



**NORTHWEST OHIO  
CLASSICAL ACADEMY**

**Board of Trustees Meeting Minutes  
May 18, 2022  
Northwest Ohio Classical Academy  
Held on-site**

In attendance: Ben Buckenmeyer, Ann Currie, Matt Dietrich, Eleanor Kemp, Steven Koralewski, Robert Pruger, Lee Strang, Anna Woycik, Phill Schwenk, Apryl Morin, CSS Representative Brian Davis

**I. Call to Order** – Board President Lee Strang called the meeting to order at 6:00pm.

**II. Agenda / Introductions**

**III. Monthly Financial Updates**

Fiscal Officer, Stephanie Ataya, previously sent the April financial report, May 2022 revised budget, and the 5-year forecast. Robert Pruger commented on the budget and 5-year forecast. Stephanie Ataya reviewed the GAAP Engagement letter.

Ben Buckenmeyer moved to approve the following three resolutions. Robert Pruger seconded the motion. All approved and motion passed.

**2022-118 RESOLUTION THAT FINANCIAL STATEMENTS WERE RECEIVED**

**WHEREAS**, the Board of Trustees has reviewed the financial update for the School for April 2022 as provided by its fiscal officer, Stephanie Ataya of Marcum; and

**BE IT RESOLVED**, that the Board has received the financial reports as presented.

**2022-119 RESOLUTION TO APPROVE THE MAY 2022 REVISED BUDGET AND 5-YEAR FORECAST**

**WHEREAS**, on May 18, 2022 the Board of Trustees has reviewed the May 2022 revised budget and the 5-year forecast for 2023-2027 as provided by its fiscal officer, Stephanie Ataya of Marcum; and

**BE IT RESOLVED**, that the Board hereby approves the May 2022 revised budget and the 5-year forecast for 2023-2027 as presented.

**2022- 120 RESOLUTION TO APPROVE THE CONTRACT FOR REA & ASSOCIATES**

**RESOLVED**, that the Board of Trustees approves the contract for Rea & Associates to complete a GAAP Compilation to meet the requirements of GASB 68 and 75 for fiscal year ending June 30, 2022 for a fee of \$2050.

**IV. Charter School Specialist Report** – Sponsor Representative Brian Davis reviewed the May Sponsor Connection.

**V. NOCA Board**

1. The April 27, 2022 Board meeting minutes stand approved.

**2022-121 RESOLUTION TO APPROVE BOARD MEETING MINUTES**

**RESOLVED**, that the Board of Trustees read and approves the April 27, 2022 Board meeting minutes.

2. Steve Koralewski reviewed the PTO update.



## **NORTHWEST OHIO CLASSICAL ACADEMY**

### **3. NOCA Athletic Boosters**

Ben Buckenmeyer reported that the NOCA Athletic Boosters is a constituted and active organization. The NOCA soccer club needs Board approval to utilize the NOCA soccer field on an ongoing basis. Discussion ensued. Ben Buckenmeyer made a motion to approve the facility usage agreement as presented. Steve Koralewski seconded the motion. All approved except for Ben Buckenmeyer, who abstained. Motion passed.

### **2022-122 RESOLUTION TO APPROVE FACILITY USAGE AGREEMENT**

**RESOLVED**, that the Board of Trustees approves the facility usage agreement as presented to authorize the NOCA Athletic Boosters' soccer club to utilize the NOCA soccer field.

**BE IT FURTHER RESOLVED**, that the Board President is authorized to sign the facility usage agreement.

### **4. Anna Woycik previously sent the Board Treasurer report.**

### **5. Items to Approve**

Adkins & Company, consultant for NOCA, prepared the application to amend NOCA's contract with its Sponsor, Charter School Specialists, to add 11<sup>th</sup> grade for the 2022-2023 school year and 12<sup>th</sup> grade for the 2023-2024 school year. Discussion ensued. Robert Pruger moved to approve the contract modification application. Steve Koralewski seconded the motion. All approved and motion passed.

