

# University Heights Charter School Regular Monthly Meeting Minutes Tuesday, May 15, 2018 – 6:30 PM

#### I. Opening Items

- A. Call to Order 6:58 pm
- B. Sunshine Law/Public Notice Statement

The Sunshine Law was enacted to ensure the right of the public to have advance notice of and to attend the meetings of public bodies at which business affecting their interests is discussed or acted upon. In accordance with the provisions of this act, the University Heights Charter School Board of Trustees has caused notice of this meeting to be published by having the date, time, and place thereof posted on the parents notice board in the lobby, the website, in the Star-Ledger newspaper on May 26, 2017.

#### **Roll Call**

Voting Members	Role	Term Ends	Present	Absent	LA/ED
Antonio Biancardi	Trustee	8/16/2020		Х	
Nicole Butler	President, Trustee	6/30/2018	Х		
Miyoshi Lee	Vice-President, Trustee	11/30/2018	Х		
Kelly Murchison	Trustee	10/17/2020		Х	
Edward Nadel	Trustee	11/15/2020		Х	
Elizabeth Rainey-Goka	Trustee	2/28/2019	Х		
Kimaada Sills	Trustee	3/30/2019	X, by Proxy		
Anuja Vejalla	Trustee	12/31/2020		Х	
Marinne Walker	Trustee	3/30/2019	Х	•	

#### **Also Present**

Non-Voting	Role	Present	Absent	LA/ED
Tamara Cooper	Executive Director	Х		
Michael Falkowski	SBA/Board Secretary	Х		
Wyomia Scott	Principal - Lower School	Х		
Sherri Taft	Parent Coordinator	Х		
Katrina Paige	Principal – Junior High	Х		
Kethurah Williams-Howell	Principal – Elementary School	Х		
Maria Picone	Director of Early Learning	Х		

C. To accept the resignation of Mr. Antonio Biancardi from the Board of Trustee effective May 15, 2018.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka		Х			
Miyoshi Lee	2 <sup>nd</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

- D. Motion to Adjourn Public Session and open Executive Session (if necessary) NONE
- E. Motion to Adjourn Executive Session and open Public Session
- F. Public Comments NONE

# **G.** Approval of Regular Board Minutes

1. To approve the minutes from the Board meeting held on Wednesday, April 18, 2018.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka		Χ			
Miyoshi Lee	2 <sup>nd</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

# **II.** Executive Director Report

# A. Organizational Updates

# **B.** Board Updates

• Legal: <a href="https://www.njsba.org/services/legal/">https://www.njsba.org/services/legal/</a>

Committees

#### C. School Updates

• Principal Reports - Upper, Lower & Elementary Schools

• Parent Coordinator Report

# D. Compliance

- Student Related
- NJSMART Laws Update

#### E. Resource Development

F. Enrollment – Average \$16,012/student

	40	L. I	A	C	0-4	Maria	D	1	F.I.	N.A				141-14
	18	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Wait
Grade	ENR	15,	15,	15,	15,	15,	15,	15,	15,	15,	15,	15,	15,	List
		17	17	17	17	17	17	18	18	18	18	18	18	
PreK3	45		45	45	45	45	45	45			45	45		0
PreK4	<u>75</u>		<u>75</u>	<u>75</u>	<u>75</u>	<u>75</u>	<u>75</u>	<u>74</u>			<u>75</u>	<u>74</u>		0
Total	120		120	120	120	120	120	119			120	119		0
Diff	erence		0	0	0	0	0	-1			0	-1		
K	150		124	124	119	117	117	115			111	113		0
1	150		127	121	118	119	119	120			121	121		0
2	75		81	80	79	82	82	82			83	83		0
3	75		86	86	85	88	88	86			85	84		0
4	75		91	86	86	87	87	85			81	81		0
5	<u>75</u>		84	82	83	84	84	85			<u>85</u>	<u>85</u>		0
Total	600		593	579	570	577	577	573			566	567		0
Diff	erence		-7	-21	-30	-23	-23	-27			-34	-33		
6	75		77	73	74	73	73	72			72	72		0
7	50		54	54	53	54	54	53			52	53		0
8	50		60	60	60	<u>61</u>	<u>61</u>	<u>59</u>			<u>59</u>	<u>59</u>		0
Total	175		191	187	187	188	188	184			183	184		0
Diff	Difference		+ 16	+ 12	+ 12	+13	+13	+9			+8	+9		
	•	•	•			•			•	•				
Loss	in Aid:		-\$112k	-\$336k	-\$480k	-\$368k	-\$368k	-\$448k						

