

APPENDIX B

REQUIRED

DOCUMENTS

MEETING MINUTES OF THE JOINT MEETING OF GOVERNING BOARDS OF

- Legacy Traditional School-Avondale
- Legacy Traditional School-Casa Grande
- Legacy Traditional School-Chandler
- Legacy Traditional School-East Mesa
- Legacy Traditional School-Gilbert
- Legacy Traditional School-Glendale
- Legacy Traditional School-Laveen
- Legacy Traditional School-Maricopa
- Legacy Traditional School-Goodyear
- Legacy Tradition School-East Tucson
- Legacy Tradition School-North Phoenix
- Legacy Tradition School-West Surprise
- Legacy Traditional School-North Chandler
- Legacy Traditional School-Northwest Tucson
- Legacy Traditional School-Peoria
- Legacy Traditional School-Phoenix
- Legacy Traditional School-Queen Creek
- Legacy Traditional School-Surprise
- Legacy Traditional Schools

Date: February 21, 2019

Time: 5:00 pm

Location: Vertex Education
3125 S. Gilbert Road
Chandler, AZ. 85286
Everest Conference Room

I. CALL TO ORDER AND PLEDGE OF ALLEGIANCE

At 5:08 pm, Member Diego Gettler, acting as president in Nathan Schlink's absence, called the board meeting to order, then led the Pledge of Allegiance.

II. ROLL CALL

Member Diego Gettler called roll:

- *Member Ms. Heather Jones: Present (In person)*
- *Member Ms. Jenni Ferrin: Present (In person)*
- *President Mr. Nathan Schlink: Not present*
- *Member Mr. Cory Theobald: Present (In person)*
- *Member Mr. Diego Gettler: Present (In Person)*

III. ANNOUNCEMENTS AND REPORTS

NWEA mid-year MAP Data (All Schools) (Nicole Kirkley & Brittany Ayo)

Member Gettler asked Superintendent Kirkley, Superintendent, and Brittany Ayo, Math Subject Matter Expert, to present this item. Brittany explained that the NWEA MAP is an assessment given three times a year, near the beginning, middle and end of the school year. It is an indicator of how our students will likely perform on AZ MERIT.



Brittany shared that MAP testing results show that Legacy Traditional Schools students are making phenomenal growth this school year.

Legacy Traditional Schools has outperformed the state of Arizona as a whole in both math and reading. Brittany shared some of the data showing the outstanding results being achieved. She shared that one of the MAP representatives observed to Brittany that in her 10-year career of being a MAP representative for over 100 schools, she has not seen the growth that Legacy Traditional Schools is achieving, especially with Charters.

Brittany also shared that based on the first assessment taken near the beginning of the school year, a growth goal is set for each student. By the second assessment, 90% of Legacy students met their growth goal in math, compared to a national average of 68%. By the second assessment, 77% of Legacy students met their growth goal in reading, compared to a national average of 59%

Board members asked some clarifying questions about the results, and Brittany and Nicole responded to those questions.

IV. PUBLIC COMMENTS

Public comments will be allowed during this agenda item using comment cards received prior to the beginning of the meeting. Blank comment cards will be available before the meeting. Each public commenter will have a time limit of two (2) minutes, subject to the discretion of the Board President. Under Arizona open meeting law, members of the Board may not take action in this meeting on a matter raised under this public comment item.

There were no public comments.

V. NEW BUSINESS – DISCUSSION AND POSSIBLE ACTION

a. Approve minutes of the January 10, 2019 board meeting (All Schools)

Member Gettler asked if board members had questions or comments about the minutes. There were no comments or questions from board members. Member Gettler requested a motion to approve the minutes from the January 10, 2019 board meeting.

Motion, Second, and Vote:

Member Theobald moved to approve the minutes of the January 10, 2019 board meeting. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

b. Organizational approvals related to new corporations: including adoption of bylaws, conflict of interest policy and whistleblower policy, election of directors and officers. (Goodyear, East Tucson and North Phoenix) (Brandon Jones & Corey Kennedy)



Corey Kennedy shared with the board that these are new corporations that have been set up in anticipation of the replication applications for new campuses in these areas. Now the board's approval is requested to finish the initial organization of these entities. The intent is to set these up to be identical to all of the other schools regarding the bylaws, conflict of interest policy, records, retention policy, and election of directors and officers.

Member Gettler requested a motion.

