Democracy Prep New York Charter Schools  
Board of Trustees Meeting

Starboard Value  
8:15 AM  
July 24th, 2018  
777 3rd Ave, 18th Floor, New York, NY 10017

Minutes

PRESENT  
Dr. Robert North  
Doug Snyder  
Linda Bell  
Alastair Wood  
Josh Pristaw  
Katie Duffy  
Sean Windsor  
Ken Weiller  
Greg Weston  
Trevor Gibbons

ABSENT  
Jamal Epps  
Brittany Mullings  
Stephen Gordon

GUESTS  
Kent Anker  
Greg Spreeman  
Rick Abare

Dr. Robert North, Board Chairperson, called the meeting to order at 8:15 a.m.

MOTION: Motion to approve the minutes from the Board’s June 12th, 2018 meeting.

Motion approved unanimously at 8:16 a.m.

Schools Update
Katie Duffy, Chief Executive Officer of Democracy Prep Public Schools, updated the Board on current events around Democracy Prep New York. Ms. Duffy discussed the recently completed School Leader Professional Development week, a time when all leaders from across the DPPS network gather to improve their practice, work with their peers and receive any systems and policy updates that may have come about in the previous year. Upon completion of this week of PD, leaders then return to their schools to begin the process of turnkeying this information to their staff.
Network Update
Ms. Duffy then updated the Board on the networks progress in San Antonio. Finalizing enrollment being the current primary focus, DPPS is cautiously optimistic about the startup process thus far. A brief discussion ensued regarding details of operation in San Antonio that differ from New York.

DPNY Board Goals for 2018-19
The Board began discussing their goals for the 2018-19 School Year, covering high level items; stronger connections with School Leaders to increase support structures without engaging in management functions, 75% or better attendance from Trustees, achieve quorum 100% of the time and increasing Board Diversity. The Board also stated its goal of taking on a more active role with scholars by hosting luncheons, attending events and participating in internships and informal work place visits.

DPNY Board Reaffirmation
As a Board, DPNY reaffirms that operations will continue to be supported entirely by public funds. Further, the DPNY Board desires to increase its level of interaction with and support of school leaders, while affirming that DPPS should remain responsible for direct supervision of staff.

Materials Review
Personnel Manual
Kent Anker, Executive Vice President and General Counsel for DPPS, highlighted some sections of the 2018-19 Personnel Manual that had been updated based on prior feedback from the Board.
- Incorporation of content edits suggested by Roger Berg and Brittany Mullings
- Updated language around workplace harassment
- Edits to cellphone policy
- Updated leave policy
- Provisions on signature authority

Student & Family Handbook Updates
- Updated language McKinney-Vento Homeless Assistance Act
- Arrival times changes
- Behavior plan gum chewing
- Social media policy—stating that if something happens on a scholar’s account they are responsible
- Updated language around tattoos and head coverings based on suggestions by Jamal Epps

Management agreement
Mr. Anker then updated the Board on SUNY’s review of the Management Agreement (MA) between DPNY and DPPS. SUNY noted that they would like to see a resolution that enforces the aspect of the MA wherein the Board Chair can approve a school leader termination.

RESOLVED: The DPNY Board hereby delegates to the Board Chair authority to approve termination of a school leader pursuant to Section 2(n) of the Management Agreement

Resolution adopted at 9:18 a.m.
Resolutions

Accountability Report Submission
Mr. Anker discussed the process of the yearly Accountability Report submissions to SUNY CSI and spoke about the materials included in these submissions specifically, the financial and academic components. Draft versions of these reports have been shared with the Board and DPPS will resolve any comments made by the Board prior to final submission.

RESOLVED: The DPNY Board authorizes DPPS to submit the yearly accountability reports on behalf of DPNY

Resolution adopted at 9:22 a.m.

DPH Renewal
Ms. Duffy updated the Board on the timeline and details of the Charter Renewal process for the Democracy Prep Harlem Charter, which is up for review this year.

RESOLVED: The DPNY Board authorizes DPPS to submit the renewal pending a review of the application by a working group of DPNY Board members, consisting primarily of trustees who served on the former Democracy Prep Harlem Charter School (DPH) board, as they have the most experience with the DPH schools.

FURTHER RESOLVED: The DPNY Board deputizes Dr. Robert North, Roger Berg, Sean Windsor and Brittany Mullings as the aforementioned review team.

Resolutions adopted at 9:27 a.m.

BPCS Elementary Expansion
Ms. Duffy spoke to the Board about the processes of seeking to expand the Bronx Prep Charter School Charter Agreement to include an elementary school. The Board noted that they would like to hold an interim call to provide a forum for inquiry, after a draft Letter of Intent is ready for circulation.

MOTION: Motion to Adjourn.

Motion passes unanimously at 9:30 a.m.
Democracy Prep New York Charter Schools
Board of Trustees Meeting

BDO Offices
6:30 PM
September 12th, 2018
100 Park Avenue, 11th Floor, New York, NY 10017

Meeting Minutes

PRESENT
Dr. Robert North
Douglas Snyder
Brittany Mullings
Alastair Wood
Jamal Epps
Jake Foley
Sean Windsor
Ken Weiller
Roger Berg
Trevor Gibbons
Brian Berger

ABSENT
Joshua Pristaw
Linda Bell
Stephen Gordon
Katie Duffy
Gregory Weston

GUESTS
Natasha Trivers
Gregory Spreeman
Richard Aare
Andre Geddes
Elisa DiMauro
Matthew Rooney
Mia Backon
Kevin Shrum
Lourdes Flores
Ryan Silver
Brian Serzan
Gregoty Daniel
Andrew Ivers

Introductions and Opening Remarks
With School Leaders from each Democracy Prep New York Charter in attendance, Dr. Robert North, Board Chairperson, went around the room introducing the Trustees and Leaders one-by-one. Following these introductions, Dr. North gave a brief oral history of his time at Democracy Prep. Beginning with the founding of Democracy Prep Charter School in 2006, Dr. North touched on the addition of the Democracy Prep Harlem Charter and Harlem Day and Bronx prep turnarounds. He ended his recap with last year’s creation of the Democracy Prep New York Charter which merged the aforementioned organizations under one Board of Directors.

Dr. Robert North, Board Chairperson, called the meeting to order at 6:50 p.m.

MOTION: Motion to approve the minutes from the Board’s July 24th, 2018 meeting.

Motion approved unanimously at 6:51 p.m.
School Update
Each of the visiting School Leaders took a few minutes to update the Board on their overarching goals for the 2018-19 school year. Following each Leader, Trustees asked clarifying questions.

