



October 22, 2020  
Board Meeting via Zoom  
6:30 pm

### Agenda

1. Call to Order
2. Public Comments
3. Adoption of October 2020 Agenda
4. Approval of September Minutes
5. Noemi Zibut's Secretary Nomination & Approval
6. Network Update
7. Adjournment



**Board of Trustees Meeting via Zoom**

September 8, 2020 @ 6:30 pm

**Minutes**

**Trustees Present**

Leticia Remauro
Yelena Sklyar
Noemi Zibuts
Angela Mirizzi-Olsen
Shelley Jain
David Sorkin ( <i>prospective board member</i> )

**Others Present:**

Jon Rosenberg, CEO, Hebrew Public

Elly Rosenthal, CFO, Hebrew Public

Lauren Murphy, External Relations Manager, Hebrew Public

**1. Call to Order**

Leticia Remauro opened the meeting at 6:39 pm and reminded everyone in attendance to use the “chat” feature for public comments or to email the board at [info@hebrewpublic.org](mailto:info@hebrewpublic.org) and the comments will be addressed within 48 hours.

**2. Adoption of July & September 2020 Agendas**

Leticia Remauro asked for a motion to adopt, Yelena Sklyar made a motion to adopt the July & September 2020 agendas, Shelley Jain seconded, and the motion carried unanimously.

### **3. Approval of June & July 2020 Minutes**

Leticia Remauro asked for a motion to approve, Angela Mirizzi-Olsen made a motion to approve the June & July 2020 minutes. Shelley Jain seconded, and the motion carried unanimously.

### **4. Adoption of the resolution that would approve the signing of the lease guaranty and approve the entering into of a sublease between the school Staten Island Hebrew Public and the Friends of Staten Island Hebrew Public organization**

The board was updated as to the progress of the building facility for the school at 829 Father Capodanno Boulevard Staten Island, New York. The board discussed the approval of signing the lease guaranty, which ensures that the School will pay the rent owed by the Friends of organization if for any reason the latter fails to do so. The board also discussed entering into a sublease with Friends of Staten Island Hebrew Public, a special purpose entity, to negotiate the leasing of said facility for the school. To that point, Shelley Jain made a motion to authorize the signing of the guaranty and to authorize the approval of entering into a sublease with Friends of Staten Island Hebrew Public for the aforementioned purpose. Noemi Zibuts recused herself from the vote due to a distant conflict of interest. Yelena Sklyar seconded and the motion carried unanimously with the exception of the aforementioned recusal. As such, the board adopted the following resolution:

#### **RESOLUTIONS OF THE BOARD OF TRUSTEES OF STATEN ISLAND HEBREW PUBLIC CHARTER SCHOOL**

The Board of Trustees (the “Board”) of Staten Island Hebrew Public Charter School, a New York not-for-profit education corporation (the “School”), at a duly constituted meeting of the Board held on September 8, 2020, does hereby (i) approve and adopt the following resolutions and (ii) direct that these resolutions be recorded among the minutes of the proceedings of the School.

WHEREAS, in conjunction with Friends of Staten Island Hebrew Public, Inc. (“Friends Of”), the School has finalized lease terms and documentation to secure for the School a new (to-be-constructed) facility located at 829 Father Capodanno Blvd., Staten Island, NY (the “Premises”) to house its student body, anticipated to begin with the 2021-22 school year; and

WHEREAS, for strategic purposes, Friends Of will be the prime tenant under the lease (the "Lease"; attached hereto as Exhibit A) with the landlord (the "Landlord") of the Premises and will sublease the Premises to the School; and

WHEREAS, under the terms of the Lease, as a material inducement to Landlord to enter into the Lease, the Owner requires that the School guaranty the payment of rent and other expenses set forth in the Lease pursuant to a Guaranty of Lease (the "Guaranty"; attached hereto as Exhibit B); and

WHEREAS, the School desires to sublease the Premises from Friends Of pursuant to a sublease (the "Sublease") which incorporates by reference the Lease, establishes a rent that shall be affordable under the School's budget and which shall include the rent due under the Lease as well as other facilities operational costs (e.g. utilities, maintenance, service contracts, etc.), all as to be more fully set forth in the Sublease; and

WHEREAS, the School desires to issue a Guaranty to satisfy the Landlord's requirements; and

WHEREAS, the School wishes to approve the general terms of the Sublease as set forth above, commit to entering into the Sublease by April 1, 2021 and approve Guaranty which shall be executed promptly following the approval of these resolutions so that Friends of can enter into the Lease for the Premises;

NOW THEREFORE, BE IT RESOLVED, that after due deliberation and consideration, the Board believes securing the Premises to be in the best interest of the School and necessary and advisable and approves the general terms of the Sublease, commits to executing a Sublease containing such general terms on or before April 1, 2021 and approves the School executing the Guaranty so that Friends Of can execute the Lease; and

BE IT FURTHER RESOLVED, that the School is hereby authorized and directed to execute and deliver the Guaranty and such further agreements, assignments, pledges, instruments, consents and any other documents ancillary to Guaranty necessary, proper and/or advisable in the determination of any Proper Representative (as defined below) and the payments related thereto as set forth above;

BE IT FURTHER RESOLVED, that any Trustee or officer of the School or the Board's designee (each, a "Proper Representative"), be and hereby is authorized and directed,

jointly and severally, to execute and deliver the Guaranty and any other documents consistent with the transactions described above and such further agreements, assignments, pledges, instruments, consents, and documents ancillary to the Guaranty or necessary in the determination of any Proper Representative, in the name of and on behalf of the School, and to pay all such expenses and taxes as in their judgment shall be necessary, proper and advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all actions heretofore taken by any Proper Representative, for and on behalf of the school in connection with the Guaranty including, but not limited to, the execution of the Guaranty shall be and hereby are ratified and approved, and that the authority given hereunder shall be retroactive and any and all acts hereunder performed prior to the passage of these resolutions are hereby ratified and approved.

Adopted: September 8, 2020

## **5. Adjournment**

Leticia Remauro motioned to adjourn at 7:00 pm.