Motion, Second, and Vote:

Member Theobald moved to adopt the Bylaws, Conflict of Interest Policy, Records Retention Policy, and Whistleblower Policy, elect the directors as presently constituted for all existing Legacy Traditional Schools entities, and elect Nathan Schlink as President, Jenni Ferrin as Secretary, and Aaron Hale as Treasurer. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

- c. Approval of Management agreements with Vertex Education (Goodyear, East Tucson, North Phoenix, and West Surprise)

Corey Kennedy explained that no action is needed on this item after all. We had been instructed by the State Board for Charter Schools that signed management agreements were required for the replication applications, but upon further discussion with them it turned out that was not required for us. We will present the management agreement for this Board's approval after the charter has been granted.

- d. Approval to submit replication application for four campuses "Goodyear, East Tucson, North Phoenix and West Surprise" using LTS – Avondale (Avondale) (Nicole Kirkley)

Superintendent Nicole Kirkley shared that we are looking at those four sites within the next few years and to plan ahead we are asking the Board to approve for us to use our LTS-Avondale site which is academically and financially performing exceedingly well.

This will be voted on April 8th, at the Arizona State Charter Board Meeting if approved this evening to replicate.

Member Gettler requested a motion.

Motion, Second, and Vote:

Member Theobald moved to approve the replication submittal application for four campuses: "Goodyear, East Tucson, North Phoenix, and West Surprise" using LTS-Avondale. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None



Member Gettler noted that the motion passed.

- e. Approval of prospective Goodyear/Avondale/Buckeye campus location and related lease and option to purchase. (Goodyear/Avondale/Buckeye) ((Brandon Jones & Aaron Hale)

We have an opportunity on a great property that we looked at years ago; however, the cost and timing just wasn't right. The broker circled back with us a couple of months ago and the building cost has dropped dramatically since then. It is a 14-acre site and the cost of the building and property is less than what it would be for us to build a new school.

Some of the biggest reasons why we like the West Valley campus:

- *Spill over from other schools in the area*
- *Heavy wait list at Avondale school, 550 kids*
- *Lots of projected growth*
- *Pull from the waitlists that BASIS and Great Hearts is experiencing*

Member Gettler requested a motion.

Motion, Second, and Vote:

Member Theobald moved to approve a new campus in Goodyear/Avondale/Buckeye and to authorize Vertex to negotiate and consummate a related lease and option to purchase on behalf of LTS-Goodyear.

Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

- f. Review and approve the Legacy Traditional School Facility Use Policy (All Schools) (Jennifer Becker)

Member Gettler invited Jennifer Becker, V.P. of Operations with Vertex, to present the proposed Facility Use Policy which was emailed to the Board for their review prior to the board meeting. Jennifer Becker summarized the proposed policy. The overall consideration is safety, security, ability to maintain the facilities for Legacy school-sponsored activities only going forward. Board members asked a few clarifying questions and there was some discussion about the pros and cons of the proposed policy.

After the discussion concluded, Member Gettler requested a motion.

Motion, Second, and Vote:

Member Theobald moved to approve the proposed Legacy Traditional School Facility Use Policy. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None



Member Gettler noted that the motion passed.

- g. Adding Aaron Hale and Brandon Jones as charter representatives for AZ Charter Board–(All Schools) (Corey Kennedy)

Corey Kennedy explained that this approval is recommended to simply make sure there are multiple points of contact officially with the AZ State Board for Charter Schools so that nothing falls through the cracks.

Member Gettler called for a motion.

Motion, Second, and Vote:

Member Ferrin moved to approve adding Aaron Hale and Brandon Jones as charter representatives with the Arizona State Board for Charter Schools.

Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

- h. Approval of project management agreements with Provestus for Maricopa and Queen Creek expansion projects. (Maricopa and Queen Creek) (Brandon Jones)

Matt Werner with Provestus Development Solutions shared with the board that approval is sought for the real estate project management agreements for the 2019 construction expansions previously approved by the Board for the Maricopa and Queen Creek campuses.

Matt provided a brief refresher on the scope of each project and an update on where each project stands currently. He explained that Queen Creek is in the permitting stage and Maricopa will obtain early grading permits beginning early next week. The Queen Creek total budget is estimated at \$1.375 million and the Maricopa total budget is at \$850,000, with both projects completed by July 1, 2019 in plenty of time for the new school year.

Matt also explained that Provestus has obtained multiple bids for the work on these projects. This agenda item is for the board to approve the agreement between Provestus and LTS-Maricopa and LTS-Queen Creek to manage these projects, similar to the agreements that were approved on previous expansion projects.

Member Gettler requested a motion.

Motion, Second, and Vote:

Member Theobald moved to approve the project management agreements with Provestus for the Maricopa and Queen Creek expansion projects.

Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin



Not in favor: None

Member Gettler noted that the motion passed.