# III. Committee updates

- a. Finance Committee
- b. Building

- c. Strategic Performance
- d. Family and Community Engagement
- e. Governance
- f. Development

# IV. Motion to Adjourn Public Session and open Executive Session – 7:25 pm

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka	2 <sup>nd</sup>	Х			
Miyoshi Lee		Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

#### **Topics**

- Personnel
- HIB cases
- Building purchase discussion

# V. Motion to Adjourn Executive Session and open Public Session- 8:38 pm

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka		Х			
Miyoshi Lee	2 <sup>nd</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

#### VI. Board Resolutions

#### 1. Finance

- a. <u>Board Secretary's and Treasurer's Report:</u> To approve the Secretary's and Treasurer's Reports for <u>April 2018</u>, as per the attached. Pursuant to N.J.A.C. 6A:232.11(a), the University Heights Charter School Board of Trustees acknowledges receipt of the secretary's certification, and after review of the monthly financial report (appropriations section) certifies that, to the best of its knowledge, as of <u>April 2018</u>, no major account or fund has been over expended in violation of N.J.A.C. 6A:232.11(b), and that sufficient funds are available to meet the school's financial obligations for the remainder of the fiscal year.
- b. Transfers: Approve transfers up April 30, 2018.
- c. Bills List: Approve Bills List from April 19, 2018 to May 15, 2018.
- d. Payroll: To approve the following payrolls:

•	April 20, 2018	\$360,980.53

e. To approve the following resolution authorizing the change the UHCS corporate and operating name:

RESOLUTION OF UNIVERSITY HEIGHTS CHARTER SCHOOL OF EXCELLENCE A NJ NONPROFIT CORPORATION AUTHORIZING AN AMENDMENT TO ITS CERTIFICATE OF INCORPORATION TO CHANGE ITS NAME, THE ACQUISITION OF 66-78 MORRIS AVENUE, NEWARK, THE BORROWING OF FUNDS TO FINANCE SUCH ACQUISITION FROM THE NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY, AND DECLARING ITS OFFICIAL INTENT TO REIMBURSE EXPENDITURES WITH THE

# PROCEEDS OF TAX-EXEMPT BONDS IN CONNECTION WITH SUCH ACQUISITION AND OTHER MATTERS IN CONNECTION THEREWITH

**WHEREAS**, University Heights Charter School of Excellence a NJ Nonprofit School (the "School"), is a public charter school operating in Newark, New Jersey;

**WHEREAS**, the School has determined to change its corporate and operating name to "University Heights Charter School, Inc.";

WHEREAS, pursuant to that certain Lease Agreement dated February 20, 2013, by and between CA Newark 66-78 MA Urban Renewal, LLC, as landlord (the "Landlord"), and the School, as tenant (the "Original Lease"), relating to the premises located at 66-78 Morris Avenue, Newark, New Jersey (the "Premises"), as amended by that certain First Amendment to Lease Agreement dated as of February 19, 2014, by and between the Prior Landlord and the School (the "First Amendment"), and as further amended by that certain Second Amendment to Lease Agreement dated as of February 19, 2014, by an between the Prior Landlord and the School (the "Second Amendment" and, collectively with the Original Lease and the First Amendment, the "Lease"), the School has the option to purchase the Premises from the Landlord (the "Option");

**WHEREAS**, the School has determined it would be more beneficial to exercise the Option and acquire the Premises rather than continuing to pay rent under the Lease;

WHEREAS, the School has applied to the New Jersey Economic Development Authority (the "Authority") for the issuance of up to \$14,500,000 Charter School Revenue Bonds (University Heights Charter School Project), Series 2018 (the "Bonds"), the interest on which will be excluded from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), with approval by the Authority expected to occur by resolution duly adopted on or about June 12, 2018;

