

Hyde-Bronx Trustee Meeting Minutes
Hyde Leadership Charter School
Trustees Meeting
May 15, 2017
830 Hunts Point Avenue, Bronx, NY 10474
Minutes

Trustees Present: Herb Fixler
Dennis Mehiel
Oz Hanley
Deborah Dumont
Maureen Singer
Richard Romanoff
Tony Stoupas
Jeanette Melendez

Trustees Absent: Ruth Jarmul
Herb Kaplan

Also present: Thomas Sturtevant, Executive Director
Stephen Trowbridge, Chief Operating Officer
Josh Williams, Director of Development and Communications
Valarie Hunsinger, K-8 Librarian
Casey Weyand, Guest

The meeting began at 6:01 PM, Mr. Fixler presiding.

1. April 24, 2017 meeting minutes

A motion was made, seconded, and unanimously approved by the Trustees present to approve the minutes from the April 24, 2017 Board meeting.

2. Discussion and adoption of Resolutions regarding the purchase and financing of the High School Building

Mr. Fixler provided the Board of Trustees with an updated resolution regarding the school's potential acquisition of its high school facility located at 830 Hunts Point Avenue, Bronx, NY 10474 (See Appendix A). Mr. Fixler indicated that the resolution was drafted in collaboration with the Wye River Group. Mr. Fixler also reported that final decisions

regarding the purchase of the facility will be approved by the Board at a later date. Mr. Fixler noted that Mr. Hanley will act as counsel.

Ms. Dumont motioned, Mr. Hanley seconded the motion, and all Trustees present voted in favor of approving the resolution as presented by Mr. Fixler (See Appendix A).

3. Nominating Committee

No report.

4. Finance Committee

Mr. Trowbridge provided a detailed review of the school's financial position. Mr. Trowbridge noted that the school's April YTD revenue variance was favorable by approximately \$5,000 and April YTD expense variance was favorable by approximately \$124,000. Mr. Trowbridge noted that the approximate \$129,000 favorable net variance to budget represents less than a 1% variance from projections. Mr. Trowbridge also summarized the school's cash balances and projected disbursements, and noted that the school has sufficient operating cash to fund all disbursements.

Mr. Trowbridge noted that the school recently completed its IRS 990 filing.

Mr. Trowbridge indicated that the school's FY 2018 budget is in progress and will be reviewed at the Board's meeting in June of 2017.

5. Executive Director's Report

Mr. Sturtevant reported that the school is successfully managing multiple projects, including an ACR report, SUNY authorization transfer application, and building financing project. Mr. Sturtevant noted that the team's success is thanks in part to the addition of Mr. Trowbridge as COO, as well as Ms. Hunsinger's support of development and communications, and Ms. Christine Moloughney's work on compliance and special projects.

Mr. Sturtevant noted that the Class of 2017 will soon graduate. Mr. Sturtevant reported that this graduating class has the strongest AP, SAT, and Advanced Regents results.

Mr. Sturtevant stated that the school continues to focus on 1) professional development and a teams-based approach to adult learning, 2) furthering student thinking through real-world, project-based learning linked to Hyde's distinct character program, 3) college-readiness cultivated at each grade level, including college-level courses for high school students and

high-school level courses for middle school students, 4) promoting college success by evaluating outcomes by school and using this information to thoughtfully counsel students and families 5) strengthening teacher retention through innovative programs like the Faculty Fellowship and Faculty Retention Committee, early-to-market recruitment practices, competitive salaries, material supports for teachers, teams-based approaches to instruction and adult learning, inclusive education and Integrated Co-Teaching, and fostering a culture of adult collaboration.

Mr. Sturtevant reported that a recent donation from the friend of a Trustee enabled two high school students to attend St. John's College in Annapolis for a weeklong summer learning experience.

Mr. Sturtevant reported that Hyde AP English teacher Mr. Mark Fusco was recently published in Phi Delta Kappa magazine for an article written about teacher retention efforts at Hyde.

6. Development Committee

Mr. Williams reported that City Council Member Rafael Salamanca recently recognized Hyde students at an event in May. Through the participatory budgeting process, Mr. Salamanca will be granting the 730 Bryant Avenue building \$150,000 in order to refurbish school bathrooms. Mr. Williams noted that Ms. Hunsinger and Hyde students in the NYC Junior Ambassadors program were instrumental in encouraging community members to vote for this project, resulting in the government allocation.

Mr. Williams reported that the school's YTD fundraising outcomes are short of projections, although the school can meet its fundraising goal with an all-hands-on-deck effort in the final months of the year. Mr. Williams encouraged the Board to invite friends and colleagues to the school's "friendraiser" at the home of Ms. Jarmul on June 14th. Mr. Williams also encouraged Board members to make final gifts for the year and encourage their friends and colleagues to make year-end gifts as well.

Mr. Fixler reiterated the importance of Board giving in support of the school's mission.

7. Human Resources Committee

No report.

8. Marketing/PR/Advertising Committee

No report.

9. Facilities Committee

No report.

10. Education Committee

No report.

11. Government Relations Committee

No report.

12. Executive Session

The Board of Trustees went into Executive Session at 7:19 pm to discuss personnel and compensation for Senior Leadership.

13. Return from Executive Session

The Board of Trustees returned to Open Session at 8:00 pm.

14. Any Other Business

No report.

15. Public comments

No report.

16. Adjournment

There being no further business, the meeting was adjourned at 8:02 PM.

Minutes prepared by Josh Williams.

