

# Minutes

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*Meeting of the Board of Trustees  
Gray Elementary School  
74 West 124<sup>th</sup> Street, New York  
December 7, 2023*

A meeting of the Board of Trustees of Harlem Village Academy West Charter School and Harlem Village Academy East Charter School was held on December 7, 2023. In attendance were board members Dr. Deborah Kenny, Daniel Pianko, Ronald Sernau and David Zwiebel. Board members Aria Gee and Erica Newman attended via Zoom. Joe Keeney, Chuck Klein and Bob Ollwerther from Harlem Village Academies were also in attendance.

The meeting was called to order by Mr. Zwiebel who confirmed that the meetings of both charters would run concurrently.

The minutes from the June 23, 2023 board meeting were distributed and Mr. Sernau made a motion to approve the minutes, which was seconded by Mr. Zwiebel and approved unanimously.

Dr. Kenny presented student test scores released by the State of New York and noted the excellent performance of HVA students at all schools. She also commended the HVA teachers and staff and discussed strategies used to sustain student performance. Dr. Kenny concluded her review with HVA High statistics illustrating the continued high level of academic performance.

Mr. Klein reviewed the financials by school and by charter entity for the year ended June 30, 2023. HVA West had cash of \$1.6 MM, a current ratio of .8 and a total retained surplus of \$2.1MM and HVA East had cash of \$2.2 MM, a current ratio of 2.8 and a total retained surplus of \$3.3MM.

Mr. Klein then reviewed the financials by school and by charter entity for the four months ended October 30, 2023. HVA West had cash of \$3.1 MM, a current ratio of 1.1 and a total retained surplus of \$2.0MM and HVA East had cash of \$3.9 MM, a current ratio of 1.6 and a total retained surplus of \$2.9MM.

Mr. Klein discussed a Resolution to amend the recently approved Memorandum of Understanding (“MOU”). The resolution adds Federal revenues received into the revenue formula for calculation purposes, thus, conforming the legal documentation to actual practice. Mr. Zwiebel made a motion to approve the MOU resolution, which was seconded by Mr. Pianko and approved unanimously.

Mr. Zwiebel made a motion to adjourn the meeting and Mr. Sernau seconded the motion, which was approved unanimously, and the meeting was adjourned.

## **SPECIAL MEETING MINUTES**

### **Harlem Village Academy West Charter School**

Special Meeting of the Board of Trustees

December 7, 2023, 4:00 P.M.

74 West 124 St., New York, NY 10027

Zoom: <https://harlemvillage-org.zoom.us/meeting/register/tJUqdemvqTMpHNGpoeifFvQ2u1rerHgrbNAo>

A special meeting of the Harlem Village Academy West Charter School Board of Trustees was held at 4:00 P.M. on December 7, 2023 at 74 West 124<sup>th</sup> Street, New York, NY 10027. A quorum was present with the following members in attendance:

Dr. Deborah Kenny, Daniel Pianko, Ronald Sernau and David Zwiebel attended the meeting in person and Aria Gee and Erica Newman attended the meeting via Zoom.

Dr. Andrew August was not in attendance.

### **Call to Order**

David Zwiebel called the meeting to order at 4:24 PM.

### **Board Business**

Ronald Sernau, Esq. was appointed Acting Secretary for the Special Meeting.

The Harlem Village Academy West Charter School Board of Trustees approved the merger and adopted the attached resolutions.

Moved: David Zwiebel

Seconded: Daniel Pianko

The resolution passed unanimously.

The meeting was adjourned at 4:32 PM by David Zwiebel.

**Minutes taken by** Robert Ollwerther, Senior Adviser to Harlem Village Academies.

## RESOLUTIONS

### SPECIAL MEETING OF THE BOARD OF TRUSTEES OF HARLEM VILLAGE ACADEMY WEST CHARTER SCHOOL

DECEMBER 7, 2023

#### APPROVAL OF MERGER

**WHEREAS**, the Board of Trustees of Harlem Village Academy West Charter School (“HVA West”) wishes to enter into an Agreement and Plan of Merger (the “Agreement and Plan of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit A**, by and between HVA West and Harlem Village Academy East Charter School (“HVA East”), each a not-for-profit education corporation duly organized under the laws of the State of New York, pursuant to which, on the terms and subject to the conditions set forth in the Agreement and Plan of Merger, (A) HVA East would merge with and into HVA West, and HVA West would continue as the surviving New York not-for-profit education corporation to be renamed “Harlem Village Academies Charter Schools” (the “Merger”); and (B) effective as of the date of the Merger, HVA West would have the authority to operate three (3) charter schools, Harlem Village Academy West Charter School, to be renamed “Harlem Village Academy North Charter School”, Harlem Village Academy West 2 Charter School, to be renamed “Harlem Village Academy West Charter School”, and Harlem Village Academy East Charter School (which shall not be renamed in connection with the Merger);