Members of the Board expressed their desire to be of help to the Leaders in areas of their competitive advantage; hosting Lunch and Learns with Seniors, advising on Change the World projects and various methods of providing support to Alumni were discussed. The Trustees and the Leaders committed to sharing their questions with each other so that the best support structures could be identified.

Natasha Trivers, Superintendent of Democracy Prep Public Schools, then spoke to the Board about quantitative SMART goals for this academic year, which will challenge the Leaders to improve results on the New York State Assessment and the High School Regents Examinations. The exact amount by which the results will be expected to improve will be finalized after unembargoed data is released by the State.

Bank Presentation
Andrew Ivers, Client Advisor for JPMorgan Private Bank, was invited to present on behalf of the Team at JPMorgan Chase Bank, the final bank selected in the Board’s search for a financial institution that would meet the evolving needs of DPNY. Mr. Ivers briefly presented materials regarding the products and services offered by JPMorgan and its dedicated service team.

MOTION: Motion to hire JPMorgan Chase as the Commercial Bank for DPNY.

Motion approved unanimously at 8:10 p.m.
Jamal Epps abstains from voting.

The Board would like to thank Douglas Snyder for his hard work in organizing the Bank selection process.

DPH Renewal
Rick Abare, Special Advisor to the CEO of Democracy Prep Public Schools discussed SUNY’s upcoming Renewal Visit to the Democracy Prep Harlem Charter. Mr. Abare noted a logistics call, set to take place Friday, September 14th, 2018 where further details regarding the SUNY’s meeting with members of the DPNY Board. This meeting is tentatively scheduled for October 2nd at 5:30 p.m., with confirmation to be secured on the Friday call. Following this call, a calendar invite for the meeting will be circulated. Additionally, prep materials will be circulated to brief the Board on the material submission component of the Renewal application. Discussion ensued regarding the specific nature of SUNY’s inquiry to the Board. Mr. Abare committed to passing these inquiries to SUNY during the call and making sure the materials circulated thereafter would address these questions.

Committee Updates
Finance Committee
Brian Berger, Chair of the Finance Committee, updated the Board on the status of 2017-18 finances as they are finalized prior to submission to the auditor, specifically addressing some changes at Bronx Prep Charter School that have occurred going into the 2018-19 school year that will bring down expenses.
Academic Accountability Committee
Roger Berg, Chair of the Academic Accountability Committee (AAC) updated the Board on a recent planning meeting. It was decided that the approach to Board review of data would be driven by the availability of the data reports, as opposed to attempting to schedule their release to coincide with full Board meetings. This will ease the timing on report creation as well as review by the Board. Reports will be distributed to the Board when they are ready, to be initially reviewed by the corresponding Academic Accountability Subcommittees (AASC) with follow up informational calls to be scheduled between the AASCs and appropriate network staff. Following these calls, the AASCs will report out to the full Board at the next scheduled Board meeting.

Further, Mr. Berg explained that the next report on results will be regarding New York State Assessment data. When these results are released to the public, a full report will be created and distributed to the Board and call to discuss the results will be scheduled after sufficient review time. Following this, previously generated reports will be examined through the lens of the State Test results so that the efficacy of these previously generated reports can be assessed and improved upon.

Family & Community Committee
Dr. North noted that the update on the resolution to a complaint is being addressed at the committee level and would be reported on to the full Board at a future meeting if necessary.

Governance Committee
Trever Gibbons, Co-Chair of the Governance Committee, updated the Board on trustee candidates from a group of DPNY Alumni whose resumes were under review. These candidates will initially be reviewed by the Governance Committee. Mr. Gibbons then encouraged the Board to continue to reach out to their personal networks for potential additions. Generally, the Board expressed its desire to increase diversity and to look for potential trustees with experience in Education.

MOTION: Motion to Adjourn.

Motion passes unanimously at 8:41 p.m.
Dr. Robert North, Board Chairperson, called the meeting to order at 7:00 p.m.

MOTION: Motion to approve the minutes from the Board’s September 12th, 2018 meeting.

Motion approved unanimously at 7:01 p.m.

Network Update
Katie Duffy, Chief Executive Officer of Democracy Prep Public Schools (DPPS), began by updating the Board on the current status of DP Congress Heights in Washington D.C. DPPS has now agreed to withdraw as CMO for DP Congress Heights. The Trustees sought additional color on the reasons for the withdrawal and what, if any lessons, could be drawn from the failure in Washington D.C. In response, Ms. Duffy summarized the challenges presented by the Congress Heights turnaround and how the regulatory and operational landscape in D.C. differed from that in New York City.

Ms. Duffy shifted to discussing primary goals for Democracy Prep Baton Rouge for the 2018-19 School Year, highlighting an intense focus on the presentation of Louisiana State standards in the curriculum. Ms. Duffy then noted that the Middle School at Democracy Prep at the Agassi Campus (DPACMS) in Las Vegas had received a four-star rating in its first year as part of the DPPS Network. Alex Daniels, Principal at DPACMS, is a veteran of Harlem Prep Middle and the Leader-U program. Ms. Duffy closed the Network update by introducing Ryan Offutt, Chair of the DPPS Board. Mr. Offutt greeted the group and spoke to his time with DP and some of his goals for the future, primarily to strengthen the connections between the various DP regional Boards. Mr. Offutt also spoke to the possibility of resuming a yearly event, akin to the Gala hosted by DP in previous years, as a way to maintain engagement with the DP community at-large.
Remarks from the Chair
Dr. Robert North, Board Chairperson, proposed a College Fair, where Trustees and some guest would meet with Senior scholars from around DPNY to give advice and answer questions about College. This event is tentatively set for November 16th, and Dr. North encouraged as many Trustees as possible to participate.

Committee Updates

Finance Committee
Gregory Spreeman, Chief Financial Officer of Democracy Prep Public Schools, updated the Board on the status of the 2017-18 school year finance audits, noting that feedback from the auditor had been very positive so far. Mr. Spreeman also discussed the availability of financial resources for the purpose of investment. The Board raised the question about creating a subcommittee of the Finance Committee to manage the new relationship with JPMorgan Chase however as Brian Berger, Chair of the Finance Committee, and Douglas Snyder, Chair of the Strategic Partnerships Committee, are not present, this conversation is tabled.

