

**INTERNATIONAL EDUCATION AND COMMUNITY INITIATIVES  
D/B/A ONE BRIGHT RAY, INCORPORATED**

**Minutes of a Meeting  
of the Board of Directors  
Held September 28, 2022**

A meeting of the Board of Directors (the “Board”) of International Education and Community Initiatives, d/b/a One Bright Ray, Incorporated, a Pennsylvania non-profit corporation (“OBR”), was held at the offices of Community Academy of Philadelphia, and via videoconference, on Wednesday, September 28, 2022. The following Board members were present (in-person or via videoconference) at the meeting: Joseph H. Proietta, M.Ed., President and Founder; Alberta P. O’Brien, EdD; Cassandra McLaughlin, MS (who joined the meeting after it was called to order); Lauren Nelson, MA; Ludmiladia Gomez, BA; and Érica Méndez, BS. Also present at the meeting were Marcus A. Delgado, Chief Executive Officer and Secretary; Anna Duvivier, Chief Operating Officer; Joycet Velasquez, Chief Academic Officer; Frances Velazquez, Director of Financial Services; Michael Whisman, accountant with Charter Choices, Inc.; and Maria Granholm, Esq., of Duane Morris LLP, legal counsel.

Mr. Proietta served as Chair of the meeting and, having met a quorum, called the meeting to order at 3:05 p.m.

As the first order of business, Mr. Proietta called for a review of the minutes from the meeting of the Board held on June 15, 2022. The Board reviewed the minutes. Thereafter, upon a motion that was duly made and seconded, the minutes of the Board from the meeting held on June 15, 2022 were unanimously approved by the Board members then present at the meeting.

Second, Mr. Proietta requested a financial update. Mr. Whisman reviewed with the Board the **attached** unaudited financial statements for the two (2)-month period ended August 31, 2022 (the “Financial Statements”). Mr. Whisman first reviewed OBR’s summary balance sheet with the Board, noting that OBR’s cash position increased from \$1,446,272 (unaudited) at June 30, 2022 to \$2,432,692 at August 31, 2022 and OBR’s receivables decreased from \$2,727,809 at June 30, 2022 to \$3,874 at August 31, 2022, in each case due to the collection of receivables from the School District of Philadelphia (the “School District”).

Mr. Whisman next reviewed with the Board the summary income statement included with the Financial Statements. Mr. Whisman noted that OBR CHS’ expenditures for salaries and benefits were under budget year-to-date, and explained that such variance is typical for OBR at this time of year. Mr. Whisman also pointed out the \$1,718,694 OBR CHS deficit and explained that such deficit is a function of when OBR CHS records revenue and a delay in the advance payment typically paid by the School District. Mr. Delgado advised that OBR expects such advance payment to be received in October and Ms. Velazquez confirmed that OBR has sufficient cash flow to cover expenditures in the meantime. Mr. Whisman also provided an update regarding OBR’s 2021-2022 audit report. He noted that OBR’s independent auditors should provide a draft audit report in October for review. The Board inquired whether under-enrollment at OBR’s Strawberry Mansion campus has impacted the Financial Statements this fiscal year. Mr. Delgado explained that the School District’s prior waiver as to under-enrollment at the Strawberry Mansion campus will continue into November, and thus, the Financial

Statements have not yet been impacted. Mr. Delgado noted that if enrollment remains low, there could be adverse financial impacts – namely decreased revenue – for such campus beginning in November or December and that OBR is analyzing, and exploring methods of mitigating, the potential adverse financial impacts. A discussion ensued regarding the Strawberry Mansion campus, including the reasons for low enrollment, the financial viability of such campus and potential ways to mitigate the impact of continued under-enrollment. Ms. McLaughlin joined the meeting following such discussion.

