



VALLEY FORGE
PUBLIC SERVICE ACADEMY
CHARTER SCHOOL

EXHIBIT 10 – Board Meeting Agenda & Minutes

VALLEY FORGE PUBLIC SERVICE ACADEMY

CHARTER SCHOOL

BOARD OF TRUSTEES MEETING

October 16, 2025

5:45 PM

MINUTES

SECTION I: CALL TO ORDER

A. Roll Call

| Board Candidates: | By Invitation: Non-Board Members in Attendance: |
|----------------------------------|--|
| Chris Massaro ("CM") | Stephen J. Flavell |
| Matthew Kass ("MK") | David Annecharico, Esq. |
| Michelle Thornton ("MT") | Nicolas Bednarek, Esq. |
| Advisory Board Candidates | |
| Christine Borelli | |
| Aquellah Elizy | |
| Brett Wade | |
| Alan Wohlstetter | |
| David DeLerosa | |

Kyle Phipps

Tim Dunn

B. Approval of Agenda

SECTION II: REPORTS

A. Report of Incorporator & Founder

- **D. Annecharico, Incorporator and Founder, shared a report highlighting:**
 - o The inception agenda resolutions
 - o The Charter School Application
 - o Next steps for working towards VFPSA’s Mission

B. Vision for Valley Forge Public Service Academy Charter School

- **D. Annecharico, Incorporator and Founder, discussed the vision and mission for VFPSA.**

SECTION III: NEW BUSINESS

A. RESOLUTIONS

MOTION

INCORPORATOR

R251016.01 Approval of the Agenda

RESOLVED, that the Incorporator of Valley Forge Public Service Academy Charter School hereby approves the October 16, 2025 Agenda.

SECOND

INCORPORATOR

VOTE:

X PASS

[] FAIL

MOTION

R251016.02 Trustees

INCORPORATOR

RESOLVED, that the following persons shall comprise the Board Trustees of Valley Forge Public Service Academy Charter School and shall be administered the Oath of Office:

SECOND

INCORPORATOR

Chris Massaro is hereby installed as a Trustee of the Board of Trustees of term ending June 30, 2027;

VOTE:

X PASS

Matthew Kass is hereby installed as a Trustee of the Board of Trustees of term ending June 30, 2027;

[] FAIL

Michelle Thornton is hereby installed as a Trustee of the Board of Trustees of term ending June 30, 2027;

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-----|------|
|-----|------|

| | |
|--|---|
| <p><i>Oath of Office administered to all Trustees present.</i></p> | <p><i>I, Chris Massaro/Matthew Kass, do solemnly swear (or affirm) that I will support, obey and defend the Constitution of the United States and the Constitution of this Commonwealth, and that I will discharge the duties of my office with fidelity.</i></p> |
|--|---|

R251016.03 Bylaws; Officers

MOTION

MK

RESOLVED, that the Bylaws presented to and considered at this meeting are adopted as the Bylaws of the Valley Forge Public Service Academy Charter School and the President, as appointed, is ordered to certify a copy of these Bylaws and insert them in a minute book of the Valley Forge Public Service Academy Charter School.

SECOND

CM

VOTE:

FURTHER RESOLVED, the following Trustees shall hold the following Offices:

X PASS

- Chris Massaro – President
- Matthew Kass – Vice President
- Michelle Thornton – Secretary / Treasurer

[] FAIL

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|--------------|---------------------------|
| <i>Board</i> | <i>General Discussion</i> |

MOTION

R251016.04 Appointment of Chief Executive Officer

MK

SECOND

RESOLVED, that pursuant to the Bylaws of Valley Forge Public Service Academy Charter School, Stephen J. Flavell is hereby appointed as Chief Executive Officer (“CEO”) of Valley Forge Public Service Academy Charter School.

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

X PASS

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

[] FAIL

MOTION

R251016.05 Ad-Hoc Committee: Advisory Board

MK

SECOND

RESOLVED, that the following persons are hereby appointed a standing Committee for the purposes of Advising the Board of Trustees in its initiative to successfully apply for a charter to operate a public charter school in Radnor Township (“Advisory Board”):

CM

VOTE:

Christine Borelli;

Aquellah Elizy;

X PASS

Brett Wade;

Alan Wohlstetter;

[] FAIL

David DeLerosa;
Kyle Phipps;
Tim Dunn; and

FURTHER RESOLVED, the President of the Board of Trustees shall oversee the Advisory Board.

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

MOTION

R251016.06 Legal Services

MK

RESOLVED, that the Board of Trustees of Valley Forge Public Service Academy Charter School hereby ratifies the Legal Services Agreement drafted by Sand & Saidel, PC and directs the President of the Board of Trustees to execute the same on behalf of the corporation.