Fielding a question from Dr. North, Mr. Spreeman and Ms. Duffy spoke briefly about the status of enrollment around DPNY, noting strong enrollment generally, while also speaking to specific coaching initiatives with School Leaders to ensure they are having the most productive conversations possible with families who are considering unenrolling their scholars.

Governance Committee
Trevor Gibbons, Co-chair of the Governance Committee, updated the Board on the process of scheduling interviews with potential Alumni Candidates. Dr. North mentioned that Blondel Pinnock, a former member of the Democracy Prep Harlem Charter School Board, has returned to New York as was interested in possibly rejoining the DPNY Board. Dr. North also noted an upcoming visit with a potential candidate scheduled for Monday, October 16th, 2018.

Pathways Agreement
Roger Berg, Board Secretary, spoke briefly about the nature of the Pathways Agreement between DPNY and Democracy Prep Endurance Charter (DPE). This agreement specifies the details governing scholars from DPE who are participating in the Pathways Special Education Program. Noting no substantive changes from last year’s agreement, Mr. Berg gave his endorsement.

MOTION: Motion to approve the Pathways Agreement between DPNY and DPE.

Motion approved unanimously at 7:55 p.m.

MOTION: Motion to adjourn.

Motion approved unanimously at 8:10 p.m.
Meeting Minutes

PRESENT
Dr. Robert North
Joshua Pristaw
Brittany Mullings
Alastair Wood
Douglas Snyder
Sean Windsor
Ken Weiller
Roger Berg
Trevor Gibbons
Katie Duffy
Brian Berger
Gregory Weston
Jake Foley

ABSENT
Stephen Gordon
Linda Bell
Jamal Epps

GUESTS
Gregory Spreeman
Richard Abare
Kent Anker

Dr. Robert North, Board Chairperson, called the meeting to order at 6:30 p.m.

Merger Update
Kent Anker, Executive Vice President and General Counsel for Democracy Prep Public Schools (DPPS) updates the Democracy Prep New York (DPNY) Board on the current status of the effort to merge DPNY and Democracy Prep Endurance (DPE). Mr. Anker noted that the next step was to submit a Letter of Intent to SUNY. This letter is non-binding but indicates the intent of DPNY to merge with DPE as of the beginning of the 2019-2020 School year, pending further diligence on the part of both DPNY and DPE. Understanding that DPNY is interested in merging, subject to completion of its diligence with regard to DPE, Dr. North and Mr. Anker both indicated that conversations with the DPE Board have indicated that DPE is also desirous of pursuing these discussions.

Joshua Pristaw asked to what extent the ongoing merger process would affect the Democracy Prep Harlem Charter School renewal process which is currently underway. Mr. Anker informed the Board that he had spoken with SUNY about this earlier in the renewal process and that SUNY had indicated that the merger process and the renewal process were entirely separate.

Mr. Anker then briefly discussed changes that SUNY had incorporated in the merger documentation submission process since the original DPNY merger, which have streamlined the process. Mr. Anker also noted that DPE would be discussing the merger in their upcoming November meeting.
Mr. Anker also noted that, prior to the submission of the merger documentation packet by December 15th, a special meeting of the DPNY Board would have to be held to vote to formally approve the merger.

MOTION: Motion to authorize DPPS to submit to the SUNY Charter Schools Institute, on behalf of DPNY, a Letter of Intent to merge DPE into DPNY, subject to satisfactory completion of due diligence and final approval of each of the constituent boards.

Motion approved unanimously at 6:39 p.m.

A discussion ensued regarding potential dates for the special meeting in December. An informal consensus of 8:30 a.m. on the morning of December 13th, 2018 was reached.

Comments from the Chair
Dr. North briefly ran down the schedule for the upcoming Senior College Fair event that DPNY is hosting for members of its current senior class. He then spoke about his tentative schedule for four more events to be held during this school year; an Alumni Career & Internship Fair in mid-January, a luncheon for Seniors who have been accepted Early Decision in February, a luncheon for seniors to provide feedback on Change-the-World projects in April, and finally a Career Fair for recently graduated Alumni in July.

Dr. North also asked the Board to look to their organizations for possible internship opportunities for DPNY’s college-going or recently graduated Alumni. He spoke briefly about the role of Teng Yang, a member of the DPPS College Access and Support Team, who had been helping him coordinate many of these efforts.

Brittany Mullings clarified the difference between these efforts and the current partnership with First Workings for current or rising High School seniors. She also inquired as to the status of resumes and suggested that support on resume building could be a valuable area for Board contribution.

Network Update
Katie Duffy, Chief Executive Officer of Democracy Prep Public Schools (DPPS), began by updating the Board on DP YOU 2018, an internally run professional development event which brought nearly 1100 staff together in San Antonio, Texas for nearly two days of internally led professional development. Ms. Duffy briefly touched on the nature of some of the sessions, also noting that Ross Fromer, a member of the DPE Board, led a session at this year’s event. Mr. Pristaw asked if the event was completely internal to Democracy Prep to which Ms. Duffy clarified that, aside from an occasional speaker or panel participant from outside DPPS, the event was entirely internal. Survey feedback from the event has been positive.

MOTION: Motion to enter executive session to discuss certain financial issues which had been brought to the attention of the Board.

Motion approved unanimously at 7:00 p.m.
MOTION: Motion to exit executive session.

Motion approved unanimously at 7:29 p.m.

MOTION: Motion to approve the minutes from the Board’s October 2nd, 2018 meeting.

Motion approved unanimously at 7:30 p.m.

MOTION: Motion to enter executive session to discuss certain financial issues which had been brought to the attention of the Board.

Motion approved unanimously at 7:31 p.m.

No action was taken by formal vote in the executive session.

MOTION: Motion to exit executive session.

Motion approved unanimously at 9:00 p.m.

MOTION: Motion to adjourn meeting.

Motion approved unanimously at 9:01 p.m.
Democracy Prep New York Charter Schools
Special Meeting of the Board of Trustees Meeting

Pillsbury Winthrop Shaw Pittman
8:30 AM - December 13th, 2018
1540 Broadway Avenue, 22nd Floor New York, NY 10019

Meeting Minutes

PRESENT
Dr. Robert North
Joshua Pristaw
Brittany Mullings
Douglas Snyder
Sean Windsor
Ken Weiller
Roger Berg
Katie Duffy
Brian Berger
Gregory Weston
Stephen Gordon

ABSENT
Alastair Wood*
Trevor Gibbons*
Jake Foley*
Jamal Epps

GUESTS
Linda Bell
David Horner
Richard Abare
Kent Anker
Andrew Stubbs

* Participated via teleconference and was consequently not counted for quorum purposes

Dr. Robert North, Board Chairperson, called the special meeting to order at 8:45 a.m. The purpose of the special meeting was to approve the proposed merger between Democracy Prep New York Charter Schools (DPNY) and Democracy Prep Endurance Charter School (DPE) in accordance with a Plan of Merger (the “Merger Agreement”), a draft of which had previously been distributed to the Trustees.