- i. Recommendation for Goodyear/Avondale/Buckeye campus principal (Goodyear) (Nicole Kirkley)

Superintendent Kirkley shared that Brittany Kleinow, currently an assistant principal at the Surprise campus, is being recommended to be the principal at the new campus in Goodyear/Avondale/Buckeye. She shared Mrs. Kleinow's background and qualifications for the position and what a good fit she is for this role.

Member Gettler called for a motion.

Motion, Second, and Vote:

Member Theobald moved to approve Brittany Kleinow as the principal of the Goodyear/Avondale/Buckeye campus principal, contingent upon charter approval. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

- j. Recommendation for Surprise Junior High campus principal (Surprise) Nicole Kirkley

Superintendent Kirkley shared that Josh Leon, currently an assistant principal at the Surprise campus, is being recommended to be the new junior high principal at the Surprise campus. Superintendent Kirkley explained that this is a new position and is unique to the Surprise campus because it is so large. The thought is that grades 6 to 8 will benefit from a dedicated principal, leaving the current principal, Lexi Gold, to be the K to 5 principal. Superintendent Kirkley shared Mr. Leon's background and qualifications for the position and what a good fit he is for this role.

Member Gettler called for a motion.

Motion, Second, and Vote:

Member Ferrin moved to approve Josh Leon as the Surprise Junior High campus principal. Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones and Ferrin

Not in favor: None

Member Gettler noted that the motion passed.

VI. SUMMARY OF CURRENT EVENTS AND DISCUSSION OF FUTURE MEETING DATES

Board members may present a brief summary of current events pursuant to A.R.S. § 38-431.02(K)

and may discuss future meetings dates. The Board may not discuss, deliberate, or take action on any



matter in the current event summary.

The board discussed the next meeting being April 11th, and asked that it be held at Vertex Education.

VII. ADJOURN

Member Gettler called for a motion to adjourn the LTS – Arizona School Board Meeting.

Motion, Second, and Vote:

Member Gettler moved adjourn the LTS – Arizona School Board Meeting.

Member Jones seconded the motion.

Member Gettler called for a vote by those in favor and then by those not in favor.

In favor: Theobald, Gettler, Jones, and Ferrin.

Not in favor: None

Member Gettler noted that the motion passed and adjourned the meeting at 6:23 pm.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

OFFICER/DIRECTOR/SHAREHOLDER CHANGE

Read the Instructions C017i

- 1. ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
LEGACY TRADITIONAL SCHOOL - GOODYEAR

**CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND
COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.**

- 2. OFFICER CHANGE (CHANGE IN OFFICERS)** – Use one block per person –
To REMOVE an officer - list the name only of the officer being removed and check "Remove officer."
To ADD an officer - list the name and address of the officer being added and check "Add officer."
To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
To CHANGE NAME of existing officer - list the current name, then the NEW name, and check "Name change."
If more space is needed, complete and attach another Officer/Director/Shareholder Change form.

Name currently shown in ACC records BRANDON JONES			Name currently shown in ACC records NATHAN SCHLINK					
NEW Name Address 1 3125 S. GILBERT ROAD			NEW Name Address 1 3125 S. GILBERT ROAD					
Address 2 (optional) CHANDLER		AZ	Zip 85286	Address 2 (optional) CHANDLER		AZ	Zip 85286	
City UNITED STATES		State or Province	Zip	City UNITED STATES		State or Province	Zip	
Country 2/12/19		Title CEO		Country 02/12/19		Title President		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer				<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer				
Name currently shown in ACC records JENNI FERRIN			Name currently shown in ACC records AARON HALE					
NEW Name Address 1 3125 S GILBERT RD			NEW Name Address 1 3125 S GILBERT RD					
Address 2 (optional) CHANDLER		AZ	Zip 85286	Address 2 (optional) CHANDLER		AZ	Zip 85286	
City UNITED STATES		State or Province	Zip	City UNITED STATES		State or Province	Zip	
Country 2/12/19		Title Secretary		Country 2/12/19		Title Treasurer		
<input type="checkbox"/> Address change <input type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer				<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add officer <input type="checkbox"/> Name change <input type="checkbox"/> Remove officer				

Officers continued

Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	<input type="text"/>	<input type="button" value="▼"/>	State or Province	Zip	
Country	<input type="text"/>	<input type="button" value="▼"/>			
Date taking office (optional) Title			Date taking office (optional) Title		
<input type="checkbox"/> Address change <input type="checkbox"/> Add officer			<input type="checkbox"/> Address change <input type="checkbox"/> Add officer		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove officer			<input type="checkbox"/> Name change <input type="checkbox"/> Remove officer		

3. DIRECTOR CHANGE (CHANGE IN DIRECTORS) – Use one block per person -

To REMOVE a director - list the name only of the director being removed and check "Remove director."

