

Artisan's Asylum, Inc.

**Minutes of a
Special Meeting of the Board
August 17, 2021**

Attendance

Board Directors in Attendance:

1. Thomas Cole (co-Chair)
2. Ariel Matisse (co-Chair)
3. Scott N. Miller
4. Nettrice Gaskins
5. Steve Derezinski
6. Morgan Pierson
7. Nicolas Warren
8. Romaine Waite

Board Directors Absent:

1. Sapna Tyagi
2. Pamela Rosario Perez
3. Ebbe Dahlor

Non-Directors in Attendance:

1. Lars Hasselblad Torres, Executive Director/CEO
2. Scott Seger, McCarter & English, LLP, outside counsel

A special meeting of the Board of Directors (the "Board") of Artisan's Asylum, Inc. ("Artisans" or the "Corporation") was held via Zoom on August 17, 2021. Tom Cole took a role call and all of the directors of the Board were present except for Sapna Tyagi, Pamela Rosario Perez and Ebbe Dahlor. The meeting was then called to order at 5:06 p.m. EST.

Secretary Election

The first order of business was the election of the Secretary position, which Ariel Matisse sought to resign from in light of her recent appointment as a co-Chair of the Board. Scott N. Miller was subsequently nominated for the position. Tom Cole presented the following resolutions:

RESOLVED, that Scott N. Miller is hereby elected Clerk/Secretary of the Corporation, in connection with Ariel Matisse's resignation from the same position which is hereby acknowledged, to serve until the next Annual Meeting of the Board of Directors and until his successor is elected and qualified, or until his earlier resignation or removal.

RESOLVED, that each officer of the Corporation is authorized and empowered to take any and all actions he or she may deem necessary and advisable to effect the foregoing action approved at this meeting of the Board.

Tom Cole motioned to approve the resolutions and the resolutions were unanimously approved.

Annual Meeting

The Board then discussed dates for holding the Annual Meeting of the Members of Artisans, and Tom Cole presented the following resolution:

RESOLVED, that the Annual Meeting of the Members of the Corporation is hereby scheduled to be held on September 23, 2021.

Tom Cole motioned to approve the resolution and the resolution was unanimously approved. The Executive Director stated that he would work to send notice of the Annual Meeting to the members with the member-elected Directors.

Executive Director Update

The next order of business was an update from the Executive Director, at which point Romaine Waite joined the meeting. The Executive Director began by describing an opportunity to the Board to submit an RFP for and then, if selected, enter into a contract with Somerville FabVille for \$70,000. Somerville FabVille is a community space granting access to residents to help them learn specialized skills to prepare for jobs in the innovation economy. Tom Cole presented the following resolution:

RESOLVED, that the Executive Director is authorized to submit an RFP and, if selected, enter into a contract with Somerville FabVille on behalf of the Corporation on terms substantially similar to those presented to the Board.

Tom Cole motioned to approve the resolution and the resolution was unanimously approved except for Steve Derezinski who abstained.

The Executive Director then presented to the Board an opportunity to apply for a \$25,000 zero interest forgivable loan from the city of Somerville's Small Business COVID-19 Relief Fund, which would be used to pay back accrued working capital expenses. Tom Cole presented the following resolution:

RESOLVED, that the Executive Director is authorized to submit an application for a \$25,000 zero interest forgivable loan with the city of Somerville's Small Business COVID-19 Relief Fund, on substantially the terms presented to the Board.

Tom Cole motioned to approve the resolution and the resolution was unanimously approved.

Executive Session

The regular portion of the Board meeting was then adjourned at 5:18 p.m. EST. The Executive Director left the meeting and the Board entered into an Executive Session, at which point Nicolas Warrant joined the meeting. Tom Cole later motioned to adjourn the executive session at 5:28 p.m. EST and as there were no objections the meeting was adjourned.

A true record:

/s/ Scott Seger
Scott Seger, Secretary *pro tem*