### **2022-123 RESOLUTION TO APPROVE THE CONTRACT AMENDMENT APPLICATION TO INCLUDE THE ADDITION OF 11th GRADE AND 12th GRADE**

**BE IT RESOLVED**, that the Board of Trustees approves the addition of the 11th grade beginning August 2022 for the 2022-2023 school year and the addition of the 12th grade beginning August 2023 for the 2023-2024 school year at Northwest Ohio Classical Academy and once approved by the Sponsor; and

**BE IT FURTHER RESOLVED**, that the Board approves Adkins & Company to begin the contract modification request and necessary revisions to the school's education plan including all required documentation; and

**BE IT FURTHER RESOLVED**, that the Board approves a revised financial plan including enrollment, funding, and related expenses due to the additional 11<sup>th</sup> and 12<sup>th</sup> grade enrollment offering; and

**BE IT FURTHER RESOLVED**, that the Board approves a revised enrollment and admissions policy which addresses the additional enrollment for the 2022-2023 and 2023-2024 school year; and

**BE IT FURTHER RESOLVED**, that the Board authorizes Adkins & Company, on behalf of the Board, to submit the request for contract amendment to serve students in the 11th grade during the 2022-2023 school year and in the 12th grade during the 2023-2024 school year once all documentation is in final form acceptable to the Board President.

Lee Strang reviewed the Hillsdale College License Agreement. Discussion ensued. Robert Pruger moved to ratify the license agreement. Ben Buckenmeyer seconded the motion. All approved and motion passed.





**NORTHWEST OHIO  
CLASSICAL ACADEMY**

**2022-124 RESOLUTION TO RATIFY LICENSE AGREEMENT WITH HILLSDALE COLLEGE**

**RESOLVED**, that the Board of Trustees ratifies the License Agreement with Hillsdale College, as presented, effective June 1, 2022.

**BE IT FURTHER RESOLVED**, that the Board authorizes the Board President to sign the agreement on behalf of the Board of Trustees.

Ann Currie proposed that the Board of Trustees continues to meet on the third Wednesday of the month for the 2022-2023 school year. Ben Buckenmeyer moved to approve the Board of Trustees meeting calendar as presented. Steve Koralewski seconded the motion. All approved and motion passed.

**2022-125 RESOLUTION TO APPROVE THE BOARD OF TRUSTEES MEETING CALENDAR**

**RESOLVED**, that the Board of Trustees approves the 2022-2023 Board of Trustees meeting calendar as presented.

Robert Pruger moved to approve the 2022-2023 employee contracts as presented. Eleanor Kemp seconded the motion. All approved and motion passed.

**2022-126 RESOLUTION TO RATIFY EMPLOYEE CONTRACTS**

**WHEREAS**, the Board of Trustees has an approved community school contract including an educational model and organizational structure to meet the instructional and operational needs of the school; and

**BE IT RESOLVED**, that the Board authorizes the 2022-2023 personnel contracts for individuals filling roles opposite their name as indicated in the employee roster as presented on May 18, 2022.

**BE IT FURTHER RESOLVED**, that the Board of Trustees authorizes the Board President to sign the contracts on behalf of the Board of Trustees.

Michele Audet	LS
Susan Bachmayer	LS
Natalia Grinberg	LS
Steve Parmelee	Dean of Students
Lydia Winslow	LS

**6. Committee and Other Reports:**

**A. Headmaster Search Committee**

Ann Currie moved to enter executive session to discuss the appointment, employment, and compensation of employees. Anna Woycik seconded the motion. A roll call vote was taken and all approved. Ben Buckenmeyer – yes; Ann Currie – yes; Matt Dietrich – yes; Eleanor Kemp – yes; Steven Koralewski – yes; Robert Pruger – yes; Lee Strang – yes; Anna Woycik – yes. Executive session started at 6:47pm.

