

**MINUTES OF SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
FLAGSTAFF MONTESSORI, LLC  
dba  
MONTESSORI CHARTER SCHOOL OF FLAGSTAFF**

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**August 11, 2015**

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A special meeting of the Board of Directors of FLAGSTAFF MONTESSORI, LLC, an Arizona limited liability company, dba MONTESSORI CHARTER SCHOOL OF FLAGSTAFF (“MCSF”), was held on the 11th day of August, 2015, at 5:00 p.m. at Cedar Campus, 2212 E. Cedar Ave., Flagstaff, Arizona.

Each of the directors of MCSF waived notice of and consented to the holding of the special meeting pursuant to the Consent and Waiver of Notice of Meeting of the Board of Directors attached hereto as Exhibit A. The following directors of MCSF were present at the special meeting:

ERIC ALEXANDER, Board Chairman

A quorum was present because all Directors were present.

LINDA LOTHE acted as the Secretary of the meeting. Also present at the meeting was Matt Mason of the law firm of Gallagher & Kennedy, P.A, providing legal counsel.

**1. Call to Order**

The Board Chairman called the meeting to order at 5:05 PM.

**2. Call to the Public**

A call to the public was made, and no member of the public had comments.

**3. Approval of Consent Agenda**

a. No items are on the consent agenda.

**4. Board Membership**

a. The Board Chair acknowledged the resignations of the following Board members:

- (i) James E. Spencer
- (ii) Marlane K. Spencer
- (iii) David Dickman

- (iv) Anne Dickman
- b. The Board Chair nominated and appointed the following new board members:
  - (i) Marina Smith, Director
  - (ii) Kim Loaiza, Director
  - (iii) Lynda Lothe, Director
  - (iv) Christa Stephens, Director

**5. Ratification of Prior Board Acts**

In compliance with the Open Meeting Law and as provided by A.R.S. § 38-431.05 and as agreed upon with the State of Arizona Attorney General, the Board of Directors will ratify past actions of the Board. Unless otherwise noted, all motions to ratify past acts of the Board were duly made and seconded.

a. Motion was made by Marina Smith and seconded by Christa Stephens to approve actions taken in and the Minutes of the July, 2014 meeting, including but not limited to:

- (i) Nomination and appointment of Eric Alexander as new Director and Board Chair.
- (ii) Approval of FY 2014-2015 budget.
- (iii) Approval of the Teacher and Principal Evaluation Policy adopted by the Board on July 3, 2013.
- (iv) Approval of the prior implementation of the Arizona Framework for Measuring Educator Effectiveness adopted by the Board in July, 2013.
- (v) Approval of the Board's prior authorization and direction to Ms. Loaiza to develop and utilize tools for implementing Montessori based teacher and principal evaluations to further the Arizona Framework for Measuring Educator Effectiveness adopted by the Board.

**6. Enter Executive Session**

**(Motions made after leaving Executive Session are described in Exhibit 1.)**

Motion was made by Eric Alexander and seconded by Kim Loazato enter executive session to discuss items exempt from public view, including, but not limited to, personnel and disciplinary matters pertinent to specific individuals only, legal matters, or anything involving privileged information. No motions were made in executive session.

Receive advice from attorneys on:

- a. Legal advice on Open Meeting Law requirements
- b. Legal advice on Records Request Policy
- c. Legal advice on Board meeting requirements

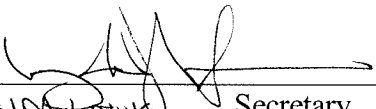
d. Legal advice on additional Board Policies

**7. Leave Executive Session**

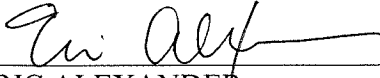
**8. Possible Motions from Executive Session**

**9. Announcements / Adjournment**

- a. Next Board Meeting: A board meeting will be held at 6:00PM on August 11, 2015 to review the budget. The meeting to approve the budget will be held on August 21, 2015 at 5:00PM, which may be held by conference call and open to the public at 1-877-633-3105 passcode 6025308037. The first meeting of the 2015-16 school year will be determined at the budget approval meeting scheduled for August 21, 2015.

  
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LYNDA LOTT, Secretary

ATTEST:



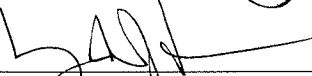
ERIC ALEXANDER



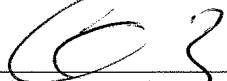
MARINA SMITH



KIM LOAIZA



LYNDA LOTNE



CHRISTA STEPHENS

**EXHIBIT 1**

**of  
SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
OF  
FLAGSTAFF MONTESSORI, LLC  
dba  
MONTESSORI CHARTER SCHOOL OF FLAGSTAFF**

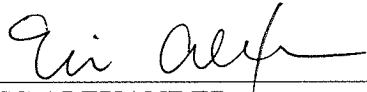
Motion was made by Eric Alexander, seconded by Christa Stephens, and unanimously approved by the Board to amend the quorum provision of the Operating Agreement so that five members constitutes a quorum.

**EXHIBIT A**

**CONSENT AND WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
OF  
FLAGSTAFF MONTESSORI, LLC  
dba  
MONTESSORI CHARTER SCHOOL OF FLAGSTAFF**

The undersigned, being all of the directors of FLAGSTAFF MONTESSORI, LLC, an Arizona limited liability company, dba MONTESSORI CHARTER SCHOOL OF FLAGSTAFF, do hereby waive call and notice of the time, place, and purposes of the Special Meeting of the Board of Directors of said company, and do hereby consent that such meeting be held on the 11th day of August, 2015, at the hour of 5:00 p.m., for the transaction of such business as may be brought before said meeting.

**DIRECTORS:**



ERIC ALEXANDER



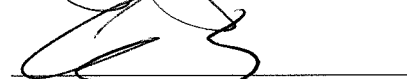
MARINA SMITH



KIM LOATZA



LYNDA LOTHE



CHRISTA STEPHENS