

LEADERSHIP ACADEMY OF ARIZONA

An Arizona Nonprofit Corporation

NOTICE AND AGENDA OF MEETING OF THE BOARD OF DIRECTORS

Pursuant to A.R.S. § 38-431.02, notice is hereby given to the members of the Leadership Academy of Arizona Board of Directors and, to the extent applicable, to the general public that the Board will hold a meeting open to the public on May 13, 2026, beginning at 11:00 AM Arizona time, at:

<https://us04web.zoom.us/j/77727089660?pwd=Sa4qIDu07UV4OmJL2ABSfaenXD1x2I.1>

As indicated below, the Board may vote to go into executive session, which will not be open to the public, pursuant to A.R.S. § 38-431.03(A). The Board may discuss, consider, or take action only on matters listed on this agenda and matters reasonably related thereto. No final legal action will be taken in executive session; any final action will be taken in public session.

Persons with a disability may request a reasonable accommodation, such as a sign language interpreter, by contacting Dr. William Bressler at info@LeadershipAZ.org. Requests should be made as early as possible to arrange the accommodation.

Agenda

1. Call to Order

The presiding officer will call the meeting to order.

2. Roll Call / Determination of Quorum

The Secretary-Treasurer or presiding officer will record directors present and absent and determine whether a quorum is present.

3. Approval of Agenda

Discussion and possible action to approve the agenda as presented or to reorder agenda items without changing the substance of noticed matters.

4. Conflict of Interest Disclosures for Agenda Items

The Chair will ask whether any director, officer, or committee member has an actual, potential, or perceived conflict of interest, including any financial interest, family relationship, employment relationship, ownership interest, vendor relationship, lender relationship, facility-related interest, or other interest related to any item on this agenda. Any disclosure, recusal, board determination, discussion, and vote will be recorded in the minutes.

5. Call to the Public / Public Comment

Public comment is limited to three minutes per speaker. The Board will listen, but generally may not discuss or take action on items raised during public comment unless the item is listed on this agenda. Speakers should address comments to the Board as a body. Rules will be applied uniformly and viewpoint-neutrally.

6. Approval of Prior Meeting Minutes, if applicable

Discussion and possible action to approve minutes from the Board meeting held on [INSERT PRIOR MEETING DATE], if minutes are available for approval.

7. Reports and Updates

7.1 Board Chair Report

Board development, strategic priorities, committee updates, governance needs, and major upcoming decisions. Information only unless a related action item is listed below.

7.2 Founder / School Leader Report

Enrollment and outreach, staffing, academic program, student/family engagement, launch timeline, operations, and charter application status. Information only unless a related action item is listed below.

7.3 Finance and Budget Report

Startup budget, cash position, grants, donations, banking, insurance, audit readiness, lender pro forma, and financial controls. Discussion and possible action only if specifically listed below.

7.4 Compliance / Authorizer / Public Records Report

Arizona State Board for Charter Schools matters, Arizona Department of Education matters, charter application/contract updates, public records, Open Meeting Law-style notice practices, board member compliance, and required policies.

7.5 Facilities Report

625 E. Magee Road facility status, facility LOI summary, due diligence needs, land division, title/survey/environmental/zoning matters, gym-use negotiations, insurance, and facility timeline.

7.6 Committee Reports, if any

Reports from finance, facilities, governance, academic, or other committees, if created. Information only unless a related action item is listed below.

8. Executive Session, if approved by public vote of the Board

The Board may vote to go into executive session pursuant to A.R.S. § 38-431.03(A)(1), (A)(3), (A)(4), and/or (A)(7), as applicable, for discussion or consideration of employment or salary matters; legal advice; the Board's position and instructions to attorneys regarding contracts under negotiation; and/or the Board's position and instructions to designated representatives regarding negotiations for the purchase, sale, or lease of real property. Executive session may include discussion of the President Employment Agreement, founder-related compensation/reimbursement matters, lender-related legal issues, and facility acquisition/PSA/gym-use negotiations. No final legal action will be taken in executive session. The Board may return to public session for discussion and possible action on items properly noticed below.

9. Action Items - Discussion, Consideration, and Possible Action

9.A. Acceptance of Governance Documents and Corporate Record Materials

- Discussion and possible action to accept and maintain in the corporate record book the Articles of Incorporation, Bylaws, Conflict of Interest Policy, board roster, officer list, and related governance documents.
- Action: Consideration and vote to confirm the corporate governance record file and direct the Secretary-Treasurer to maintain the same.

9.B. Annual Conflict-of-Interest Acknowledgments and Related-Party Transaction Process

- Discussion and possible action to accept annual conflict-of-interest policy acknowledgments from all directors and principal officers and confirm the process for related-party transactions involving compensation, reimbursement, lending, borrowing, facility matters, vendors, and other financial interests.