Third, Mr. Delgado provided the Board with various updates with respect to OBR. First, Mr. Delgado reviewed with the Board the attached 2022-2023 Board Meeting Tentative Schedule. Following review of the tentative Board meeting schedule, upon a motion duly made and seconded, the Board unanimously approved the schedule. Next, Mr. Delgado provided updates regarding staffing at the OBR campuses, including updates regarding the new principals at OBR's Fairhill and Elmwood campuses. Mr. Delgado reported that he is currently serving as interim principal at the Strawberry Mansion campus, at least until November, as OBR continues to evaluate the future of such campus and how to mitigate the financial impact of continued low enrollment. Next, Mr. Delgado re-visited the topic of enrollment at the Strawberry Mansion campus and the challenges OBR has faced in that regard as well as the upcoming expiration of the School District's waiver as to under-enrollment. Mr. Delgado reported that OBR is contracted to have 150 students enrolled at the Strawberry Mansion campus and currently only has approximately 70 students enrolled there, and that he is scheduled to meet with the School District on Friday to discuss enrollment challenges, and OBR's options related thereto, and would report back to the Board. The Board and OBR management discussed the pros and cons of maintaining the Strawberry Mansion campus. Mr. Delgado next provided enrollment updates for OBR's other campuses. Mr. Delgado explained that he expects enrollment to slow generally this year given that the School District still has not resumed its pre-COVID-19 pandemic practice of leveling students, which was historically followed by the School District's release of over-age and/or under-credit students.

Fourth, Mrs. Velasquez provided several OBR CHS updates. First, Mrs. Velasquez discussed the Keystone Pathways requirements, the impact of such requirements on OBR CHS and its students and the ways in which OBR CHS is addressing such requirements and creating pathways and opportunities for its students to graduate. Mr. Delgado noted that OBR CHS will be the first school in Pennsylvania to graduate students that would be subject to the Keystone Pathways requirements; however, the School District has agreed to waive such requirements for OBR CHS' graduates in November and March; however, such requirements will be in effect for OBR CHS graduates beginning in June – at which time the School District expects to have more clear parameters and alternatives in place with respect to such requirements. Mrs. Velasquez next discussed the upcoming Module 1 graduates, including projected number of graduates. Mrs. Velasquez also provided updates regarding upcoming events, such as the senior trip in October, for which the seniors are very excited.

Fifth, Mr. Proietta asked whether there was any new business to come before the Board.

Mr. Delgado re-introduced the topic of establishing an OBR financial committee to review and discuss financial statements and other financial matters in detail, in advance of regular OBR Board meetings, and to report any material findings, discussions or suggestions to

the Board during its regular Board meetings. The Board expressed an openness to establishing such a committee so long as there would be sufficient Board participation. Mr. Proietta invited Board members to email him if they would be willing to serve on and/or chair such committee.

Next, Mr. Proietta reported that draft employment agreements for OBR's CEO, COO and CAO were prepared by OBR's legal counsel and circulated in advance of the Board meeting, but there are ongoing discussions regarding the terms of such agreements. Accordingly, following a brief discussion of such agreements, the Board agreed to table the review and approval of such agreements until the next Board meeting.

Next, Mr. Delgado presented the attached policy, OBR-103 Employment of Relatives/Family Members for review and discussion. Mr. Proietta noted that the policy is a proposed new policy of OBR, which was reviewed by OBR's legal counsel. Following review of such proposed policy and a brief discussion by the Board, upon a motion duly made and seconded, the Board unanimously approved the new policy and directed that it be added to OBR's employee handbook. Mr. Proietta noted that Ms. Velazquez provided a list of OBR employees with relatives who are also OBR employees and it was confirmed that there are no current conflicts with the new policy, but that compliance would need to be monitored in connection with new hires and internal promotions.

Mr. Delgado next announced that Mrs. Velasquez will be retiring at the end of the year. Mr. Delgado and the Board acknowledged and thanked Mrs. Velasquez for her many years of exceptional service with OBR, and further acknowledged that Mrs. Velasquez's retirement would leave big shoes to fill. Mr. Delgado reported that he and Mrs. Velasquez have been discussing succession and transition matters and creating a plan to ensure as smooth a transition as possible.

Finally, there being no further new business to come before the Board, Mr. Proietta noted that the next Board meeting was scheduled to be held by videoconference on Wednesday, November 30, 2022, at 3:00 p.m. Then, upon a motion duly made, seconded and unanimously approved, the meeting was adjourned at 3:43 p.m.