**WHEREAS**, the Board of Trustees further wishes to submit a Certificate of Merger (the “Certificate of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit B**, to its authorizer, the Charter School Institute acting on behalf of the Board of Trustees of The State University of New York (“SUNY”);

**WHEREAS**, the Board of Trustees is familiar with the 2010 amendment to Section 2853 of the Charter Schools Act of 1998, authorizing an education corporation to operate more than one school or house any grade at more than one site, thereby allowing education corporations to merge, and is also aware of the benefits and efficiencies that may result from a merger of the three education corporations, such as common governance, common oversight and handling of finances, and shared educational programming and resources;

**WHEREAS**, the Board of Trustees has sought advice SUNY, professionals and advisors, and has discussed the potential benefits of merging the three education corporations and the likelihood of achieving such benefits, as well as the costs and risks of undertaking and completing such a merger;

**WHEREAS**, having taken into account such advice and engaged in deliberations, the Board of Trustees has determined that the Merger and the Agreement and Plan of Merger and the transactions contemplated thereby will further HVA West’s purposes and improve educational opportunities for students at HVA West and are in the best interests of, and advisable to, HVA West;

**WHEREAS**, the Board of Trustees has considered all relevant issues at a specially and separately called and held open meeting of the Board of Trustees, of which notice was given to every trustee of HVA West, whether entitled to vote or able to attend, as well as a copy of the Agreement and Plan of Merger and related documents;

**WHEREAS**, the Board of Trustees has complied with the requirements of all applicable laws; and

**WHEREAS**, the resolutions below shall pass only by the affirmative vote of not less than three-fourths of the whole number of Trustees sitting on the Board of Trustees at this time;

**NOW, THEREFORE, BE IT RESOLVED**, that after thorough consideration of all relevant issues, including, without limitation, the benefits, risks and effects of the Merger on HVA West and its community, the Agreement and Plan of Merger, the Certificate of Merger and the transactions contemplated thereby are hereby authorized, approved and adopted in all respects, and are determined to be fair to and in the best interests of HVA West and also declared advisable in accordance with the applicable sections of the New York Not-for-Profit Corporation Law and the New York Education Law, and the Board of Trustees hereby requests that SUNY approve the same.

**RESOLVED FURTHER**, that the officers and trustees of HVA West be, and each of them hereby is, individually or together, authorized and directed, in the name and on behalf of HVA West, to execute, file, and deliver the Agreement and Plan of Merger and the Certificate of Merger, in substantially the forms presented to the Board of Trustees, with such changes or amendments thereto as such officer or trustee deems necessary or appropriate, with such approval to be conclusively evidenced by the execution and delivery thereof by such officer or trustee.

**RESOLVED FURTHER**, that the officers and trustees of HVA West be, and each of them hereby is, individually or together, authorized and directed, in the name and on behalf of HVA West, to take any and all actions needed to prepare and file any and all necessary or appropriate notices, applications, or other forms or certificates and to execute any and all documents, agreements, certificates, notices, applications and instruments deemed necessary or appropriate in order to effect the Merger and consummate the transactions contemplated by the Agreement and Plan of Merger.

**RESOLVED FURTHER**, that the taking of any of the foregoing actions and the execution and delivery of such merger applications, documents, agreements, certificates and instruments by any trustee or officer of HVA West shall be conclusive evidence that such actions or documents, agreements, certificates and instruments were necessary or appropriate, and the same hereby are approved in all respects.

**RESOLVED FURTHER**, that any officer or trustee of HVA West be, and each of them individually hereby is, authorized to appoint any person as agent of HVA West to do and carry out any or all of those actions and activities as are permitted to be done and carried out by such officer or trustee in connection with the execution and delivery of the documents necessary to

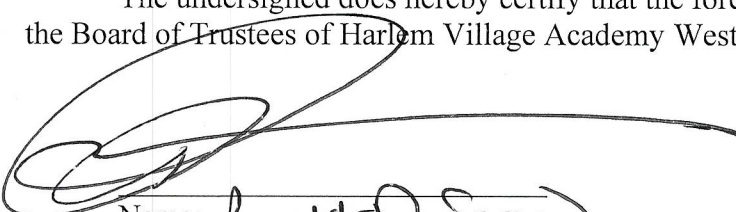
fully carry out the foregoing resolutions and the purposes and intent thereof, and the same hereby are approved in all respects.

