

# Minutes of the Meeting of the Board of Directors Winton Preparatory Academy, Inc.

4750 Winton Road  
Cincinnati, OH 45323  
December 18, 2013  
6:00 PM

## In Attendance:

### Board Members Present:

James George, *President*  
Paul Holzman, *Vice President*  
Jeanie Holzman, *Secretary*  
Susan Kunkemoeller  
Beth Cavanaugh

### Other Attendees:

Lisa Davis, *Winton Administrator*  
Peggy Young, *Sponsor Representative - Buckeye Community Hope Foundation*  
Amy Goodson, *Board Legal Counsel*  
Jason McMillin, *Massa Financial Solutions*

I. **Call to Order:** 6:07 P.M.

II. **Welcome and Roll Call**

III. **Public Comment:** none

IV. **Approval of Agenda**

V. **Action & Discussion Items**

#### a) **Approval of Minutes of Prior Meeting**

**RESOLVED**, that the Board of Directors approves the minutes of the meeting of October 16, 2013 as presented.

Moved: P. Holzman Seconded: J. Holzman  
Ayes: 5 Nays : 0

#### b) **Election of Treasurer**

The Board discussed Ms. Kunkemoeller's background in banking and her qualifications to serve as treasurer.

**RESOLVED**, that the Board of Directors elects and appoints Susan Kunkemoeller as board treasurer pursuant to its Code of Regulations.

Moved: George Seconded: J. Holzman  
Ayes: 5 Nays : 0

**c) State of the School**

Lisa Davis presented the state of the school report, noting that enrollment is currently at 161. The students will enter the second phase of Scantron testing in January. The staff has been utilizing teacher based teams. Attendance is at 88%, so the school will be using incentives to increase that. About 60% of parents attended parent-teacher conferences

**RESOLVED**, that the Board of Directors accepts the State of the School Report as presented.

Moved: P. Holzman    Seconded: Kunkemoeller  
Ayes: 5    Nays : 0

**d) Financial Report**

Jason McMillin presented the financials to the Board.

**RESOLVED**, that the Board of Directors accepts the financial report as presented.

Moved: P. Holzman    Seconded: Kunkemoeller  
Ayes: 5    Nays : 0

**e) Charter School Capital Discussion and Resolution**

Jason McMillin presented the background information on Charter School Capital, which is a company that provides working capital funds for daily operations of charter schools. Mr. McMillin explained that the company buys the foundation payment due the school from the state. Funding levels are linked directly to the money due to the school from the state based on student attendance.

The Board of Directors adopted the Acknowledgement Resolution as attached:

Moved: P. Holzman    Seconded: Kunkemoeller  
Ayes: 5    Nays : 0

**f) Positive Behavior Interventions and Support Policy**

**RESOLVED**, that the Board of Directors adopts the Positive Behavior Interventions and Support Policy as presented.

**g) Whistleblower Policy & Fraud Reporting**

**RESOLVED**, that the Board of Directors adopts the Whistleblower Policy & Fraud Reporting as presented.

**h) Physical Education Policy**

**RESOLVED**, that the Board of Directors adopts the Physical Education Policy as presented.

**i) Early Entrance Policy**

**RESOLVED**, that the Board of Directors adopts the Early Entrance Policy as presented.

**j) Anti-Gang Policy**

**RESOLVED**, that the Board of Directors adopts the Anti-Gang Policy as presented.

**Approval of items f-j:**

Moved: P. Holzman    Seconded: Kunkemoeller  
Ayes: 5    Nays : 0

**k) Discussion Regarding Potential New Board Members**

James George mentioned that he is gathering information and may recommend that the board consider adding an additional board member. Mr. George discussed Rod Hale, an individual who has experience serving on other boards and with school security. The Board discussed the positives and negatives of adding a 6<sup>th</sup> board member.

**VI. Informational Reports**

**a) Sponsor Update**

Peggy Young provided the Board with an update regarding compliance. Ms. Young mentioned that she had conducted a board training prior to today's meeting in which board members J. Holzman, P. Holzman and Kunkemoeller participated.

**b) Legal Update**

Amy Goodson highlighted some of the information in the Legal Update documented provided.

**VII. Confirmation of Next Meeting**

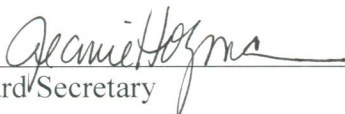
Wednesday, February 19, 2013 at 6:00 PM  
4750 Winton Road  
Cincinnati, OH 45232

**VIII. Adjournment: 7:10 PM**

Moved: P. Holzman    Seconded: Kunkemoeller  
Ayes: 5    Nays : 0

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Approved by the Board of Directors of Winton Preparatory Academy on March 4, 2014

  
Board Secretary

**WINTON PREPARATORY ACADEMY, INC.**

**ACKNOWLEDGEMENT RESOLUTIONS**

The undersigned, on behalf of WINTON PREPARATORY ACADEMY, INC., an Ohio not for profit corporation (the "Company"), hereby certifies that the resolutions set forth below were adopted by the Board of Directors (the "Board") of the Company, in accordance with Section 121.22 of the Ohio Revised Code and the Code of Regulations, at a duly noticed meeting open to the public and held on December 18, 2013 at 6:00 p.m., Eastern Standard Time at 4750 Winton Road Cincinnati Ohio 45323. A quorum of the Board was present at the meeting.