Merger Update
Kent Anker, Executive Vice President and General Counsel for Democracy Prep Public Schools (DPPS) updated DPNY Board on the current state of the merger process, and reviewed with the Board the background to and benefits of the proposed merger as described in a Memorandum from Mr. Anker previously distributed to the Trustees. A copy of Mr. Anker’s Memorandum is attached to these minutes. Mr. Anker further noted the DPE Board will meet in the coming days and that he understands DPE to be in favor of merger.

In response to a question from the Board, Roger Berg, Board Secretary, noted that today’s vote was not the final step in the merger and the merger, once approved by both DPNY and DPE, could still be abandoned in accordance with the terms of the Merger Agreement by either party at any time prior to its approval by the New York State regulators if that party determines in good faith that the merger would be imprudent.

After further discussion, the Trustees voted to approve the proposed merger as follows:

MOTION: Motion to adopt all attached resolutions authorizing the merger of DPNY and DPE and related procedural matters.
Motion approved unanimously at 8:57 a.m.

MOTION: Motion to adjourn.

Motion approved unanimously at 8:59 a.m.
MEMORANDUM

To: Members of the Board of Trustees

From: Kent K. Anker

Re: Special Meeting to Consider Merger

Date: December 6, 2018

Attached to this Memorandum you will find a Plan of Merger, a Resolution for the Board to consider, and a short memo describing some benefits of the merger. In addition, in the Box folder for the Special Meeting, you will find audited financials for DPNY and DPE, as well as a presentation of academic data from Rick Abare on both the DPNY schools and DPE.

The Plan of Merger was prepared by Roger Berg’s team at Pillsbury Winthrop and is currently under review by the Democracy Prep Endurance Board.

The Special Meeting has been noticed in accordance with New York law – you should each receive this packet by mail (in accordance with statute) and electronically.

Assuming that there is a quorum at the Special Meeting, approval of the merger requires an affirmative vote from 3/4 of those present.

Should you approve of the merger, the next procedural steps are to submit a packet of material to the SUNY Charter School Institute for consideration and approval by the SUNY Charter School Committee of the SUNY Trustees.

The timeline (according to SUNY) is:

- By December 30, 2018 – Submission of Materials to SUNY (we have confirmed this is timely for both SUNY and for the State Education Department)
- January 2019 – SUNY CSI review of merger materials
- February/March 2019 – Consideration and approval by the SUNY Trustees
- By March 31, 2019 – Submission of SUNY approval to the Board of Regents for Regents review and approval. While this approval does not often require discussion, since DPE is authorized by the State Education Department, discussion is more likely at the meeting.
- By July 1, 2019 – Legal approval by all entities and the merged entity will begin operation as Democracy Prep New York Charter Schools
Merger Rationale

Merging all of the New York City education corporations managed by Democracy Prep Public Schools will allow for greater educational opportunity for students.

Merging DPE into DPNY will have an immediate positive effect on Harlem Prep High School and Democracy Prep Endurance High School. Located one floor apart in Taino Towers, HPH and DPEH would be able to jointly offer AP classes and provide additional support for their students with disabilities, including, but not limited to, a potential joint self-contained classroom. In addition, the two schools can combine expertise and services for students with limited English proficiency and those students with limited formal education (an increasing category of students). Similarly, the DPNY middle schools are located in close proximity to one another, and students will benefit more directly from shared programming and resources among those schools.

Democracy Prep’s Pathways program could be more easily extended with DPE a part of DPNY. Democracy Prep Harlem High School has also piloted a smaller “bridge” type program for high school students who need help with the transition to high school. In a merged education corporation such a program could be located at one campus and accessible to all. Similarly, it may be easier to develop dual enrollment programs across five campuses than for each high school separately.

Finally, a merged entity will allow for increased flexibility with staff and sharing of resources.

The ability to manage wait lists and enrollment across the schools will provide more opportunity to students.

Students who might have been barred from attending a DPNY school because of the individual school’s wait list are now able to find a place at another DPNY school with space. Students with siblings in the merged schools will be able to attend any DPNY school, and the Democracy Prep network, in practice, will better align with families’ perceptions of a cohesive and continuous Democracy Prep network across New York.

Geographic barriers to attendance will be removed, as students will have more opportunity to attend more schools across the network. For example, a student at DPEMS may prefer to stay on the West Side for high school for family or other reasons, and, rather than having to enter the lottery again to attend DPCHS, would be eligible to attend DPCHS. If a student needs to transfer schools for safety or accessibility reasons, that student will also be able to do so without having to reenter the lottery. Under the merged DPNY we have had to use this ability rarely, but it has been very much appreciated by parents.

DPNY will have a streamlined governance structure.

DPNY has proven over the past two years that a merged Board with robust subcommittees effectively provides regular oversight over the schools’ academics and operations. Individual board members have been able to lean in and learn about elementary, middle or high schools. The merged DPNY Board (with additions from DPE) will allow those members with a strong commitment to Democracy
Prep to continue to serve and pool their experience. A larger corporation with a single board should continue to mitigate any quorum difficulties. Experience has shown that the schools maintain their unique nature but are able to benefit as part of a new and larger entity.

*DPNY will enjoy increased operational efficiencies.*

Financially, two audit reports will be replaced by one audit. Contracts may be extended to serve all five schools. Banking relationships will be simplified and greater economies of scale realized. Having one employer for the staff of the merged schools will increase flexibility for each charter. Sharing resources and enrollment will mean that each school will be stronger.

