the required oaths of office before Mr. Randy Speck at the offices of the Madison District Public Schools (the “MDPS”) on June 9, 2015.

Designation of Temporary Recording Secretary

The Attending Members unanimously designated Mr. Adolf as the temporary recording secretary, to take and prepare these minutes of the meeting.

Election of Officers

Mr. Alosachie moved that the following slate of persons be elected as the initial officers of the Academy, to hold the positions set forth opposite their respective names below until their successors have been duly appointed or until their earlier resignation or removal:

Christopher Kattola	President
Ramy Alosachie	Vice-President
Zainab Hazimi	Secretary
Mae Kouza	Treasurer

Mr. Kattola seconded the motion, which the Attending Members unanimously approved.

Public Comment

No members of the public were in attendance at the time of the public comment portion of the meeting.

Business Management Report

Mr. Yousif explained the proposed relationship between the Academy and Kalasho, which would serve as an educational service provider to the Academy. Mr. Yousif also reviewed the services to be provided the Academy by the MDPS, as well as the economic relationship between the two.

Mr. Yousif confirmed that notice of the meeting and the proposed agenda had been posted in accordance with the requirements of the Open Meetings Act.

Ratification of Articles of Incorporation

Upon a motion made by Mr. Alosachie and seconded by Ms. Kouza, the Attending Members unanimously ratified the Academy’s Articles of Incorporation, which had been previously filed with the State of Michigan. A copy of the Articles of Incorporation had been included as part of the Board Materials.

Adoption of Bylaws

Upon a motion made by Ms. Kouza and seconded by Mr. Alosachie, the Attending Members unanimously approved the set of Bylaws that had been previously provided to the Board as part of the Board Materials, and adopted the same as the initial bylaws of the Academy.

Approval of Terms and Conditions

Mr. Adolf explained the relationship between his law firm and that of Mr. Khalil.

Upon a motion made by Mr. Alosachie and seconded by Ms. Kouza, the Attending Members unanimously approved the proposed Terms & Conditions between the Academy and the MDPS, which had been previously provided to the Board as part of the Board Materials, and authorized the execution and delivery of the same.

Approval of Form of Lease

Mr. Khalil summarized the open issues under the proposed lease agreement between the Academy and the MDPS, a draft of which had been previously provided to the Board as part of the Board Materials. Mr. Yousif elaborated relative to a recent meeting with the MDPS concerning the lease arrangement. Following a general discussion, and upon a motion made by Ms. Kouza and seconded by Ms. Anoni, the Attending Members unanimously authorized Mr. Kattola, as the Academy's President, to negotiate, finalize, execute and deliver the proposed lease with the MDPS, in substantially the form presented to the Board, and otherwise on such terms and conditions as Mr. Kattola deems appropriate.

Approval of Budget

An initial, proposed summary budget for the 2015-2016 academic year had been included as part of the Board Materials. Mr. Yousif summarized certain aspects of that budget. A general discussion ensued, during which Mr. Yousif confirmed that the funds to be advanced by Kalasho to the Academy, and to be subsequently repaid by the Academy as excess funds become available, will not accrue interest. Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously approved the Academy's initial budget in the form presented by Mr. Yousif.

Approval of ESP Services Agreement

Mr. Yousif reviewed the proposed Services Agreement between the Academy and Kalasho, which had been previously provided to the Board along with the Board Materials. Mr. Adolf elaborated on the relationship.

Upon a motion made by Ms. Kouza and seconded by Mr. Alosachie, the Attending Members unanimously approved the following resolutions:

WHEREAS, KEYS Grace Academy, a Michigan non-profit corporation (the “Academy”), desires to enter into a Services Agreement (the “Agreement”) with Kalasho Empowerment of Young Scholars LLC, a Michigan limited liability company (the “Provider”); and

WHEREAS, a draft of the Agreement has been presented to the Board of Directors of the Academy (the “Board”); and

WHEREAS, the Board has determined that it would be in the Academy’s best interests for it to enter into the Agreement, as finally completed in accordance with these resolutions.

RESOLVED, that the Academy is authorized, empowered and directed to prepare, negotiate, modify, enter into, execute and deliver, and to perform all of its duties and obligations under, the Agreement, as finally completed in accordance with these resolutions.

RESOLVED, FURTHER, that whoever is then serving as the president of the Academy (the “President”) is authorized, empowered and directed, acting alone, and for and on behalf of the Academy, to prepare, negotiate, modify and finalize the Agreement, all on such terms and conditions as he or she deems appropriate in his or her sole and absolute discretion, and to thereafter enter into, execute and deliver, and to perform all of the Academy’s duties and obligations under, the Agreement (with the President’s execution of the Agreement constituting his or her acknowledgment that the terms and conditions of the Agreement are satisfactory to him or her).

RESOLVED, FURTHER, that the President is further authorized, empowered and directed, for and on behalf of the Academy, to negotiate, prepare, modify, execute and deliver any and all documents, instruments and papers, and to do and perform any and all acts and deeds, which are or become necessary, proper, convenient or desirable to carry out the intent or purpose of the foregoing resolutions, all on such terms and subject to such conditions as her or she deems necessary, proper, convenient or desirable in his or her sole and absolute discretion.

