

Neighborhood Charter School: Harlem  
**Minutes of the Meeting of the Board Trustees**  
December 13, 2017

A regularly scheduled meeting of the Board of Trustees (the “Board”) of Neighborhood Charter School: Harlem (the “School”) was held on Wednesday, December 13, 2017 at 132 West 124<sup>th</sup> Street, New York, NY. The meeting was called to order at 6:00 PM.

**Trustees Present in Person:**

Gail Brousal  
Derek Fleming  
Jefferson Hughes  
Everardo Jefferson  
Justena Kavanagh  
Starr Peoples  
Andrew Popper  
Cliff Schneider  
Patricia Soussloff  
Adam Rashid

**Trustees Absent (with prior notice):**

Brian Hamilton  
Ruth Meyler  
Arthur Sadoff

**Others in Attendance:**

Amanda Bowman  
Brett Gallini  
Stephen Powers (Transwestern)  
Sherita Smith

*Ten (10) of the thirteen (13) trustees were in attendance in person and present throughout the meeting, which constituted a quorum for the transaction of business at the meeting.*

1. Welcome and Public Comment

Ms. Soussloff began the meeting and invited public comment. No comments were received.

2. Approval of Minutes

A motion was made by PS and seconded by JH to approve the minutes from the November 15, 2017 Board meeting and was unanimously approved.

### 3. Approval of NCS-B Planning Year

With the Neighborhood Charter School-Bronx eligible to begin operations in the fall of 2018, it has been the leadership team and the Board's intention- which is in the best interest of the School- to elect to take a planning year (the "Planning Year") and open to students in the fall of 2019 to provide opportunity to secure real estate, hire staff and recruit students. A motion was made by CS and seconded by AR to approve the Planning Year and was unanimously approved.

### 4. Facilities Update- Harlem

Mr. Gallini and Ms. Smith provided updates on the 124<sup>th</sup> Street and NW campus locations with respect to maintenance and construction needs. A discussion ensued regarding the need to extend the leases at these locations for another year and possibly seek co-located space to accommodate an additional while the 691 St. Nicholas facility is completed. Trustees and School leadership also discussed the feasibility of a mid-year move if 691 St. Nicholas is completed after the start of the 2018-19 school year. A motion was made by JH and seconded by GB to a) renew the 124<sup>th</sup> Street and NW Campus leases for an additional year; and b) if 691 St. Nicholas is not ready by July 31, 2018, then the School will not take possession until July 1, 2019 (which the developer has previously agreed to). The motion was unanimously approved.

### 5. Facilities Update- the Bronx

Mr. Gallini, Ms. Smith and Stephen Powers from Transwestern presented on the Civic Builders-411 Wales proposed facility and a status update on the negotiation of lease terms and engagement of legal counsel with charter school real estate experience. A discussion ensued. A motion was made by DF and seconded by CS to approve the term sheet for 411 Wales and was unanimously approved. A motion was made by DF and seconded by SP to engage Cole Schotz, P.C. as the School's legal counsel for the 411 Wales lease and the motion was unanimously approved. With the main business terms of the 411 Wales transactions approved by the Board and with minor modifications still required to be negotiated in the lease, it was suggested that the Board designate certain individuals to work with the School's legal counsel to finalize the lease. JK and JH moved to appoint Ms. Soussloff and Mr. Schneider to work with legal counsel and School leadership to complete the lease and the motion was unanimously approved.

### 6. Adjournment

There being no further business, CS moved to adjourn and AR seconded a motion to adjourn the meeting which was unanimously approved. The meeting was adjourned at 7:32 pm.

Respectfully submitted,

A handwritten signature in dark red ink, appearing to read "Cliff Schneider". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

I, Cliff Schneider, the duly qualified Secretary of Neighborhood Charter School: 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 December 13, 2017.

Dated: January 24, 2018