WHEREAS, in order to finance the acquisition of the Premises on the terms most beneficial to the School, the School proposes to borrow the proceeds of the Bonds from the Authority (the "Loan"), with such Loan to be made on such terms and conditions as the parties thereto shall agree, and according to such loan agreements, notes, assignments, mortgages, guarantees, and escrow agreements, and all such other documents, instruments and certificates as shall be deemed necessary by the parties thereof (the "Loan Documents");

**WHEREAS**, the School may incur and pay for costs associated with acquiring the Premises prior to borrowing the Loan with funds of the School, which are not borrower funds (the "Costs");

WHEREAS, in order to effectuate the foregoing, the School now desires to: (i) amend the School's Certificate of Incorporation to change its name, (ii) provide the Landlord with notice of the School's decision to exercise the Option (the "Notice"), (iii) execute and deliver a purchase and sale agreement and all such other documents, instruments and certificates as shall be deemed necessary by the School and Landlord in order for the School to acquire the Premises (the "Acquisition Documents"), (iv) execute and deliver the Loan Documents, and (v) preserve its right to treat an allocation of proceeds of the Bonds to the reimbursement of Costs incurred and paid prior to the

issuance of the Bonds as an expenditure for such Costs to be reimbursed for purposes of Sections 103 and 141 through 150, inclusive, of the Code; and

#### NOW THEREFORE, BE IT HEREBY RESOLVED THAT:

- 1. The above recitals are incorporated herein by reference.
- 2. The School hereby authorizes each of the President, Vice President, Secretary or Treasurer of the School (each an "Authorized Officer") to take whatever legal actions are necessary to change the name of the School from "University Heights Charter School of Excellence a NJ Nonprofit School" to "University Heights Charter School, Inc." All other provisions of the Certificate of Incorporation shall remain the same.
- 3. The School hereby authorizes the delivery of the Notice exercising the Option. Each Authorized Officer is hereby further authorized to execute and deliver the Notice in form and substance satisfactory to such Authorized Officer.
- 4. The School hereby authorizes the execution and delivery of the Acquisition Documents. Each Authorized Officer is hereby further authorized to execute and deliver the Acquisition Documents in form and substance satisfactory to the Authorized Officer with the advice of the School's building committee and counsel, such Authorized Officer's signature on the Acquisition Documents to be conclusive evidence of such approval.
- 5. The School hereby authorizes the execution and delivery of the Loan Documents. Each Authorized Officer is hereby further authorized to execute and deliver the Loan Documents in form and substance satisfactory to the Authorized Officer with the advice of the counsel, such Authorized Officer's signature on the Loan Documents to be conclusive evidence of such approval.
- 6. The School reasonably expects to reimburse its expenditure of Costs paid prior to the issuance of the Bonds with proceeds of the Bonds.
- a. This resolution is intended to be and hereby is a declaration of the School's official intent to reimburse the expenditure of Costs paid prior to the issuance of the Bonds with the proceeds from the sale of the Bonds in accordance with Treasury Regulations §150-2.
- b. The Costs to be reimbursed with the proceeds of the Bonds will be "capital expenditures" in accordance with the meaning of Section 150 of the Code.
- c. No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations §1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147, inclusive, of the Code. The proceeds used to reimburse the School for Costs, will not be used in a manner that results in the creation of "replacement proceeds," including "sinking funds," "pledged funds," or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations §1.148-1) other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations §1.148-1).
- d. All reimbursement allocations will occur not later than eighteen (18) months after the later of (i) the date the expenditure from a source other than the Bonds is paid, or (ii) the date

the Premises is "placed in service" (within the meaning of Treasury Regulations §1.150-2) or abandoned, but in no event more than three (3) years after the expenditure is paid.

- 7. The School reasonably expects the maximum amount of Bonds to be issued by the Authority to finance the acquisition of the Premises is \$14,500,000.
- 8. Each Authorized Officer is hereby further authorized to take such other actions or to execute such documents, instruments, affidavits, agreements or certificates as may be deemed necessary or desirable in furtherance of the authorizations set forth in this resolution.
- 9. Any actions taken prior to the date hereof with respect to the change to the School's name, the Notice, the Acquisition Documents, the Loan Documents or the reimbursement of Costs are hereby ratified and affirmed in all respects.
  - 10. This resolution shall take effect immediately.
- f. To approve the Release between UHCS, Local Initiative Support Corporation & Prudential Impact Investment Private Debt for the payment of professionals and consultants relating to the purchase of 66-78 Morris Avenue.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka	2 <sup>nd</sup>	Χ			
Miyoshi Lee		Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