To ADD a director - list the name and address of the director being added and check "Add director."

To CHANGE ADDRESS only - list the name and NEW address and check "Address change."

To CHANGE NAME of existing director - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Officer/Director/Shareholder Change form.

Name currently shown in ACC records			Name currently shown in ACC records		
DIEGO GETTLER			HEATHER JONES		
NEW Name			NEW Name		
3125 S. GILBERT ROAD			3125 S. GILBERT ROAD		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
CHANDLER	<input type="text"/> AZ	85286	CHANDLER		
City	<input type="text"/> UNITED STATES	<input type="button" value="▼"/>	City	<input type="text"/> UNITED STATES	<input type="button" value="▼"/>
State or Province		Zip	State or Province		Zip
Country	<input type="text"/> 02/12/19	<input type="button" value="▼"/>	Country	<input type="text"/> 02/12/19	<input type="button" value="▼"/>
Date taking office (optional) Title			Date taking office (optional) Title		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add director			<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		
Name currently shown in ACC records			Name currently shown in ACC records		
NATHAN SCHLINK			CORY THEOBALD		
NEW Name			NEW Name		
Address 1			Address 1		
3125 S. GILBERT ROAD			3125 S. GILBERT ROAD		
Address 2 (optional)			Address 2 (optional)		
CHANDLER	<input type="text"/>		CHANDLER		
City	<input type="text"/> UNITED STATES	<input type="button" value="▼"/>	City	<input type="text"/> UNITED STATES	<input type="button" value="▼"/>
State or Province		Zip	State or Province		Zip
Country	<input type="text"/> 02/12/19	<input type="button" value="▼"/>	Country	<input type="text"/> 02/12/19	<input type="button" value="▼"/>
Date taking office (optional) Title			Date taking office (optional) Title		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add director			<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add director		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director			<input type="checkbox"/> Name change <input type="checkbox"/> Remove director		

Directors continued

				AARON HALE			
Name currently shown in ACC records JENNI FERRIN				Name currently shown in ACC records			
NEW Name 3125 S. GILBERT RD				NEW Name 3125 S. GILBERT RD			
Address 1				Address 1			
Address 2 (optional) CHANDLER		AZ	85286	Address 2 (optional) CHANDLER		AZ	85286
City	UNITED STATES	State or Province	Zip	City	UNITED STATES	State or Province	Zip
Country	02/12/19	Director		Country	Director		
Date taking office (optional)	Title			Date taking office (optional)	Title		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add director				<input type="checkbox"/> Address change <input type="checkbox"/> Add director			
<input type="checkbox"/> Name change <input type="checkbox"/> Remove director				<input type="checkbox"/> Name change <input checked="" type="checkbox"/> Remove director			

4. SHAREHOLDER CHANGE (CHANGE IN SHAREHOLDERS) - Use one block per person -

To REMOVE a shareholder - list the name only of the shareholder being removed and check "Remove shareholder."

To ADD a shareholder - list the name and address of the shareholder being added and check "Add shareholder."

To CHANGE ADDRESS only - list the name and NEW address and check "Address change."

To CHANGE NAME of existing shareholder - list the current name, then the NEW name, and check "Name change."

If more space is needed, complete and attach another Officer/Director/Shareholder Change form.

Name currently shown in ACC records				Name currently shown in ACC records			
NEW Name				NEW Name			
<input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder				<input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder			
<input type="checkbox"/> Remove shareholder				<input type="checkbox"/> Remove shareholder			
Name currently shown in ACC records				Name currently shown in ACC records			
NEW Name				NEW Name			
<input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder				<input type="checkbox"/> Name change <input type="checkbox"/> Add shareholder			
<input type="checkbox"/> Remove shareholder				<input type="checkbox"/> Remove shareholder			

SIGNATURE - see Instructions C017 for who is authorized to make changes:

By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Aaron Hale

4/30/19

Date

REQUIRED - check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
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Filing Fee: None (regular processing)

Expedited processing - add \$35.00 to filing fee.

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section

1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

List of all Arizona schools that the ESP currently manages.

- Legacy Traditional School – Maricopa
- Legacy Traditional School –Casa Grande
- Legacy Traditional School –Queen Creek
- Legacy Traditional School- Chandler
- Legacy Traditional School –Avondale
- Legacy Traditional School –Tucson
- Legacy Traditional School –Laveen
- Legacy Traditional School –Gilbert
- Legacy Traditional School – Surprise
- Legacy Traditional School- North Chandler
- Legacy Traditional School- Peoria
- Legacy Traditional School- Glendale
- Legacy Traditional School- Phoenix
- Legacy Traditional School- E. Mesa