Approval of Staff Responsibilities and Qualifications

Mr. Yousif provided the Attending Members with a document setting forth the proposed responsibilities and qualifications of the Academy’s faculty and staff, which were largely based upon State of Michigan requirements. Mr. Yousif explained that the Academy would rely upon the MDPS for certain services, including special education, which term is more encompassing than one might expect, as there are numerous compliance issues related to that aspect of public education. Upon a motion made by Ms. Anoni and seconded by Mr. Alosachie, the Attending

Members unanimously approved the proposed responsibilities and qualifications of the Academy's faculty and staff.

Approval of School Calendar

Mr. Yousif provided the Attending Members with the proposed calendars for the Academy's initial academic year, which are compliant with state law, both in terms of the number of school days and the number of classroom hours. There are two calendars, one for the elementary and middle schools, and one for the high school. Upon a motion made by Mr. Alosachie and seconded by Mr. Kattola, the Attending Members unanimously approved the two calendars.

Approval of Admissions Policy

Mr. Yousif provided the Attending Members which a proposed admissions policy for the Academy, and explained that it is based on state guidelines. Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously approved the policy.

Approval of Procurement Policy

Mr. Yousif provided the Attending Members which a proposed procurement policy for the Academy. Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously approved the policy.

Regular Meeting Schedule

Upon a motion made by Mr. Kattola and seconded by Ms. Anoni, the Attending Members unanimously agreed that regular meetings of the Board will be held on a monthly basis, on the last Thursday of each month, beginning at 6:00 p.m. The first such meeting will take place on July 30, 2015. All regular meetings will be held in the media room of the Academy, located at 27321 Hampden Street, Madison Heights, Michigan.

Approval of Organizational Structure

Mr. Yousif provided the Attending Members which an organizational chart for the Academy. He also elaborated on the relationship between the Academy and the educational service provider, and explained that all of the Academy's faculty and staff will technically be employed by the Kalasho. However, by law, the Academy must make all final hiring decisions, after receiving the appropriate background checks. Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously approved the organizational chart.

Designation of Principal Office and Place and Person for Posting of Notices

Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously designated (i) 27321 Hampden Street, Madison Heights, Michigan, as the Academy's initial principal office; (ii) the same location as the initial place for the posting of all notices

required by the Open Meetings Act; and (iii) Mr. Yousif as the person who initially will be responsible for posting all such notices.

Designation of Person to Maintain Compliance Reporting and Freedom of Information Act Coordinator

Mr. Kattola volunteered to be both the person who will be responsible for maintaining compliance reporting and the Freedom of Information Act Coordinator. The Attending Members unanimously confirmed Mr. Kattola to both positions.

Designation of Chief Administrative Officer

The Attending Members unanimously approved the designation of Mr. Yousif as the Academy's initial Chief Administrative Officer.

Identification of Newspaper of Record

Upon a motion made by Mr. Kattola and seconded by Mr. Alosachie, the Attending Members unanimously designated Madison-Park News, a publication of C & G Newspapers, as the initial newspaper of record for the Academy.

Selection of Professional Service Providers

Upon a motion made by Mr. Kattola and seconded by Ms. Anoni, the Attending Members unanimously ratified and approved the selection and retention of Derek S. Adolf of Dean & Fulkerson, P.C. and Michael Randel of Randel, Frank & Schwartzman CPA PLLC, as the Academy's legal counsel and accounting firm, respectively.

The Board did not select an auditor for the Academy, and tabled that decision for a subsequent meeting.

Designation of Board Liaison

Mr. Kattola volunteered to be the Board's initial liaison with the MDPS. The Attending Members unanimously confirmed Mr. Kattola to that position.

Designation of Depository for State School Aid Funds and Account Signatory

Upon a motion made by Mr. Alosachie and seconded by Ms. Anoni, the Attending Members unanimously authorized Mr. Kattola, in his position as the Academy's President, to select a depository or depositories for the school aid funds the Academy will receive from the State of Michigan, and to open one or more accounts with such depository or depositories. The Attending Members, by a unanimous vote, further resolved that the Academy's President and its Treasurer should be authorized signatories on all accounts.

Designation of Office of Civil Rights Representative, Title IX Representative and Homeless Children and Youth Liaison

By a unanimous vote, the Attending Members approved the following position designations for the Academy:

Farah Anoni	Civil Rights Representative
Ramy Alosachie	Title IX Representative
Mae Kouza	Homeless Children and Youth Liaison

Information Items

All necessary information and reports had already been conveyed to the Board, during earlier portions of the meeting. There was nothing further to report.

Extended Public Comment

During the course of the meeting, two members of the general public had arrived. Neither indicated a desire to make any comments.

Comments from the Board

None of the Attending Members had any comments that had not already been expressed.

Confirmation of Next Meeting and Adjournment

As indicated earlier in the meeting, the first regular meeting of the Board will take place on Thursday, July 30, 2015, beginning at 6:00 p.m., in the same location.

There being no further business to discuss, Mr. Kattola moved to adjourn the meeting. Ms. Anoni seconded that motion, which the Attending Members unanimously approved.

Mr. Kattola adjourned the meeting at approximately 7:46 p.m.

Respectfully submitted,

Derek S. Adolf,
Temporary Recording Secretary

Attest:

Christopher Kattola,
President

Farah Anoni,
Secretary