- Action: Consideration and vote to accept completed annual acknowledgments and confirm that related-party matters will be handled through disclosure, recusal, disinterested-director review, separate votes, and detailed minutes.

9.C. Approval of Revised \$4,000,000 Startup Budget and Lender Pro Forma Package for Preliminary Lender Use

- Discussion and possible action to approve the revised Start-Up Working Budget, \$4,000,000 lender pro forma workbook, and lender narrative pro forma for preliminary lender discussion and application purposes.
- Action: Consideration and vote to approve the revised financial package for lender discussion purposes, subject to final lender underwriting, updated assumptions, due diligence, and separate Board approval of any binding financing documents.

9.D. Resolution Authorizing Lender Outreach

- Discussion and possible action on Resolution No. 2026-____, Resolution Authorizing Lender Outreach, for a proposed startup financing facility of up to \$4,000,000.
- Action: Consideration and vote to approve, modify, or reject Resolution Authorizing Lender Outreach.

9.E. Resolution Authorizing Loan Application and Designating Authorized Representative

- Discussion and possible action on Resolution No. 2026-____, Resolution Authorizing Loan Application and Designating Authorized Representative, authorizing loan applications for startup financing in an aggregate principal amount not to exceed \$4,000,000 and designating William Bressler, President and Founder, as Authorized Representative for non-binding application and preliminary lender review purposes.
- Action: Consideration and vote to approve, modify, or reject Resolution Authorizing Loan Application and Designating Authorized Representative.

9.F. Confidential Lender Data Room and Document-Sharing Protocol

- Discussion and possible action to authorize creation of a confidential lender diligence file or data room and establish document-sharing protocols for lender, grant, facility, legal, and financial due diligence materials.
- Action: Consideration and vote to authorize management to share non-binding lender diligence materials, subject to confidentiality protections, legal review where needed, and compliance with third-party confidentiality obligations.

9.G. AZCSP Grant Application Authority

- Discussion and possible action to authorize Leadership Academy of Arizona to pursue, prepare, and submit Arizona Charter School Program Grant application materials, eligibility forms, registration forms, grant budgets, certifications, and related submissions.
- Action: Consideration and vote to designate William Bressler, President and Founder, or another Board-designated officer, as authorized representative for AZCSP grant preparation and submission, subject to Board review of any final grant budget or award conditions.

9.H. Charter Application, Authorizer Communications, and Required Filings

- Discussion and possible action to ratify and continue authority for charter application matters, Arizona State Board for Charter Schools communications, Arizona Department of Education communications, required filings, application supplements, and charter contract preparation or negotiation activities.
- Action: Consideration and vote to authorize the President and/or Board-designated representatives to continue non-binding charter application and authorizer-related work, with any binding charter contract or material obligation returning to the Board for approval as required.

9.I. Facility Due Diligence and PSA Negotiation Authority for [REDACTED]

- Discussion and possible action regarding facility acquisition due diligence, Purchase and Sale Agreement negotiation, title, survey, environmental, zoning, land division, insurance, property condition, certificate of

occupancy, fire/life-safety, ADA, and gymnasium-use agreement matters for the proposed [REDACTED] facility.

- Action: Consideration and vote to authorize management to continue non-binding facility due diligence and PSA negotiations, obtain professional reports and estimates within Board-approved budget limits, and return to the Board for final approval before executing any binding purchase agreement, deed of trust, promissory note, facility financing document, gym-use agreement, or closing document.

9.J. Interim Financial Controls, Banking, Procurement, Payroll, and Reimbursement Procedures

- Discussion and possible action to adopt or direct preparation of interim financial controls, including banking authority, authorized signers, dual-approval thresholds, segregation of duties, procurement controls, reimbursement procedures, loan proceeds tracking, restricted grant tracking, payroll processing, bookkeeping responsibilities, and periodic financial reporting to the Board.
- Action: Consideration and vote to approve interim controls or direct preparation of a written policy for Board approval. Any payment, reimbursement, or compensation involving William Bressler or another interested person shall not be approved or processed by that interested person.

9.K. Professional Advisor and Insurance Authorization

- Discussion and possible action to authorize management to obtain quotes and, within Board-approved budget limits, engage professional advisors and insurance providers for legal, accounting, payroll, bookkeeping, tax, lender, grant, facility, title, survey, environmental, property-condition, insurance, and risk-management needs.
- Action: Consideration and vote to authorize quotes and limited engagements, with material contracts or obligations returning to the Board for approval.

9.L. Prospective President Employment Agreement and Compensation Arrangement for William Bressler

- Discussion and possible action regarding a prospective President Employment Agreement and compensation arrangement for William Bressler in a non-director executive capacity.
- Conflict process: William Bressler shall disclose his financial interest, may present factual information if requested, and shall leave the meeting during deliberation and vote. Disinterested directors shall determine whether a conflict exists, review comparability information and alternatives, and determine whether the proposed arrangement is fair, reasonable, and in the Corporation's best interest.
- Action: Consideration and vote by disinterested directors to approve, modify, reject, or defer the President Employment Agreement and compensation terms.