SECOND

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

[] FAIL

MOTION

R251016.07 Discharge and Release of Incorporator

MK

RESOLVED, that the status, rights, duties and privileges of the Incorporator are hereby terminated, and the Board of Trustees of Valley Forge Public Service Academy Charter School hereby releases, waives and discharges any legal claims of any kind or nature arising out of the Incorporator’s actions in his capacity as Incorporator of Valley Forge Public Service Academy Charter School.

SECOND

CM

VOTE:

X PASS

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|------|------|
| None | None |

[] FAIL

MOTION

R251016.08 Principal Office Location

MK

RESOLVED, that 113 South 21st Street, Philadelphia, PA 19103 be and the same hereby is designated and fixed as the principal executive office for the transaction of the business of Valley Forge Public Service Academy Charter School in the County of Philadelphia, Pennsylvania, unless and until changed by resolution of the Board of Trustees; and

SECOND

CM

VOTE:

FURTHER RESOLVED, that the Officers of Valley Forge Public Service Academy Charter School and each of them are directed and authorized to execute any and all documents and to delegate any task necessary to effect this resolution in consultation with Sand and Saidel P.C.

X PASS

[] FAIL

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-----|------|
| | |

| | |
|------|------|
| None | None |
|------|------|

MOTION

R251016.09 Policies

MK

SECOND

RESOLVED, that the Board of Trustees of Valley Forge Public Service Academy Charter School hereby adopts the following policies, as presented:

CM

VOTE:

1. Admission Policy
2. Board of Trustees Policies
3. Evaluation Policy
4. Financial Policies
5. Personnel Policies
6. Records Management Policies
7. VFPSA PTO Policy
8. Form 990 Policies

X PASS

[] FAIL

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|------|------|
| None | None |

MOTION

R251016.10 Bank Accounts

MK

SECOND

RESOLVED, that Valley Forge Public Service Academy Charter School is to establish in its name one or more deposit accounts with _____, on terms and conditions to be agreed on with that bank, and the named Trustees of Valley Forge Public Service Academy Charter School are authorized to establish the account or accounts; and

CM

VOTE:

FURTHER RESOLVED, that the President, Treasurer, and Executive Director of Valley Forge Public Service Academy Charter School are authorized to withdraw funds from the account or accounts on checks

TABLED

of Valley Forge Public Service Academy Charter School. The signatures of the President, Treasurer, Executive Director shall be duly certified to the bank and the bank is authorized to honor and pay any and all checks signed by these Officers, including those drawn to the individual order of any Officer or other person authorized to sign.

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|--------------|---------------------------|
| <i>Board</i> | <i>General Discussion</i> |

MOTION

R251016.11 Fiscal Year

MK

RESOLVED, that the fiscal year end of Valley Forge Public Service Academy Charter School be fixed as June 30th of each year.

SECOND

CM

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

VOTE:

X PASS

[] FAIL

MOTION

R251016.12 Organizational Expenses

MK

RESOLVED, that the Board of Trustees is authorized and directed to pay the expenses of incorporating and organizing Valley Forge Public Service

SECOND

Academy Charter School.

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

X PASS

[] FAIL

MOTION

R251016.13 Exemptions from Federal and State Taxes

MK

RESOLVED, that the President of Valley Forge Public Service Academy Charter School shall consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax laws and, if such exemptions are available, the President shall, with the assistance of counsel, execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay necessary filing fees.

SECOND

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

X PASS

[] FAIL

MOTION

R251016.14 Statement by Domestic Nonprofit Corporation

MK
SECOND
CM
VOTE:
X PASS
[] FAIL

RESOLVED, that the Board Officers of Valley Forge Public Service Academy Charter School and each of them are authorized and directed to execute and file with the office of the Secretary of State, at the times required by law, the annual statement required by the laws, codes, and statutes of the Commonwealth of Pennsylvania to be filed by domestic nonprofit corporations

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

MOTION
MK
SECOND
CM
VOTE:
X PASS
[] FAIL

R251016.15 Compliance with Local Solicitation Ordinances

RESOLVED, that the Board Officers of Valley Forge Public Service Academy Charter School and each of them are directed to ascertain the legal requirements imposed on organizations soliciting funds for charitable purposes throughout the United States including without limitation the Township of Wayne, Pennsylvania; and

FURTHER RESOLVED, that the Board Officers of Valley Forge Public Service Academy Charter School and each of them are authorized and directed to make all necessary filings and obtain all necessary permits authorizing and allowing Valley Forge Public Service Academy Charter School to make public solicitations for contributions for charitable purposes in the jurisdictions named above.

