



International American Education Federation, Inc., d/b/ a International Leadership of Texas

July 24, 2018 Special Meeting of the Board of Directors

Date and Time

Tuesday July 24, 2018 at 6:15 PM CDT

Location

1820 N. Glenville Dr., Suite 100, Richardson, TX 75081

Meeting Notice & Mission Statement

In compliance with the Texas Open Meetings Act, the Texas Government Code, Chapter 551, timely public advance written notice (at least 72 hours before the scheduled time of the meeting) is given of the subjects the Board of Directors of International Leadership of Texas (the "Board"), and the Board will convene a Special Open Meeting of the Board of Directors of International Leadership of Texas on the date and time and location set forth herein. It is the intent of the Board to have a quorum physically present at the above address. Board members not physically present may participate by live two-way video and audio feed in accordance with the Texas Open Meetings Act. If a quorum of the Board cannot be physically present at the above address, it is the intent to have the presiding officer physically present at the above address. The Board hereby certifies that this notice was posted on a bulletin board or on something akin thereto or at a place readily accessible and convenient to the public at 1820 N. Glenville Dr., #100, Richardson, TX 75081, as well as online at www.ILTexas.org. The items on this Agenda may be taken in any order. The mission of ILTexas is to prepare students for exceptional leadership roles in the international community by emphasizing servant leadership, mastering the English, Spanish, and Chinese languages, and strengthening the mind, body and character.

/s/ Finn Simmenssen, For ILTexas' Board

Agenda

	Purpose	Presenter	Time
I. Opening Items			6:15 PM
A. Record Attendance and Guests			
B. Call the Meeting to Order			
II. Board Action Items			6:15 PM
A. DISCUSS/ACT TO APPROVE REVISION OF SPECIAL EDUCATION PROCEDURES MANUAL	Vote	Dr. Alan Seay	

Consider and take possible action to approve the revised ILTexas Special Education Procedures Manual.

**B. DISCUSS/ACT TO APPROVE WORKING
CAPITAL LOAN**

Vote

Dr. Alan Seay

Consider and take possible action to authorize the CEO to enter into a taxable revolving line of credit with Charter Asset Management Fund, L.P. in the amount of \$10,224,489.80.

III. Closing Items

6:15 PM

A. Adjourn Meeting

Vote

Cover Sheet

DISCUSS/ACT TO APPROVE REVISION OF SPECIAL EDUCATION PROCEDURES MANUAL

Section: II. Board Action Items
Item: A. DISCUSS/ACT TO APPROVE REVISION OF SPECIAL EDUCATION
PROCEDURES MANUAL
Purpose: Vote
Submitted by:
Related Material: SPED Procedures.docx



INTERNATIONAL LEADERSHIP OF TEXAS

SPECIAL ED PROCEDURES UPDATE

After each Admission, Review, Dismissal (ARD) meeting, the Special Education teacher or provider will distribute ARD committee decisions to each of the student's teachers. It will specify the teacher's roles and responsibilities outlined in the Individual Education Plan (IEP) to ensure the student receives a free, appropriate public education (FAPE). Upon receipt, the teacher will sign that they've received the documents and a copy of the signed acknowledgement will be uploaded to the student's folder on Skyward.

Approved on July 24, 2018 by the Board of Directors

Jim Williams, Chair _____

Dr. Lynn Beach, Vice Chair _____

Tracy Cox, Secretary _____

Cover Sheet

DISCUSS/ACT TO APPROVE WORKING CAPITAL LOAN

Section: II. Board Action Items
Item: B. DISCUSS/ACT TO APPROVE WORKING CAPITAL LOAN
Purpose: Vote
Submitted by:
Related Material: Resolution Working Capital Loan July 24 2018.pdf

**RESOLUTION AUTHORIZING A WORKING CAPITAL LOAN FROM
CHARTER ASSET MANAGEMENT FUND, L.P. AS MASTER DEBT AND
DELIVERY OF DOCUMENTS IN CONNECTION THEREWITH**