**RESOLVED FURTHER**, that any acts of HVA West and of any person or persons appointed and authorized to act on behalf of HVA West, which acts would have been authorized by these resolutions except that such acts were taken prior to the adoption of such resolutions, be, and they hereby are, severally ratified, confirmed, approved and adopted as acts in the name and on behalf of HVA West.

**RESOLVED FURTHER**, that, by approval of these Resolutions, each member of the Board of Trustees now present hereby waives all deficiencies of notice, if any, for the meeting at which these Resolutions were considered.

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The undersigned does hereby certify that the foregoing resolutions were duly adopted by the Board of Trustees of Harlem Village Academy West Charter School on December 7, 2023.



Name: Ronald D. Serna  
Title: Secretary of the Board of Trustees

## **SPECIAL MEETING MINUTES**

### **Harlem Village Academy East Charter School**

Special Meeting of the Board of Trustees

December 7, 2023, 4:00 P.M.

74 West 124 St., New York, NY 10027

Zoom: <https://harlemvillage-org.zoom.us/meeting/register/tJUqdemvqTMpHNGpoeifFvQ2u1rerHgrbNAo>

A special meeting of the Harlem Village Academy East Charter School Board of Trustees was held at 4:00 P.M. on December 7, 2023 at 74 West 124<sup>th</sup> Street, New York, NY 10027. A quorum was present with the following members in attendance:

Dr. Deborah Kenny, Daniel Pianko, Ronald Sernau and David Zwiebel attended the meeting in person and Aria Gee and Erica Newman attended the meeting via Zoom.

Dr. Andrew August was not in attendance.

### **Call to Order**

David Zwiebel called the meeting to order at 4:15 PM.

### **Board Business**

Ronald Sernau, Esq. was appointed Acting Secretary for the Special Meeting.

The Harlem Village Academy East Charter School Board of Trustees approved the merger and adopted the attached resolutions.

Moved: David Zwiebel

Seconded: Ronald Sernau

The resolution passed unanimously.

The meeting was adjourned at 4:23 PM by David Zwiebel.

**Minutes taken by** Robert Ollwerther, Senior Adviser to Harlem Village Academies.

## RESOLUTIONS

### SPECIAL MEETING OF THE BOARD OF TRUSTEES OF HARLEM VILLAGE ACADEMY EAST CHARTER SCHOOL

DECEMBER 7, 2023

#### APPROVAL OF MERGER

**WHEREAS**, the Board of Trustees of Harlem Village Academy East Charter School (“HVA East”) wishes to enter into an Agreement and Plan of Merger (the “Agreement and Plan of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit A**, by and between HVA East and Harlem Village Academy West Charter School (“HVA West”), each a not-for-profit education corporation duly organized under the laws of the State of New York, pursuant to which, on the terms and subject to the conditions set forth in the Agreement and Plan of Merger, (A) HVA East would merge with and into HVA West, and HVA West would continue as the surviving New York not-for-profit education corporation to be renamed “Harlem Village Academies Charter Schools” (the “Merger”); and (B) effective as of the date of the Merger, HVA West would have the authority to operate three (3) charter schools, Harlem Village Academy West Charter School, to be renamed “Harlem Village Academy North Charter School”, Harlem Village Academy West 2 Charter School, to be renamed “Harlem Village Academy West Charter School”, and Harlem Village Academy East Charter School (which shall not be renamed in connection with the Merger);

**WHEREAS**, the Board of Trustees further wishes to submit a Certificate of Merger (the “Certificate of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit B**, to its authorizer, the Charter School Institute acting on behalf of the Board of Trustees of The State University of New York (“SUNY”);

**WHEREAS**, the Board of Trustees is familiar with the 2010 amendment to Section 2853 of the Charter Schools Act of 1998, authorizing an education corporation to operate more than one school or house any grade at more than one site, thereby allowing education corporations to merge, and is also aware of the benefits and efficiencies that may result from a merger of the three education corporations, such as common governance, common oversight and handling of finances, and shared educational programming and resources;

**WHEREAS**, the Board of Trustees has sought advice SUNY, professionals and advisors, and has discussed the potential benefits of merging the three education corporations and the likelihood of achieving such benefits, as well as the costs and risks of undertaking and completing such a merger;