*DPNY will have one authorizer.*

Finally, the new DPNY will have one authorizer with consistent accountability plans and reporting requirements across each of the schools. This will provide for one consistent benchmark for all of Democracy Prep’s New York schools and one set of review standards.
Resolutions of the Board of Trustees to be included in the minutes of the Board meeting:

**RESOLVED**, to approve the merger (the “Merger”) of Democracy Prep Endurance Charter School and Democracy Prep New York Charter Schools, with Democracy Prep New York Charter Schools surviving that Merger, pursuant to Education Law §223; and be it further

**RESOLVED**, the form, terms and provisions of the proposed Plan of Merger by and between the Democracy Prep New York Charter Schools and Democracy Prep Endurance Charter School substantially in the form attached hereto as Exhibit A (the “Plan of Merger”), which sets forth the name and location of the surviving corporation, the terms and conditions of the Merger; and, where applicable, any amendments or changes in the charter agreement of the surviving corporation to be effected by the Merger, are hereby approved and adopted; and be it further

**RESOLVED**, that the chair or vice-chair of the board of trustees (the “Authorized Trustee”) of Democracy Prep New York Charter Schools be, and hereby is, authorized and empowered to execute and deliver the Plan of Merger, including all exhibits and schedules attached thereto, in the name and on behalf of Democracy Prep New York Charter Schools with such additions, deletions or changes therein (including, without limitation, any additions, deletions or changes to any schedules or exhibits thereto) as the Authorized Trustee executing the same may deem necessary, desirable, advisable or appropriate or as
the authorizers of Democracy Prep New York Charter Schools may require (the execution and delivery thereof by any such Authorized Trustee to be conclusive evidence of his or her approval of any such additions, deletions or changes); and be it further

RESOLVED, that the Authorized Trustee be, and hereby is, authorized and empowered to prepare, execute and file such governmental filings as may be necessary or required by law in connection with the Merger, including, but not limited to, the filing of the certificate of merger with the Department of State of New York; and be it further

RESOLVED, that the Authorized Trustee be, and hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of Democracy Prep New York Charter Schools and, if requested or required, to pay or cause to be paid all expenses; to take all such other actions as the Authorized Trustee shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the intent and purpose of the proposed Merger; and be it further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary of Democracy Prep New York Charter Schools be, and hereby is, authorized in the name and on behalf of Democracy Prep New York Charter Schools to certify any more formal or detailed resolutions as the Authorized Trustee may deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further
the transactions contemplated by and the intent and purposes of the Merger; and be it further

RESOLVED, that Democracy Prep Public Schools Inc. be, and hereby is, authorized and empowered to, on behalf of Democracy Prep New York Charter Schools, submit the approved, fully executed Plan of Merger, the application for approval, the revised charter agreements, and any other materials in connection with the Merger and the revised charter of the surviving corporation in the Merger to the Board of Trustees of the State University of New York, the Board of Regents of the University of the State of New York, and the Commissioner of the New York State Education Department, as required by applicable law; and be it further

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Trustee to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.
EXHIBIT A

Plan of Merger
PLAN OF MERGER BY AND BETWEEN

DEMOCRACY PREP NEW YORK CHARTER SCHOOLS – DPNY

AND

DEMOCRACY PREP ENDURANCE CHARTER SCHOOL – DPE

Under Section 902 of the New York Not-For-Profit Corporation Law (the “Not-for-Profit Corporation Law”) and Section 2852 of the New York Education Law (the “Education Law”)

This Plan of Merger (the “Plan”), dated as of [__], is by and among DEMOCRACY PREP NEW YORK CHARTER SCHOOLS (“DPNY”) and DEMOCRACY PREP ENDURANCE CHARTER SCHOOL (“DPE” and, together with DPNY, the “Constituent Corporations”), each a New York not-for-profit education corporation.

WITNESSETH:

WHEREAS, each Constituent Corporation is a not-for-profit education corporation chartered by the Board of Regents of the University of the State of New York (the “Board of Regents”), for and on behalf of the State Education Department, duly organized and existing under the laws of the State of New York;

WHEREAS, DPNY was established and is operating the charter school known as Democracy Prep New York Charter Schools, an independent and autonomous public school chartered under the New York Charter Schools Act of 1998 (as amended, the “Act”), pursuant and subject to (a) the Fourth Amended and Restated Charter Agreement, dated March 10, 2017, (the “DPNY Charter Agreement”), by and between the Board of Trustees of the State University of New York (the “SUNY Trustees”) and the board of trustees of DPNY and (b) the applicable provisions of the Act and the Education Law;

WHEREAS, DPE was established and is operating the charter school known as Democracy Prep Endurance Charter School, an independent and autonomous public school chartered under the Act, pursuant and subject to (a) the Fourth Renewal Charter, dated as of May 13, 2017 (the “DPE Charter”), by and between the SUNY Trustees and the board of trustees of DPE and (b) the applicable provisions of the Act and the Education Law;

WHEREAS, the Board of Trustees of DPNY (the “DPNY Board”) has determined at a public meeting duly called and held on December 13, 2018 that it is advisable and in the best interest of DPNY that, subject to the terms and conditions set forth in this Plan, the Constituent Corporations combine into a single not-for-profit education corporation through the statutory merger of DPE with and into DPNY, with DPNY surviving that merger on the terms and subject to the conditions set forth herein (the “Merger”);

WHEREAS, the Board of Trustees of DPE (the “DPE Board” and, together with the DPNY Board, the “Constituent Boards”) has determined at a public meeting duly called and held on December 20, 2018 that it is advisable and in the best interest of DPE that, subject to the terms and conditions set forth in this Plan, the Constituent Corporations combine into a single not-for-profit education corporation through the Merger; and
WHEREAS, each Constituent Board has, subject to the terms and conditions set forth in this Plan, approved the Merger and this Plan.

NOW, THEREFORE, in consideration of the representations, warranties and mutual agreements herein contained, the parties hereby agree as follows.

ARTICLE I

THE MERGER

Upon the terms and subject to the conditions hereof, and in accordance with the provisions of the Act and the Education Law, on the Effective Date (as defined herein) DPE shall be merged with and into DPNY. Following the Merger, DPNY shall continue as the surviving corporation (the “Surviving Corporation”) under the name “Democracy Prep New York Charter Schools” and shall continue its existence under the laws of the State of New York. The separate existence of DPE shall cease upon the Effective Date. The Merger shall have the effects set forth in the Education Law, the Not-for-Profit Corporation Law and this Merger Agreement. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date, all properties, rights, privileges, powers and franchises of DPE shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Constituent Corporations shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE II

CONSTITUENT CORPORATIONS
AND SURVIVING CORPORATION

The Constituent Corporations are DPNY and DPE. The name of the Surviving Corporation shall be Democracy Prep New York Charter Schools.

ARTICLE III

MEMBERSHIP

1. DPNY. Pursuant to and in accordance with Section 601(a) of the New York Not-For-Profit Law and the DPNY By-Laws (the “DPNY By-Laws”), DPNY has no members.