WHEREAS, International American Education Federation, Inc., a Texas nonprofit Company, d/b/a International Leadership of Texas (the “*Company*”), desires to enter into a taxable revolving line of credit (the “*Loan*”) with Charter Asset Management Fund, L.P. (the “*Lender*”) in the maximum principal amount of \$10,224,489.80, the proceeds of which will be used to fund working capital needs of the Company and will be made available to the Company in two separate tranches; and

WHEREAS, the Board of Directors of the Company (the “*Board*”) has determined that it is in the best interest of the Company to secure the Company’s obligation to repay the Loan on parity with the Company’s outstanding obligations issued pursuant to the Master Trust Indenture and Security Agreement dated as of July 1, 2015, as amended (the “*Master Indenture*”) between the Company and Amegy Bank National Association, as master trustee (the “*Master Trustee*”) by issuing one or more promissory notes (the “*Master Notes*”) to the Lender pursuant to a Supplemental Master Trust Indenture No. 2 (the “*Supplemental Master Indenture*”); and

WHEREAS, the Board desires to authorize each of the President of the Board and the Chief Executive Officer (the “*Authorized Officers*”) to negotiate the terms of the Loan, authorize the execution, delivery, and performance of all documents necessary or incidental to the Loan transaction and to take and authorize all necessary actions in connection with the foregoing.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC., as follows:

RESOLVED, that the recitals to these resolutions are hereby approved and incorporated herein for all purposes, including the defined terms contained therein.

RESOLVED FURTHER, that the Authorized Officers be and are hereby authorized, and directed, jointly and severally, to negotiate and obtain the Loan upon such terms and conditions as said Authorized Officers shall in their sole discretion deem necessary or advisable and to approve the form, terms and provisions and execute and deliver on behalf of the Company a loan agreement, the Supplemental Master Indenture and the Master Notes, together with all other agreements, security instruments, documents, and certificates necessary or incidental to the transactions and agreements contemplated therein (collectively, the “*Loan Documents*”) on such terms and conditions and with such changes, additions, modifications or amendments as the Authorized Officers determine appropriate (as conclusively evidenced by any of their execution and delivery thereof), and the appropriate officers of the Company are hereby authorized and directed to attest any such Loan Documents as necessary.

RESOLVED FURTHER, that the Authorized Officers be and are hereby authorized, empowered, and directed from time to time and at any time to do and perform any and all things and to execute and deliver in the name of and on behalf of the Company all agreements, instruments and documents, whether or not herein mentioned, as they may determine to be necessary or desirable (as conclusively evidenced by the performance of such acts and things and

the execution and delivery of any such documents or other instruments) in connection with the Loan or the Loan Documents, the conditions and requirements set forth therein, the transactions contemplated therein.

RESOLVED FURTHER, that upon execution and delivery of such agreements, instruments and other documents, they shall be the valid and binding obligations of the Company enforceable in accordance with their terms.

RESOLVED FURTHER, that all acts, transactions or agreements undertaken prior to the adoption of these resolutions by the Authorized Officers in the Company's name or for its account in connection with the foregoing matters, are hereby ratified, confirmed and adopted by the Board.

* * *

[Signature Page Follows]

PASSED AND APPROVED BY THE MAJORITY OF MEMBERS OF THE BOARD OF DIRECTORS OF INTERNATIONAL AMERICAN EDUCATION FEDERATION, INC., DBA INTERNATIONAL LEADERSHIP OF TEXAS, ON THE **24th DAY OF July, 2018.**

Members Voting in Favor of Resolution:

Maj. Gen. James Williams, Board President

Lynne Beach, M.D., Board Vice President

Mr. Tracy Cox, Board Secretary

CERTIFICATE OF CORPORATE RESOLUTIONS

1. We, the undersigned, do hereby certify that we hold the titles and act officially in the capacities stated below for International American Education Federation, Inc., d/b/a International Leadership of Texas, a Texas nonprofit Company, and that the foregoing Resolution was duly adopted by majority vote at a meeting where a quorum of the Board of Directors existed, held on **July 24, 2018**.

2. I hereby certify that, pursuant to the terms of the Resolution, the following are the duly appointed, qualified and serving officers of the Company, as of the date hereof and that the signature set out opposite the name of each officer is the genuine signature of such person, to-wit:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
James Williams	President of the Board of Directors	_____
Dr. Alan Seay	Chief Executive Officer	_____