Sale of Receivables.

WHEREAS, the Company receives and owns and will receive and own from time to time certain receivables or payments due from the State of Ohio (the "Payor");

WHEREAS, the Company from time to time in the ordinary course of its business needs to obtain certain amounts before it receives payments due from the Payor on certain receivables;

WHEREAS, the Company's business of operating a community school requires a consistent cash flow;

WHEREAS, the Company instructs the Payor, pursuant to the Payor's policies and procedures, as to the location and manner of payment of the Company's receivables;

RESOLVED: That the Board deems it to be in the best interests of the Company to authorize the Company to sell additional receivables and payments, and all monies due or to become due and amounts received with respect thereto and all proceeds thereof (the "Receivables") to Charter School Capital, Inc. ("CSC") at a discount to face value in an amount not to exceed the lesser of (i) \$550,000.00 of gross receivables value and (ii) \$475,000.00 of initial purchase (face value) at any one time outstanding.

RESOLVED FURTHER: That the Company is in good standing with all license, income, and franchise taxes paid and no proceeding for the dissolution or liquidation of the Company is threatened or in effect.

RESOLVED FURTHER: That the Company's sale of the Receivables is not prohibited under the Contract for Community School dated May 15, 2013 (the "Community School Contract"), by and between the Company and Buckeye Community Hope Foundation (the "Sponsor"), and, if required, has been consented to by the Sponsor, as required by the Community School Contract.

RESOLVED FURTHER: That the Company is authorized and directed to sell the Receivables to CSC from time to time pursuant to, and to consummate the other transactions contemplated by, one or more Receivables Purchase Agreements and related Terms Letters between the Company and CSC, substantially in the form reviewed by the Board, with such changes thereto consistent with these resolutions as an Authorized Officer of the Company shall approve, and including any amendments, supplements or modifications to the foregoing consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That each of James George, as Board President; John Stack, as School Director, and C. David Massa, as Fiscal Officer (such persons and their duly elected and qualified successors, the "Authorized Officers") is authorized and directed to execute and deliver, on behalf of the Company, the Receivables Purchase Agreements, the Terms Letters, the Paying Agency Agreement, and subject to the limitations set forth herein, such other agreements and other documents and instruments as may be necessary or desirable to effectuate the sale of Receivables contemplated hereby, including, without limitation, agreements or documents as may be necessary to facilitate the sale of Receivables by CSC to an affiliate or third party to finance its purchase of the Receivables and further including, without limitation, such amendments, supplements or other modifications to any or all of the documents described in this paragraph and consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That the Board of the Company deems it to be in the best interests of the Company and hereby authorizes and directs any two Authorized Officers, to execute the Account Control Agreement and establish a segregated account for the deposit of payments made by the Payor.

RESOLVED FURTHER: That the Board of the Company deems it to be in the best interests of the Company to instruct the Payor, in the form provided by CSC, to make the payment of all revenues with respect to the Receivables administered and paid by the Payor in the manner described in the Account Control Agreement.

RESOLVED FURTHER: That any two Authorized Officers will execute instructions to the Payor, in the form provided by CSC, directing the payment of all revenues of the Company in the manner described in the Account Control Agreement.

RESOLVED FURTHER: That the instructions described in the immediately preceding paragraph will not be altered in any manner nor any other instructions substituted in their place without the prior written approval of any two Authorized Officers executing such instructions and without the express written consent of

CSC and that the Payor is to disregard any change in disbursement instructions that are not counter-signed by such two Authorized Officers and CSC.

RESOLVED FURTHER: That the Authorized Officers are, and each of them is, hereby authorized and directed, on behalf and in the name of the Company and subject to the limitations set forth herein, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such instruments, certificates and other documents as he or she may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions and the transactions contemplated thereby (hereby ratifying and confirming any and all actions taken heretofore and hereafter by such officers to accomplish such purposes).

The foregoing resolutions were passed by a vote of the Board of Directors and adopted at the meeting of the Board of Directors of the Company on the date referred to above, by the following vote:

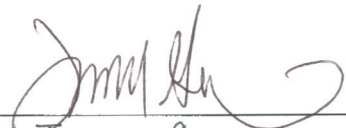
Ayes:	<u>5</u>
Nays:	<u>0</u>
Absent:	<u>0</u>
Abstain:	<u>0</u>

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[Remainder of this page intentionally left blank]

The undersigned certifies further that the foregoing resolutions have not been modified, amended or rescinded and are in full force and effect as of the date hereof.

**WINTON PREPARATORY ACADEMY,  
INC.**

By:   
Name: James George  
Title: Board President  
Date: December 18, 2013