#### 2. Contracts

- a. To approve the **Fun Services** proposal for FUN FIELD DAY in the amount of \$5,650.
- b. To approve the following uniform suppliers for the 2018-2019 school year:
  - American Wear Uniforms
  - Aramark
  - Unifirst
- c. To approve the **Transact** proposal to provide school notification services in the amount of \$5,326.
- d. To approve the engagement with **RBC Capital Markets LLC** as underwriter relating to the Charter School Revenue Bonds, Series 2018 ("Bonds") relating to the Purchase of 66-78 Morris Avenue.
- e. To approve the contract **Johnston Law Firm LLC** to provide legal services for the 2018-2019 school year at the following rates:
  - \$275/hr Principals and Counsel
  - \$235/hr Associates
  - \$115/hr Paralegal

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler		Х				Elizabeth Rainey-Goka	2 <sup>nd</sup>	Х			
Miyoshi Lee	1 <sup>st</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Antonio Biancardi						Elizabeth Rainey-Goka					
Nicole Butler						Kimaada Sills					
Miyoshi Lee						Anuja Vejalla					
Kelly Murchison						Marinne Walker					
Ed Nadel											

## 3. Buildings & Grounds

a. To approve the contract with **ModSpace** to provide temporary classroom space for the 2018-2019, 2019-2020 & 2020-2021 school year for \$33,586.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	2 <sup>nd</sup>	Х				Elizabeth Rainey-Goka		Χ			
Miyoshi Lee	1 <sup>st</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

#### 4. Personnel

- a. To approve the rehire staff list for the 2018-2019 school year.
- b. To approve the following new hires:

First	Last	Status	Assignment	Building	Туре	10/12 Month	Start	Finish	Salary
Katrina	Paige	New	Operations Principal	Middle	Certified	12	4/23/18	6/30/18	

c. To accept the following resignations:

First	Last	Assignment	Building	Туре	Contract	Last Day	Reason Given
Charlotte	Marler-Hausen	District Coach	District	Certified	12-Month	5/14/2018	Personal

- d. To approve the following professional development:
  - 5/30/2018, NJ DOE Early Childhood Meeting, Trenton, NJ, Cost \$0, Attendees: Scott, Bowers
- e. To approve the following grievance resolution:

WHEREAS, an ad hoc committee of the Board of Trustees consisting of Nicole Butler, Miyoshi Lee and Kimaada Sills duly deliberated on a grievance filed by Employees # 00467 (Payroll Identifier); and

WHEREAS, the Committee met with the employee on May 9, 2018 and afforded the employee an opportunity to present any information and records in support of the grievance and also met on the same day the administration representative and provided the representative a chance present relevant information and records; and

WHEREAS, after careful consideration of all available information, the Committee recommends that the Administration's decision as to this employee be affirmed in all respects.

NOW THEREFORE BE IT RESOLVED, that the grievance filed by employee # 00467 (Payroll Identifier) be denied; and

BE IT FURTHER RESOLVED, that the Administration's decision as to this employee be affirmed in all respects.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	1 <sup>st</sup>	Х				Elizabeth Rainey-Goka		Х			
Miyoshi Lee	2 <sup>nd</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

- 5. Curriculum/Special Education
- 6. Policy/Miscellaneous

# VII. Board Member Reminders

a. Future Board Meetings – Wednesday, June 20, 2018, Meeting moved to June 12, 2018

#### VIII. Motions

- a. To accept the May HIB report.
- b. To approve the April HIB report.

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	2 <sup>nd</sup>	Х				Elizabeth Rainey-Goka		Х			
Miyoshi Lee	1 <sup>st</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			

# IX. Motion to Adjourn Meeting

Voting Members	Motion	Yes	No	Abstain	Absent	Voting Members	Motion	Yes	No	Abstain	Absent
Nicole Butler	2 <sup>nd</sup>	Х				Elizabeth Rainey-Goka		Х			
Miyoshi Lee	1 <sup>st</sup>	Х				Kimaada Sills		Х			
Kelly Murchison					Х	Anuja Vejalla					Х
Ed Nadel					Х	Marinne Walker		Х			