2. DPE. Pursuant to and in accordance with Section 601(a) of the New York Not-For-Profit Law and the DPE By-Laws, DPE has no members.
ARTICLE IV

TERMS AND CONDITIONS OF PROPOSED MERGER

1. Approval. This Plan has been submitted to each Constituent Board for discussion and approval, and has been duly approved, by the board of trustees of each Constituent Board in accordance with all applicable law at a duly-convened special public meeting as described in the Recitals hereto.

2. Locations. The locations of the education institutions to be maintained by the Surviving Corporation shall be as set forth on Schedule I hereto.


4. Effective Date of Merger. The proposed Merger will become legally effective upon the later of (i) July 1, 2019 and (ii) the first day of DPNY’s first fiscal quarter which begins following (a) the approval and consent of the Merger by (x) the SUNY Trustees (the “SUNY Trustees’ Approval”) and (y) the Board of Regents, whether by operation of law or otherwise (the “Regents Approval”), pursuant to the applicable sections of the Act, Education Law and/or the Not-for-Profit Corporation Law and (b) the filing of a Certificate of Merger, substantially in the form attached hereto as Exhibit B (the “Certificate of Merger”), by the Board of Regents (the “Effective Date”).

5. Further Assurance of Title; Prior and Future Actions.

   (a) From time to time, as and when requested by any party hereto, any other party shall execute and deliver, or cause to be executed and delivered, all such documents and instruments and shall take, or cause to be taken, all such further or other actions, as the requesting party may reasonably deem necessary or desirable to consummate the Merger contemplated by this Agreement.

   (b) If at any time after the Effective Date the Surviving Corporation considers or is advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of DPE held immediately prior to the Effective Date, the chair of the board of trustees of DPE immediately prior to the Effective Date is hereby authorized to execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in the Surviving Corporation as is necessary to carry out the purposes of this Plan, and the Surviving Corporation and the chair of the board of trustees thereof, or authorized agents of such chair, is hereby fully authorized to take any and all such action in the name of the Surviving Corporation or otherwise.

   (c) The Constituent Corporations agree that any and all prior or future actions taken or to be taken by the Surviving Corporation or proper officers or trustees thereof, or any authorized agent of such officers or trustees, and any and all prior or future actions taken or to be
taken by DPE or proper officers or trustees of DPE, or any authorized agent of such officers or trustees, necessary or desirable to carry out the purposes and intent of this Plan are hereby confirmed, approved and authorized in all respects.

(d) All necessary corporate action of each Constituent Corporation required to carry out the purpose and intent of this Plan shall be taken by such Constituent Corporation prior to the Effective Date.

6. Board of Trustees; Certain Corporate Matters.

(a) On the Effective Date, the trustees of DPNY then in office shall continue to constitute the Board of Trustees of the Surviving Corporation (the “Surviving Board”), subject to the terms of the DPNY By-Laws.

(b) The annual meeting of the board of trustees of the Surviving Corporation shall be called and held pursuant to the terms and conditions set forth in the By-Laws of the Surviving Corporation.

(c) All necessary corporate action shall be taken by the Surviving Corporation such that, at the meeting of the Surviving Board immediately following the Effective Date, any and all prior actions taken by either Constituent Corporation or proper officers or trustees of either Constituent Corporation, or any authorized agent of such officers or trustees, in connection with carrying out the purposes and intent of this Plan shall be confirmed, approved and authorized in all respects by the Surviving Board.

7. Rights and Liabilities of the Surviving Corporation. On the Effective Date, the following shall occur:

(a) The Surviving Corporation shall succeed to and possess, without further act or deed, all of the rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the Constituent Corporations, including, without limitation, the DPE Charter as amended, if necessary, pursuant to Article V(1) below.

(b) All debts due by each Constituent Corporation on whatever account shall be vested in the Surviving Corporation, and all claims, demands, property, rights, privileges, powers, and franchises and every other interest of each Constituent Corporation shall be as effectively the property of the Surviving Corporation as they were of the respective party to this Plan.

(c) The title to any real estate vested by deed or otherwise in each Constituent Corporation shall not revert or be in any way impaired by reasons of the Merger, but shall be vested in the Surviving Corporation.

(d) All rights of creditors and all liens upon any property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent
as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

(e) All corporate acts, plans, policies, agreements, approvals, and authorizations of the Constituent Corporations, governing boards and committees thereof, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, approvals, and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to each Constituent Corporation subject to the provisions of the charter agreement of the Surviving Corporation.

8. **Charter Schools.** Upon final approval of the Merger, the Constituent Corporations shall only conduct business in the name of the Surviving Corporation, unless the SUNY Trustees, and, to the extent necessary, the Board of Regents, otherwise approves. The Surviving Corporation will take such other and further steps as required by the SUNY Trustees and, to the extent necessary, the Board of Regents, to continue to operate all charter schools (the “Charter Schools”) of the Constituent Corporations at their existing locations and under their existing names, unless and until changed by the Surviving Board in accordance with applicable law.

**ARTICLE V**

**ADDITIONAL COVENANTS**

1. **Amendment of DPE Charter.** Prior to the Effective Date, DPE shall take any and all actions, if any, that are required by its authorizers to amend its charter agreement or otherwise to effect a change of its authorizers to the SUNY Trustees.

2. **Amendment of DPNY Charter.** The DPNY Board shall apply to the SUNY Trustees to amend, revise and/or restate the DPNY Charter Agreement to authorize and govern the operations of the Surviving Corporation and each of its Charter Schools following the Effective Date (the “Surviving Corporation Charter”), which Surviving Corporation Charter will replace and supersede the separate charter agreements of the Constituent Corporations. The Surviving Corporation Charter shall set forth the Terms of Operation for the Surviving Corporation and the Terms of Operation and Accountability Plan for each Charter School. Accordingly, the Constituent Corporations agree that prior to the Effective Date, DPNY shall take any and all actions that it may, in its reasonable discretion, deem necessary or advisable, or as the SUNY Trustees may require, to obtain the approval of its authorizers in order to:

   (a) amend, revise and/or restate, as applicable, the DPNY Charter Agreement, including the Terms of Operation thereunder to reflect the operational changes of DPNY and each DPE Charter School that may result from the Merger in such form as may be required by the SUNY Trustees (the “Amended Terms of Operation”);
(b) amend, revise and/or restate the DPNY Charter Agreement to authorize the Surviving Corporation to operate the DPE Charter Schools pursuant to the terms of the Surviving Corporation Charter;

(c) adopt, amend, revise and/or restate a monitoring plan for each DPE Charter School to carry out the purposes and intent of this Plan in such form as may be required by the SUNY Trustees (the “Monitoring Plan”); and

(d) adopt, amend, revise and/or restate an accountability plan for each DPE Charter School in such form as may be required by the SUNY Trustees (the “Accountability Plan”). The Amended Terms of Operation, together with the Monitoring Plan and each Accountability Plan, each to be attached as a schedule or an exhibit to, or otherwise incorporated into, the Surviving Corporation Charter, and such Surviving Corporation Charter shall be known as the charter agreement of the Charter Schools.