**2022-127 RESOLUTION TO ADJOURN INTO EXECUTIVE SESSION**

**RESOLVED**, that the Board of Trustees approves to adjourn into executive session on May 18, 2022 at 6:47pm to discuss the subject matter as follows: appointment,



## **NORTHWEST OHIO CLASSICAL ACADEMY**

employment and compensation of employees.

Executive session ended at 7:55pm.

### **B. Community Relations Committee**

Ben Buckenmeyer provided the committee's update. In coordination with the new Headmaster, the committee is organizing a summer Classical Mission Outreach to school families.

Ann Currie moved to enter executive session to discuss matters required to be kept confidential by federal or state laws or rules. Anna Woycik seconded the motion. A roll call vote was taken and all approved. Ben Buckenmeyer – yes; Ann Currie – yes; Matt Dietrich – yes; Eleanor Kemp – yes; Steven Koralewski – yes; Robert Pruger – yes; Lee Strang – yes; Anna Woycik – yes. Executive session started at 7:58pm.

### **2022-128 RESOLUTION TO ADJOURN INTO EXECUTIVE SESSION**

**RESOLVED**, that the Board of Trustees approves to adjourn into executive session on May 18, 2022 at 7:58pm to discuss the subject matter as follows: matters required to be kept confidential by federal or state laws or rules.

Executive session ended at 8:41pm.

C. Dress Code Working Group – no report.

D. Education Committee – no report.

E. Facility Committee – report postponed until next meeting.

F. Facility Expansion Task Force

Matt Dietrich presented the update on the Phase 1 renovations and Phase 2 expansion. The Board decided to not include sinks in the renovated classrooms as part of Phase 1. Discussion ensued regarding the need for a Bond Trustee, who was recommended by legal counsel. Matt Dietrich moved to approve the Bond Trustee as presented. Eleanor Kemp seconded the motion. All approved and motion passed.

### **2022-129 RESOLUTION TO APPROVE BOND TRUSTEE**

**RESOLVED**, that the Board of Trustees approves the Bond Trustee, U.S. Bank in Cleveland, OH, as presented for fees up to \$8000 at the bond closing and \$2500 annually.

**BE IT FURTHER RESOLVED**, that the Board authorizes the Board President or designee to sign the Bond Trustee service agreement on behalf of the Board of Trustees.

Matt Dietrich reported that NOCA is the sole member of a newly created LLC, NOCA Properties LLC. Matt Dietrich moved to approve the following three resolutions regarding the new LLC. Ann Currie seconded the motion. All approved and motion passed.

### **2022-130 RESOLUTION TO RATIFY ORGANIZATION OF LLC**

**RESOLVED**, that the Board of Directors of Northwest Ohio Classical Academy, as the sole member of NOCA Properties LLC, hereby ratifies the Articles of Organization of NOCA Properties LLC filed in the Office of the Secretary of State of Ohio on May 12, 2022.





**NORTHWEST OHIO  
CLASSICAL ACADEMY**

**2022-131 RESOLUTION TO AUTHORIZE MANAGEMENT OF NOCA PROPERTIES LLC**

**RESOLVED**, that all of the acts, actions, deeds and writings made for and on behalf of or in contemplation of NOCA Properties LLC, taken by Northwest Ohio Classical Academy Board Members and Nicola, Gudbranson & Cooper, LLC shall be and hereby are in all respects, approved, affirmed and ratified.

**2022-132 RESOLUTION TO APPROVE THE OPERATING DECLARATION**

**RESOLVED**, that the Board of Directors of Northwest Ohio Classical Academy, as the sole member of NOCA Properties LLC, approves and adopts the Operating Declaration of NOCA Properties LLC as presented.

**BE IT FURTHER RESOLVED**, that the Board authorizes the Board President or designee to sign the Operating Declaration on behalf of the Board of Trustees.

Matt Dietrich explained that the Board needs to authorize NOCA to pay for expenses associated with the purchase of the property (i.e. appraisal, survey, test borings, etc). The Board already passed a resolution allowing for these expenditures to be reimbursed by the bond funds. Ann Currie moved to authorize NOCA to pay for the expenditures. Robert Pruger seconded the motion. All approved and motion passed.