9.M. Startup Expense Reimbursement Request for Documented Out-of-Pocket Pre-Opening Expenses

- Discussion and possible action regarding the Startup Expense Reimbursement Request for documented out-of-pocket pre-opening expenses incurred by William Bressler for the benefit of Leadership Academy of Arizona.
- Conflict process: William Bressler shall disclose his financial interest, may present factual information if requested, and shall leave the meeting during deliberation and vote. Disinterested directors shall review receipts, invoices, proof of payment, business purpose, and any alternatives.
- Action: Consideration and vote by disinterested directors to approve, modify, reject, or defer reimbursement in an amount not to exceed \$16,760.00, subject to receipt and retention of adequate supporting documentation. This item does not approve payment for labor, time, consulting, salary, or other compensation for services.

9.N. One-Time Pre-Opening Compensation Proposal for Non-Director Services

- Discussion and possible action regarding the One-Time Pre-Opening Compensation Summary, work log, deliverables, comparability information, and supporting materials for proposed compensation to William Bressler for non-director pre-opening services.

- Conflict process: William Bressler shall disclose his financial interest, may present factual information if requested, and shall leave the meeting during deliberation and vote. Disinterested directors shall review the scope of work, deliverables, comparability data, alternatives, tax/payroll treatment, cash-flow impact, lender restrictions, and whether the proposal is fair, reasonable, and in the Corporation's best interest.
- Action: Consideration and vote by disinterested directors to approve, modify, reject, or defer one-time pre-opening compensation. If approved, payment shall be subject to available unrestricted funds, applicable payroll and tax processing, senior lender restrictions, and Board-approved cash-reserve requirements.

9.O. Secretary-Treasurer Authority for Certified Resolutions and Corporate Records

- Discussion and possible action to authorize the Secretary-Treasurer to prepare, certify, and maintain Board resolutions, minutes, officer certificates, lender authority certificates, conflict disclosures, annual acknowledgments, and related corporate records.
- Action: Consideration and vote to authorize the Secretary-Treasurer to certify approved resolutions and meeting records for lender, grant, legal, authorizer, and corporate purposes.

9.P. Board Meeting Calendar, Notice-Posting Procedure, and Records Contact

- Discussion and possible action to approve the Board's regular meeting calendar, official notice-posting location, website posting procedure, public access procedure, and records contact for Board meeting notices, agendas, minutes, and public-records requests, to the extent applicable.
- Action: Consideration and vote to approve or direct preparation of a meeting calendar and notice/records procedure.

9.Q. Governing Board Recruitment and Formation Plan

- Discussion and possible action regarding Governing Board recruitment, candidate criteria, compliance requirements, and timeline for formation of the charter school Governing Board contemplated by the Bylaws.
- Action: Consideration and vote to authorize management to identify and vet prospective Governing Board candidates and return to the Board with recommendations for appointment.

10. Future Agenda Items

Board members may request matters to be placed on a future agenda, subject to Board policy, agenda-setting procedures, and applicable law.

11. Announcements

Upcoming meetings, trainings, filing deadlines, lender deadlines, grant deadlines, facility diligence deadlines, and other information items. No action will be taken unless separately noticed.

12. Adjournment

Discussion and possible action to adjourn the meeting.

Recommended Board Packet Materials / Exhibits

The following materials should be included in the Board packet or made available to directors before the meeting, with confidential facility or lender materials handled under the document-sharing protocol and any applicable confidentiality obligations.

Packet Tab	Document / Exhibit
Tab 1	Final notice and agenda
Tab 2	Board roster and officer list
Tab 3	Articles of Incorporation
Tab 4	Bylaws
Tab 5	Conflict of Interest Policy and annual acknowledgments for all directors/officers
Tab 6	Revised Start-Up Working Budget
Tab 7	\$4,000,000 lender pro forma workbook
Tab 8	\$4,000,000 lender narrative pro forma
Tab 9	Resolution 1 - Lender Outreach
Tab 10	Resolution 2 - Loan Application and Authorized Representative
Tab 11	Facility summary for [REDACTED]; confidential LOI only if appropriate
Tab 12	AZCSP grant summary and application/eligibility materials
Tab 13	Interim financial controls / reimbursement / procurement summary
Tab 14	President Employment Agreement Packet
Tab 15	Startup Expense Reimbursement Packet with receipts/proof of payment
Tab 16	One-Time Pre-Opening Compensation Packet with work log, deliverables, and comparability support
Tab 17	Draft minutes template
Tab 18	Secretary certificate template

This rewritten agenda is a drafting aid. Final agenda language, posting, executive-session use, and related-party approvals should be reviewed against applicable law, the Articles of Incorporation, Bylaws, Conflict of Interest Policy, and any advice from Arizona counsel.