3. **Tax Exempt Status.** Prior to the Effective Date, each Constituent Corporation shall take any and all actions that it may, in its sole and absolute discretion, deem necessary or advisable to remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In addition, after the Effective Date, the Surviving Corporation shall take any and all actions deemed necessary to or advisable to advise the Internal Revenue Service of the Merger and file or amend Form 990s or other forms to comply with applicable provisions of the Code.

4. **Board of Regents Approval.** Prior to the Effective Date, the Constituent Corporations shall use best efforts to obtain the Regents’ Approval in accordance with the applicable sections of the Education Law and/or the Not-For-Profit Corporation Law.

5. **Certificate of Merger.** Prior to or on the Effective Date, as applicable, DPNY shall prepare and file the Certificate of Merger, with the SUNY Trustees and the Board of Regents and/or the Department of State, as applicable, in accordance with, and including such information as required by, Section 223 of the Education Law and/or Section 905 of the Not-for-Profit Corporation Law, as applicable. The Certificate of Merger shall have the Regents’ Approval and/or the Commissioner of the New York State Education Department endorsed thereon or annexed thereto.

6. **Indemnification.** From and after the Effective Date, the Surviving Corporation shall assume and honor any obligation of DPE immediately prior to the Effective Date with respect to the indemnification of each person who is now, or has been at any time prior to the date hereof or who becomes prior to the Effective Date, a trustee of DPE (collectively, the “Indemnitees”) arising from the DPE By-Laws, as if such obligations were pursuant to a contract or arrangement between the Surviving Corporation and such Indemnitees.
7. **Fiscal Year 2019 Audits.** Each Constituent Corporation, or the Surviving Corporation, as the case may be, shall retain an independent certified public accountant or certified public accounting firm licensed in New York State to perform an annual audit of each Constituent Corporation for the 2018-19 fiscal year annual financial statements. The independent audit of each Constituent Corporation’s financial statements must be performed in accordance with generally accepted auditing standards and *Government Auditing Standards* issued by the Comptroller General of the United States, as well as any additional requirements and guidelines provided by the SUNY Trustees. The audited financial statements must be submitted to the Trustees within 120 days after the end of the 2018-19 fiscal year. In addition, and pursuant to the same timetable, each Constituent Corporation or the Surviving Corporation, as the case may be, must require its independent certified public accountant to issue a report on compliance with laws, regulations, contracts and grants and on internal controls over financial reporting, based on its audit of the financial statements of each Constituent Corporation. Each Constituent Corporation, or the Surviving Corporation, as the case may be, must submit this report to the SUNY Trustees together with a corrective plan addressing any weaknesses or problems identified in the planning and performance of the audit. The corrective plan must address each suggestion for consideration of management contained in the compliance report and include a timetable that identifies the date by which each corrective step will have been completed. Each Constituent Corporation, or the Surviving Corporation, as the case may be, shall also conduct programmatic audits of each Constituent Corporation’s Charter Schools when and to the extent required of other public schools, with such audits being comparable in scope to those required of other public schools. All documents required to be submitted pursuant to this Section 6 shall be submitted electronically in accordance with guidance published on the website of the SUNY Trustees’ Charter Schools Institute.

**ARTICLE VI**

**CONDITIONS PRECEDENT**

1. **Condition of Each Constituent Corporation’s Obligations Under this Plan.** The respective obligations of each party under this Plan to consummate the Merger shall be subject to the satisfaction or waiver at or prior to the Effective Date of the following condition:

   (a) no governmental authority of competent jurisdiction shall have enacted, issued, promulgated, enforced or entered any statute, rule, regulation, judgment, decree, injunction or other order (whether temporary, preliminary or permanent) that is in effect and prohibits consummation of the Merger;

   (b) the Board of Regents, whether by operation of law or otherwise, shall have approved the Surviving Corporation Charter (as issued by the SUNY Trustees) and the
amendments to the charter agreement of DPE (as issued by its authorizers) as provided in Article V, in accordance with and subject to Section 2852(7)(a) of the Education Law;

(c) the Constituent Corporations shall have obtained the consent of each person or entity set forth on Schedule II hereto, and shall have sent the notices to each person or entity set forth on Schedule III hereto; and

(d) each Constituent Corporation shall have performed and complied with all of its respective covenants required to be performed hereunder prior to the Effective Date.

ARTICLE VII

TERMINATION

1. Termination by Consent. This Plan may be terminated at any time prior to the Effective Date by mutual written consent of each of the Constituent Corporations.

2. Abandonment. Notwithstanding Section 1 of this Article VII or authorization of this Plan by the Constituent Boards, if at any time prior to the Trustees’ Approval or the Regents’ Approval, any Constituent Board makes a good faith, reasoned determination that events or circumstances have occurred that render it imprudent, consistent with the fiduciary duties of the trustees, to consummate the Merger, this Plan may be abandoned by such Constituent Board; provided that the Constituent Corporation proposing abandonment of this Plan provides the other Constituent Corporations with written notice of such Constituent Corporation’s proposed abandonment, including a detailed explanation of the reasons for such Constituent Corporation’s abandonment. The Trustees’ Approval and the Regents’ Approval will conclusively establish that this Plan has not been abandoned pursuant to this Article VII, Section 2.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

1. Notices. All notice or other communications that are required or permitted hereunder shall be in writing and sufficient if delivered personally or sent by electronic mail with confirming copy sent the same day by registered or certified mail, postage prepaid, as follows, in each case with a copy to:

Democracy Prep Public Schools
1767 Park Avenue
New York, NY 10035
Attention: Kent Anker, Esq.:  
(a) If to DPNY, to:

Democracy Prep New York Charter Schools
or such other addresses as shall be furnished in writing by either party, and such notice or communications shall be deemed to have been given as of the date so delivered or mailed.

2. **Governing Law.** This Plan is governed by and shall be construed in accordance with the laws of the State of New York, applicable to agreements made and wholly performed there.