Notes of Discussion / Advance Regulatory and Financial Comment:

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

MOTION

R251016.16 Employer Identification Number

MK

SECOND

RESOLVED, that legal counsel is directed and authorized and directed to make such filings and applications as are necessary to secure for Valley Forge Public Service Academy Charter School a federal employment identification number.

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

X PASS

[] FAIL

MOTION

R251016.17 Approval of the Charter Application for Valley Forge Public Service Academy Charter School

MK

SECOND

RESOLVED, that the Board of Trustees of Valley Forge Public Service Academy Charter School hereby approves of the Charter Application for the Valley Forge Public Service Academy Charter School;

CM

VOTE:

FURTHER RESOLVED, that any officer of this Board of Trustees is authorized and directed to negotiate the terms and conditions of the Charter Application and any document or delegate any task necessary

X PASS

[] FAIL

to affect this resolution in consultation with the Business Controller and legal counsel;

FURTHER RESOLVED, that any officer of this Board is directed and authorized to execute the Charter Application and any other document necessary to affect this resolution in consultation with the Business Controller and legal counsel; and

FURTHER RESOLVED, that all acts of any officer, agent, employee, attorney, or others acting for or on behalf of Valley Forge Public Service Academy Charter School, which are in accord with the intent, purpose and spirit of the resolutions set forth herein, and whether heretofore or hereafter done or taken shall be, and the same hereby are, ratified, confirmed and adopted in all respects, and any party may rely upon the continuing efficacy of the resolutions set forth herein and the power of any person to act as aforesaid, until a resolution set forth herein shall have been revoked in a further writing executed by Valley Forge Public Service Academy Charter School.

Notes of Discussion / Advance Regulatory and Financial Comment:

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

R251016.18 Board Meetings

MOTION

MK

SECOND

CM

RESOLVED, that the Board of Trustees of Valley Forge Public Service Academy Charter School may hold a regular annual business meeting as more fully described in the bylaws of each year at the principal business office of the Valley Forge Public Service Academy Charter School.

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

X PASS

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

[] FAIL

MOTION

R251016.19 Corporate Acronym

MK

RESOLVED, that the acronyms “VFPSA” shall hereinafter be acronyms for “Valley Forge Public Service Academy Charter School” with acceptable usage in all internal and external communications.

SECOND

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

X PASS

| | |
|-------------|-------------|
| Who | What |
| <i>None</i> | <i>None</i> |

[] FAIL

MOTION

R251016.20 Business Controller

MK

SECOND

RESOLVED, that the Board Officers of Valley Forge Public Service Academy Charter School and each of them are directed to approve and appoint a business controller to oversee the accounting operations of Valley Forge Public Service Academy Charter School and ensure the accuracy and compliance of financial reporting.

CM

VOTE:

Notes of Discussion / Advance Regulatory and Financial Comment:

X PASS

| Who | What |
|-------------|-------------|
| <i>None</i> | <i>None</i> |

[] FAIL

B. DISCUSSION AND ANNOUNCEMENTS

1. Board Meeting Schedule
2. Board Meeting Preparation Protocol

ADJOURNMENT

At 5:49 PM

MOTION

CM

SECOND

MK

VOTE:

X PASS

[] FAIL

CERTIFIED RESOLUTION

R251113.02 Officers: Superseding Resolution

| | |
|---|---|
| <p>MOTION</p> <p><u>MATTHEW KASS</u></p> <p>SECOND</p> <p><u>CHRISTOPHER MASSARO</u></p> <p>VOTE:</p> <p><input checked="" type="checkbox"/> PASS <input type="checkbox"/> FAIL</p> | <p>R251113.02 Officers: Superseding Resolution</p> <p>RESOLVED, that the Officers of Board Trustees of Valley Forge Public Service Academy Charter School, shall be as follows below, effective November 13, 2025:</p> <p>Matthew Kass – President Chris Massaro – Vice President Michelle Thornton – Secretary and Treasurer</p> <p>FURTHER RESOLVED, that the above Officer positions supersede any prior Officer positions of the Board Trustees of Valley Forge Public Service Academy Charter School</p> |
|---|---|

CERTIFICATE OF GENERAL COUNSEL

I certify that Sand & Sidel, P.C. is general legal counsel to Valley Forge Public Service Academy Charter School and that this corporate **R251113.02 Officers: Superseding Resolution** is the resolution adopted by Valley Forge Public Service Academy Charter School on November 13, 2025.

Executed on November 13, 2025 at Philadelphia Pennsylvania.

Attest

/s/ David Annecharico

SAND & SAIDEL, P.C.

By: David Annecharico, Esq.

General Counsel, Valley Forge Public Service Academy Charter School