Appendix A

WHEREAS, the Board (the “Board”) of the Hyde Leadership Charter School (the “School”) deems it advisable and in the best interests of the School for the School to acquire from Civic Hunts Point Ave Charter Corp (“Civic”) fee title to the land and building located at 830 Hunts Point Avenue, Bronx, New York 10474 (the “Property” and the “Purchase,” respectively) and to potentially make improvements to the shared use facility (“Shared Use Facility”) located at 730 Bryant Avenue, Bronx, New York; and

WHEREAS, the Board deems it advisable that the School incur debt to finance the full purchase price for the Purchase, and of the improvements to the Shared Use Facility, and all closing costs, fees and expenses including, without limitation, fees of financial consultants, bond counsel, underwriting fees, debt service reserve fund and the like.

NOW, THEREFORE, IT IS

RESOLVED, that the School shall enter into a purchase agreement (the “Purchase Agreement”) at a purchase price not to exceed \$14,250,000 and with such terms and provisions as shall be agreed to by the Board Chair and the Executive Director of the School with the advice of counsel; provided, however, that the purchase obligations of the School thereunder shall be contingent upon the School securing a commitment for a public or institutional bond financing (the “Financing”) in an aggregate amount which shall not exceed \$17 million;

FURTHER RESOLVED, that the School shall enter into and perform under such agreements, instruments and undertakings as shall be required by Build NYC Resource Corporation (the “Issuer”) in connection with the issuance of bonds (the “Bonds”) in an amount which shall not exceed \$17 million and as shall be required by lenders, underwriters and others and take such other action as may be reasonably required in connection with the Financing;

FURTHER RESOLVED, that the School execute, deliver and perform under the Purchase Agreement, the financing documents (the “Financing Documents”) and such other agreements, instruments and documents as may reasonably be required to be executed on behalf of the School in connection with the Purchase and the Financing;

FURTHER RESOLVED, that the Board hereby approves the pledge by the School of the Property and such other collateral as shall be required under the terms of the Financing Documents in order to secure the debt service payments to be made by the School under the Financing Documents;

FURTHER RESOLVED, that the School retain and pay for the services of such legal counsel and advisors as may reasonably be required in connection with the transactions contemplated hereunder;

FURTHER RESOLVED, that the Board hereby delegates authority to the Board Chair and the Executive Director (the “Authorized Officers”), in consultation with the Executive

Committee of the Board (the "Executive Committee"), to take any of the following actions on behalf of the School:

1. To approve or determine (i) the interest rate or rates on the Bonds which initial interest rate(s) shall not exceed 6.5%, (ii) the maturity or maturities of the Bonds which shall not exceed 35 years, and (iii) the terms under which the Bonds will amortize, including the amounts of the amortization payments to be required and the dates of such payments;

2. to negotiate and approve (i) any series resolutions, indentures, bond purchase agreements or other agreements, instruments or documents evidencing or setting forth the terms of the Bonds and providing for the issuance of the Bonds by the Issuer and the sale thereof, (ii) the loan agreements between the School and the Issuer providing for loans by the Issuer to the School of the proceeds of the Bonds upon the terms and subject to the conditions set forth in such loan agreements and for the repayment of such loans by the School and the payment by the School of interest, fees and other costs and expenses in connection with such loans, (iii) bond purchase/placement agreements, continuing covenant agreements and other agreements to be entered into by the School, (iv) letters of representation and indemnity from the School to the Issuer and (v) any and all other agreements, instruments, assignments, amendments, conveyances, certificates, notices, filings, notes, pledges and other documents or agreements relating to the issuance of the Bonds, to the loan agreements, and to the transactions contemplated by these Resolutions, including the Financing Documents and all other agreements pledging or otherwise conveying interests in revenues or assets of the School to secure obligations of the School required under the foregoing, requested by the parties thereto or otherwise deemed advisable in connection therewith;

3. to retain legal counsel and advisors as herein provided, execute and deliver the Purchase Agreement, the Financing Documents and all other documents required to be executed and delivered by the School in connection with the transactions contemplated hereunder in such form as they determine to be appropriate (such determination to be conclusively evidenced by the execution and delivery thereof), and to take any and all other actions as they determine to be appropriate in connection with the Purchase and the Financing and the transactions contemplated thereunder; and

4. to do any and all such other acts and things, including without limitation the making of all filings with governmental authorities, the payment of any and all fees, expenses and taxes and the furnishing of information relating to the School, including financial statements of the School which may be requested of it, as they or any of them may deem necessary or desirable to carry out the purposes and intent of these Resolutions, the Purchase Agreement or the Financing Documents, the taking of any such action by the Authorized Officers or any one of them to conclusively establish their authority to act for the School and the approval and ratification of the action so taken by the Board and the School;

FURTHER RESOLVED, that upon approval of the Financing Documents by the Authorized Officers in consultation with the Executive Committee, the Authorized

Officers be and hereby are authorized, individually and in the name and on behalf of the School to negotiate, execute and deliver the Purchase Agreement and all Financing Agreements and other instruments and to take all actions necessary and appropriate in his or her reasonable judgment to implement the foregoing and any and all transactions related thereto and the execution of such documents shall be conclusive evidence of such determination by such person and that such action or the execution thereof was authorized by the School; and

FURTHER RESOLVED, that in addition to, and without limiting the generality of the foregoing resolutions with respect to the transactions contemplated hereunder, each Authorized Officer, in consultation with the Executive Committee, be and each hereby is, authorized, empowered and directed to take such further action in connection with said financing, and to execute and deliver any other documents, certificates, undertakings, agreements or other instruments (including any supplements, amendments and additions to such documents, undertakings and agreements) and to make all payments required by the aforesaid agreements and such other documents as the person taking such action, with advice of counsel, may deem advisable to carry out the foregoing resolutions; and the taking of such action and the execution of such documents shall be conclusive evidence of such determination by such person and that such action or the execution thereof was authorized by the School.

The foregoing resolutions shall take effect immediately.