3. **No Third Party Beneficiaries.** Nothing in this Plan, express or implied, is intended to or shall confer upon any person other than the Constituent Corporations any legal or equitable right, benefit or remedy of any nature under or by reason of this Plan. The representations and warranties in this Plan are for the sole benefit of the parties.

4. **Severability.** If any provision of this Plan or the application thereof to any person or circumstance is determined by a court of competent jurisdiction to be invalid, void or unenforceable, the remaining provisions, or the application of such provision to persons or circumstances other than those as to which it has been held invalid or unenforceable, will remain in full force and effect and will in no way be affected, impaired or invalidated thereby, so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to any party hereto. Upon such determination, the parties hereto will negotiate in good faith in an effort to agree upon a suitable and equitable substitute provision to effect the original intent of the parties hereto.

5. **Entire Agreement.** This Plan constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings of the parties, whether written or oral, in connection with such subject matter.

6. **Modification.** This Plan may be modified at any time only by a writing signed by each party.

7. **Descriptive Headings.** The descriptive headings of this Plan are for convenience only and shall not control or affect the meaning or construction of any provision of this Plan.
8. **Counterparts.** For the convenience of the parties and to facilitate approval of this Plan, any number of counterparts of this Plan may be executed, each of which shall constitute an original and all of which, when taken together, shall constitute one document. Delivery of an executed signature of this Plan in Portable Document Format (PDF) or by facsimile transmission shall be effective as delivery of a manually executed counterpart hereof.

[Signature Pages Follow]
IN WITNESS WHEREOF, this Plan has been executed on behalf of each Constituent Corporation, as of the date first set forth above, by the undersigned duly authorized trustee of such Constituent Corporation, this Plan having been adopted by each Constituent Board in accordance with applicable law at a duly noticed special meeting, called for such purpose and held on the date of signature below.

DEMOCRACY PREP NEW YORK CHARTER SCHOOLS

By:_________________________
Name: Dr. Robert North
Title: Chairman of the Board of Trustees
Date:

DEMOCRACY PREP ENDURANCE CHARTER SCHOOL

By:_________________________
Name: Mr. Khary Barnes
Title: Chairman of the Board of Trustees
Date:
SCHEDULE I
Charter School Locations

Elementary Schools

Harlem Prep Elementary School
240 East 123rd Street | New York, NY 10035

Democracy Prep Harlem Elementary School
2005 Madison Avenue | New York, NY 10035

Middle Schools

Bronx Prep Middle School
3872 Third Avenue | Bronx, NY 10457

Democracy Prep Charter Middle School
2230 5th Avenue | New York, NY 10037

Democracy Prep Harlem Middle School
207 West 133rd Street | New York, NY 10030

Harlem Prep Middle School
232 E 103rd St | New York, NY 10029

Democracy Prep Endurance Middle School
250 West 127th Street, 3rd Floor | New York, NY 10027

High Schools

Democracy Prep Charter High School
222 West 134th Street | New York, NY 10030

Democracy Prep Harlem High School
212 West 120 Street | New York, NY 10027

Bronx Prep High School
3872 Third Avenue | Bronx, NY 10457

Harlem Prep High School
240 East 123rd Street, 2nd Fl | New York, NY 10035

Democracy Prep Endurance High School
240 East 123rd Street, 2nd Floor | New York, NY 10035
SCHEDULE II

Required Consents

(None)
SCHEDULE III

Required Notices

- East Harlem Pilot Block Bldg. No 3 Housing Development Fund Co., Inc. under the Sublease dated as of September 20, 2016, by and between Democracy Prep Public Schools, Inc., as sublandlord, and Democracy Prep Endurance Charter School, as subtenant in connection with the Lease Agreement dated as of August 13, 2015, and the First Amendment to Lease Agreement dated as of September 7, 2016, by and between East Harlem Pilot Block Bldg. No 3 Housing Development Fund Co., Inc., as landlord, and Democracy Prep Public Schools, Inc., as tenant.
EXHIBIT A

Certificate of Merger
Meeting Minutes

PRESENT
Dr. Robert North
Joshua Pristaw
Brittany Mullings
Douglas Snyder
Sean Windsor
Ken Weiller
Roger Berg
Katie Duffy
Brian Berger
Gregory Weston
Stephen Gordon

ABSENT
Linda Bell
Trevor Gibbons*
Jake Foley*
Jamal Epps

GUESTS
David Horner
Richard Abare
Kent Anker
Andrew Stubbs

* Participated via teleconference and was consequently not counted for quorum purposes

Dr. Robert North, Board Chairperson, called the meeting to order at 9:00 a.m.

MOTION: Motion to approve minutes from the Board’s November 14th, 2018 meeting.

Motion passed unanimously at 9:05 a.m.

Legal Update
Kent Anker, Executive Vice President and General Counsel for Democracy Prep Public Schools, updated the Board on ongoing litigation.

First, Mr. Anker briefly discussed that the ongoing tort case in Bronx county regarding alleged assault from 2014 had reached the deposition phase.

The second update concerned the delivery of special education services for a scholar at Bronx Prep Middle last year. Mr. Anker noted that, in addition to the leadership and administrative changes made at Bronx Prep Middle following the 2017-18 school year, more frequent student level audits are in place along with new and improved monitoring tools for service delivery oversight.

MOTION: Motion to approve a letter of engagement for Winston & Strawn.

Motion passed unanimously at 9:05 a.m.
Remarks from the Chair
Dr. North, Board Chairperson, encouraged the Trustees to continue to reach out to potential Trustee Candidates in collaboration with the Governance Committee. He continued by further encouraging the Trustees to schedule school visits. Finally, Dr. North updated the Board on upcoming scholar engagement events.

MOTION: Motion to enter executive session to discuss certain confidential financial and credit issues with regard to DPPS.

*Motion passed unanimously at 9:17 a.m.*

MOTION: Motion to exit executive session.

*Motion passed unanimously at 10:35 a.m.*

MOTION: Motion to adopt as Board policy the following resolution:

*It is resolved that no funds (irrespective of magnitude) can be drawn from any account of DPNY or its constituent schools, or from any funds received for the account of DPNY or its constituent schools (e.g. state or federal per pupil or building allocations) but not yet deposited to the account of DPNY or a constituent school, for payment to or for the benefit of DPPS without the signature of the Treasurer or Chair of the DPNY Board.*

*Motion passed unanimously at 10:35 a.m.*

MOTION: Motion to adjourn meeting.

*Motion passed unanimously at 10:36 a.m.*