**2022-133 RESOLUTION TO AUTHORIZE EXPENDITURES**

**WHEREAS**, the Board of Directors is interested in investigating the options to purchase the building in which the School operates; and

**WHEREAS**, upon the purchase of the School building the Board of Directors intends on expanding the facility to offer educational services to additional students has an objective of the promotion of public health, safety, moral and general welfare and prosperity of all the inhabitants or residents within the State of Ohio; and

**WHEREAS**, based on such objective the Board of Directors finds a public purpose in expenditures necessary to support the financing and purchase of the School building;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors hereby authorizes the expenditure of funds for Phase II Construction (Expansion of current facility), not to exceed the amount of \$100,000 for expenses related to the purchase of property.

Robert Pruger moved to authorize expenditures for Phase 1 renovations, which were already included in the budget as Capital Improvements. Anna Woycik seconded the motion. All approved and motion passed.

**2022-134 RESOLUTION TO AUTHORIZE EXPENDITURES**

**WHEREAS**, the Board of Directors is interested in remodeling a portion of the building in which the School operates; and



## **NORTHWEST OHIO CLASSICAL ACADEMY**

**WHEREAS**, the Board of Directors intends on renovating 4 lower school classrooms and associated restrooms to offer educational services to additional students has an objective of the promotion of public health, safety, moral and general welfare and prosperity of all the inhabitants or residents within the State of Ohio; and

**WHEREAS**, based on such objective the Board of Directors finds a public purpose in expenditures necessary to support the renovation of aforementioned classrooms and restrooms;

**NOW, THEREFORE, BE IT RESOLVED**, that the Board of Directors hereby authorizes the expenditure of funds for Phase I Construction, not to exceed the amount of \$725,000 for expenses related to the renovation of 4 classrooms and restrooms.

Matt Dietrich moved to ratify the Comte Construction Co. contract for Phase 1 renovations as presented. Ben Buckenmeyer seconded the motion. All approved and motion passed.

### **2022-135 RESOLUTION TO RATIFY CONTRACT WITH COMTE CONSTRUCTION CO.**

**RESOLVED**, that the Board of Trustees ratifies the contract with Comte Construction Co. for classroom renovations for up to \$724,700 for Phase 1 renovations, as presented, effective April 8, 2022.

Matt Dietrich reported that the services Marcum will provide surrounding the facility expansion (for being a cosignatory for the Trustee account and providing general accounting of the NOCA Properties LLC) will be outside the scope of the accounting services agreement. The bond transaction will probably close mid-August.

- G. Finance/Audit Committee – Robert Pruger reported that the budget and audit are complete. The committee is determining the funding mechanism for high performance schools.
- H. Joint Fundraising Committee – Robert Pruger reported that the fundraising appeal is expected to start soon. A Mailchimp template will be used. A matching grant may be part of the fundraising appeal.
- I. Marketing Committee – Anna Woycik reported that Anastasia Desmond recently did an ad on Proclaim FM.
- J. Policies Committee – no report.

**VI. State of the School Principal Report** – Principal Phill Schwenk presented the report. Items discussed in detail:  
Current enrollment is 413 students.

Upcoming events: Moving up ceremony (May 24) and Closing ceremony (May 26)

**VII. Public Comment** – Public comment proceeded for 3 minutes.

**VIII. Next Meeting Reminder:** June 15, 2022, 6:00pm.


**IX. Adjournment** – Board President Lee Strang adjourned the meeting at 9:30pm.



**NORTHWEST OHIO  
CLASSICAL ACADEMY**

**CERTIFICATION**

The foregoing are true and correct resolutions adopted by the Governing Authority of the school at a public Board Meeting dated May 18, 2022.

  
by Lee J. Strang, Board President

June 16, 2022  
Date

  
Ann P. Currie, Board Secretary

June 16, 2022  
Date