

MINUTES OF THE ANNUAL MEETING OF
THE BOARD OF TRUSTEES OF
THE NEIGHBORHOOD CHARTER SCHOOL OF HARLEM

January 25, 2017

A regularly scheduled meeting of the Board of Trustees (the “Board”) of The Neighborhood Charter School of Harlem (the “School”), was held at 132 West 124th Street, New York, New York on December 7, 2016 beginning at 6:00 p.m. local time pursuant to notice duly given.

The following Trustees were present: Derek Fleming, Brian Hamilton, Jefferson Hughes, Justena Kavanagh, Ruth Meyler, Allison Mayne Peters, Andrew Popper, Arthur Sadoff, Cliff Schneider and Patricia Soussloff.

Head of School Brett Gallini, Director of Operations Sherita Smith, Assistant Principals Michael Renda and Deyvis Salazar, and Director of Special Education Lindsay Mattingly were also present. Visitors included David Frank, Executive Director of the NYSED Charter Office, and several leaders of recently chartered schools.

Adam Rashid was absent with prior notice.

Gail Brousal was absent without prior notice.

Ruth Meyler presided as Chair of the meeting and Patricia Soussloff recorded the minutes as Secretary. Ms. Meyler called the meeting to order at 6:05 p.m.

Welcome and President’s Report. Ms. Meyler welcomed the Board and staff, introduced David Frank, and invited the other visitors to introduce themselves.

Public Comment. No requests for public comment were received.

Approval of Minutes. Ms. Soussloff asked for a motion to approve the minutes of the December 7, 2016 meeting, circulated in advance of the meeting. The motion was made, seconded and unanimously approved.

NYSED Charter Office. Mr. Frank expressed his pleasure that the School is considering replicating, updated the Board on the number of charters remaining and provided suggestions for community outreach.

Update on Replication. Ms. Meyler and Mr. Gallini updated the board on plans and steps for starting a second school, including application deadlines, real estate and community outreach. Ms. Meyler reminded the Board that, as part of the application for a new charter, all Trustees must provide a copy of their transcript or diploma from the last school attended or a letter explaining why they are unable to obtain it.

Update on St. Nicholas Avenue Building. Ms. Soussloff updated the Board on the progress of the St. Nicholas project. In preparation for the approaching bank closing she asked for a motion to authorize the transfer of funds required to satisfy the School's "Construction Contribution" under the terms of the lease for 691 St. Nicholas. A motion in the form of Exhibit A was made, seconded and unanimously approved.

Finance Committee Report. Ms. Smith presented the monthly financial report, including reporting the School's cash position and upcoming expenses for the construction contribution and tenant improvements under the St. Nicholas lease.

Presentation on the ASD Program. Mr. Mattingly gave a presentation on the School's ASD Program.

Adjournment. There being no further business to come before the Board the meeting was adjourned at 7:30 pm.

Respectfully submitted,

Patricia Soussloff, Secretary

I, Patricia Soussloff, the duly qualified Secretary of The Neighborhood Charter School of Harlem, a New York education corporation, do hereby certify that I prepared these Minutes, and that the above is a true and complete copy of the Minutes of the meeting of the Board of Trustees of the said corporation held on January 25, 2017.

Dated: 2017

EXHIBIT A
RESOLUTION CONCERNING TENANT'S CONSTRUCTION CONTRIBUTION

WHEREAS: Neighborhood Charter School of Harlem (NCSH) has entered into a Lease dated December 25th 2013 with 691 St Nicholas JV LLC (Landlord) for the construction and lease of a facility at 691 St Nicholas Avenue, New York (the Building); and

WHEREAS, under the said Lease, as amended, NCSH has agreed to pay a Tenant's Construction Contribution in the amount of \$1 million (one million dollars) to Landlord's lender Deutsche Bank, to be held and disbursed as set forth in the said Lease, as amended; and

WHEREAS, NCSH has paid \$200,000 (two hundred thousand dollars) of the said Tenant's Construction Contribution, leaving a balance of \$800,000 (eight

hundred thousand dollars) which balance is due to be paid upon closing of the Landlord's loan, which is expected to take place shortly:

NOW IT IS HEREBY RESOLVED: that Adam Rashid, the Treasurer of NCSH is hereby authorized to take any action and to execute any document that is necessary to arrange for the transfer of the Tenant's Construction Contribution to Deutsche Bank and that any other authorized signatory on any of NCSH's bank accounts is similarly authorized to execute any such document at the request of Mr Rashid.