**WHEREAS**, having taken into account such advice and engaged in deliberations, the Board of Trustees has determined that the Merger and the Agreement and Plan of Merger and the transactions contemplated thereby will further HVA East’s purposes and improve educational opportunities for students at HVA East and are in the best interests of, and advisable to, HVA East;



**WHEREAS**, the Board of Trustees has considered all relevant issues at a specially and separately called and held open meeting of the Board of Trustees, of which notice was given to every trustee of HVA East, whether entitled to vote or able to attend, as well as a copy of the Agreement and Plan of Merger and related documents;

**WHEREAS**, the Board of Trustees has complied with the requirements of all applicable laws; and

**WHEREAS**, the resolutions below shall pass only by the affirmative vote of not less than three-fourths of the whole number of Trustees sitting on the Board of Trustees at this time;

**NOW, THEREFORE, BE IT RESOLVED**, that after thorough consideration of all relevant issues, including, without limitation, the benefits, risks and effects of the Merger on HVA East and its community, the Agreement and Plan of Merger, the Certificate of Merger and the transactions contemplated thereby are hereby authorized, approved and adopted in all respects, and are determined to be fair to and in the best interests of HVA East and also declared advisable in accordance with the applicable sections of the New York Not-for-Profit Corporation Law and the New York Education Law, and the Board of Trustees hereby requests that SUNY approve the same.

**RESOLVED FURTHER**, that the officers and trustees of HVA East be, and each of them hereby is, individually or together, authorized and directed, in the name and on behalf of HVA East, to execute, file, and deliver the Agreement and Plan of Merger and the Certificate of Merger, in substantially the forms presented to the Board of Trustees, with such changes or amendments thereto as such officer or trustee deems necessary or appropriate, with such approval to be conclusively evidenced by the execution and delivery thereof by such officer or trustee.

**RESOLVED FURTHER**, that the officers and trustees of HVA East be, and each of them hereby is, individually or together, authorized and directed, in the name and on behalf of HVA East, to take any and all actions needed to prepare and file any and all necessary or appropriate notices, applications, or other forms or certificates and to execute any and all documents, agreements, certificates, notices, applications and instruments deemed necessary or appropriate in order to effect the Merger and consummate the transactions contemplated by the Agreement and Plan of Merger.

**RESOLVED FURTHER**, that the taking of any of the foregoing actions and the execution and delivery of such merger applications, documents, agreements, certificates and instruments by any trustee or officer of HVA East shall be conclusive evidence that such actions or documents, agreements, certificates and instruments were necessary or appropriate, and the same hereby are approved in all respects.

**RESOLVED FURTHER**, that any officer or trustee of HVA East be, and each of them individually hereby is, authorized to appoint any person as agent of HVA East to do and carry out any or all of those actions and activities as are permitted to be done and carried out by such officer or trustee in connection with the execution and delivery of the documents necessary to

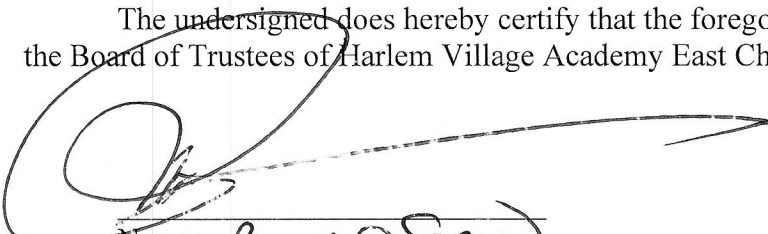
fully carry out the foregoing resolutions and the purposes and intent thereof, and the same hereby are approved in all respects.

**RESOLVED FURTHER**, that any acts of HVA East and of any person or persons appointed and authorized to act on behalf of HVA East, which acts would have been authorized by these resolutions except that such acts were taken prior to the adoption of such resolutions, be, and they hereby are, severally ratified, confirmed, approved and adopted as acts in the name and on behalf of HVA East.

**RESOLVED FURTHER**, that, by approval of these Resolutions, each member of the Board of Trustees now present hereby waives all deficiencies of notice, if any, for the meeting at which these Resolutions were considered.

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The undersigned does hereby certify that the foregoing resolutions were duly adopted by the Board of Trustees of Harlem Village Academy East Charter School on December 7, 2023.



Name: David D. Semel  
Title: Secretary of the Board of Trustees