

RESOLUTIONS

SPECIAL MEETING OF THE BOARD OF TRUSTEES OF LA CIMA CHARTER SCHOOL

November 22, 2022

APPROVAL OF MERGER

WHEREAS, the Board of Trustees of Las Cima Charter School (“La Cima”) wishes to enter into an Agreement and Plan of Merger (the “Agreement and Plan of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit A**, by and between La Cima and Launch Expeditionary Learning Charter School, each a not-for-profit education corporation duly organized under the laws of the State of New York, pursuant to which, on the terms and subject to the conditions set forth in the Agreement and Plan of Merger, (A) La Cima would merge with and into Launch, and Launch would continue as the surviving New York not-for-profit education corporation to be renamed “Launch Charter Schools” (the “Merger”); and (B) post-merger, Launch Charter Schools would have the authority to operate two (2) charter schools, La Cima Charter School, to be renamed “Launch La Cima Charter School,” and Launch Expeditionary Learning Charter School;

WHEREAS, the Board of Trustees further wishes to petition the Board of Regents of the University of the State of New York (the “Board of Regents”) for an Order of Merger pursuant to N.Y. Educ. Law §223, by filing a petition for merger (the “Merger Petition”) with the Board of Regents in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit B**;

WHEREAS, the Board of Trustees further wishes to submit a Certificate of Merger (the “Certificate of Merger”), in substantially the form presented to the Board of Trustees and attached hereto as **Exhibit C**, to the New York State Office of Counsel and the Board of Regents;

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

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

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

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

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

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

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

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

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

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

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

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

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

RESOLVED FURTHER, that all actions of any kind heretofore or hereafter taken by any trustee or officer of La Cima or any appointed or authorized person or persons authorized to act on behalf of La Cima in connection with the matters contemplated by the foregoing resolutions be, and each of them hereby is, confirmed, ratified, approved and authorized in all respects.

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

EXHIBIT A

Agreement and Plan of Merger

EXHIBIT B

Petition for Merger

EXHIBIT C

Certificate of Merger