



# Family Foundations Academy

1101 Delaware Street, New Castle, DE 19720

January 30, 2015

Delaware Department of Education  
Charter School Office  
401 Federal St., Suite 2  
Dover, DE 19901  
Attention: Jennifer Nagourney

Ladies and Gentlemen:

This is in response to your request for information in your letter dated January 23, 2015 formally notifying Family Foundations of its charter renewal with conditions and being placed on formal review. You have asked us to address several specific issues:

**1. How the new FFA Board will operate both EastSide Charter and Family Foundations.**

The reorganized FFA Board now consists of 7 persons - four new members who are also on the Board of EastSide Charter, one new member who is a teacher representative from FFA and two carryover members from the former Board. Of the two carryover members, Mr. Fletcher will resign after a replacement parent representative is elected to the Board (a parent representative was selected by a Board nominating committee after interviews on January 29 and is expected to be elected to the Board at its next meeting on February 10). The other carryover Board member, Ms. May, will remain on the Board for a short time to assist with an orderly transition to the new Board.

The four new FFA Board members who are also on the Board of EastSide Charter are only 4 of 19 Board members at EastSide. When those 4 individuals are engaged in activities for FFA they will be acting with regard to their fiduciary duty to FFA only. The EastSide Charter Board as a board has no authority over or responsibility for FFA. Similarly, the FFA Board has no authority over or responsibility for EastSide Charter. The members of each Board will operate independently with regard to their individual fiduciary responsibilities to their respective organizations. All members of the FFA Board will be subject to all conflicts laws and principles that apply to any director of any

corporation. In general, under Delaware corporate law, a director of any corporation only has a conflict requiring recusal when that director has a material personal financial interest in the matter at hand. Since EastSide Charter is a nonprofit organization no person would have any personal financial interest in the success or failure of EastSide Charter unless they were an employee of or a contractor with EastSide. None of the EastSide Board members on the FFA Board, nor any of their relatives, are employed by or have contracts with EastSide.

## **2. Identification and responsibilities of the individuals or team who will operate FFA on a daily basis including who will serve as the Head of School and Business Manager.**

Dr. Lamont Browne has created a virtual “Central Office” at EastSide with EastSide personnel to serve both EastSide and FFA. Included in the office are:

Dr. Browne who serves as the Executive Director at EastSide and the Executive Director of FFA. He performs these functions at EastSide day to day through supervision of a Leadership Team of 5 (an Acting Principal (formerly the Lower School AP), a Middle School Assistant Principal, an acting Lower School Assistant Principal (formerly the Director of Early Learning, a Dean of Students and a Dean of Special Education). He performs these functions at FFA day to day through supervision of a Leadership Team of 3 (a Lower School Director of Curriculum and Instruction, a Middle School Director of Curriculum and Instruction, and a Director of Climate. Dr. Browne has designed a new organizational chart for FFA to go into effect July 1, 2015, that includes two principals – one to lead the FFA elementary school and one to lead the middle school and a leadership team led by each principal.

Nicholas Medaglio is serving as the Director of Finance and Operations of both FFA and EastSide Charter. He performs these functions at EastSide day to day through supervision of a Business Office of 2 (Carrie Klein and James Valentine) He performs these functions at FFA day to day through supervision of a Business Office of 2 (Balinda Morris and Ismay DaCosta).

Katelyn Whelan, Dean of Special Education at EastSide, will continue to oversee the Special Education program at EastSide including the oversight of 6 teachers and 5 paraprofessionals while providing ongoing oversight and support to Jennifer Cipolla, the Director of Special Education at FFA and her staff of 4 teachers.

Mr. Keith Rice will serve as the Director of Technology for both FFA and EastSide, overseeing an IT Manager who will be hired for FFA by the end of February.

Mr. Jose Beltran will continue to manage all facilities for FFA and both of its buildings.

## **3. Roles and responsibilities of Dr. Lamont Browne as to both FFA and EastSide Charter, including addressing potential violations of 29 Del. C. Ch 58.**

Dr. Browne's roles as Executive Director at EastSide and Executive Director at FFA are described above. In those positions, with oversight and policy direction set by the respective Boards, he has total responsibility for establishing and managing Board approved budgets, hiring and firing of all personnel, and development and supervision of the academic and school climate programs.

The State Employees', Officers' and Officials' Code of Conduct, 29 Del. C. Ch. 58, deals with the important issue of state personnel taking improper advantage of their State position for personal financial gain. That is not an issue here. Dr. Browne's work for FFA will be performed under the terms of a Consulting Agreement between the two Schools whereby EastSide commits to make available to FFA the services of Dr. Browne, as Executive Director, Nicholas Medaglio, as Director of Finance and Operations, and other EastSide personnel (e.g., Special Education and IT) as necessary to ensure the proper oversight and operation of FFA. Dr. Browne, Mr. Medaglio and all of the other EastSide personnel performing work at FFA are being compensated by EastSide pursuant to their employment agreements with EastSide which have been revised to take into account the extra responsibilities they have and the extra services they are providing now for three school buildings instead of just one. Pursuant to the Consulting Agreement, FFA will pay EastSide an allocable share of EastSide's compensation cost attributable to work the EastSide employees are doing at FFA. Neither Dr. Browne nor any other EastSide employee is receiving any personal financial gain from this arrangement other than pursuant to the terms of their individual employment contracts which only fairly compensate them for the work they are doing.

#### **4. Board Capacity (14 Del C. 512 (1))**

The referenced statute states as one of the criteria for approving a charter:

*“(1) The individuals and entities submitting the application are experienced and qualified to start and operate a charter school, and to implement the school's proposed educational program. Certified teachers, parents and members of the community in which the school is to be located must be involved in the development of the proposed charter school. At the time at which the school commences its instructional program and at all times thereafter, the board of directors must include a teacher from at least 1 of the charter schools operated by the board and at least 1 parent of a student enrolled in a charter school operated by the board;”*

The FFA Board now consists of 7 persons, 4 of whom are new directors who are also directors and officers of EastSide Charter School:

Charles S. McDowell, Esq. Retired lawyer with the firm of Potter Anderson & Corroon LLP. Former President of Delaware State Bar Association. Has served on and Chaired the Board of EastSide Charter School for 8 years and is a member of the Boards of Delaware State University and the Early College High School at Delaware State University. Chaired the Delaware State Bar Association committee which drafted the legislation that was adopted as the “State Employees’, Officers’ and Officials Code of Conduct”, 29 Del.C. Ch.58.

Jocelyn Stewart. Director of Community Relations for Barclays Bank. Has served on the Board of EastSide Charter School for 9 years and is currently Vice Chair. Serves on many civic and charitable organization boards.

Thomas C. Humphrey. Retired Senior Executive with the DuPont Company, including serving as President of DuPont Asia Pacific Ltd. Treasurer of the Board of EastSide Charter School.

Charles H. Toliver, IV, Esq. Retired judge from the Delaware Superior Court now in private practice as a partner with the firm of Morris James. Secretary of the Board of EastSide Charter School.

Another new member of the Board is Jason Casper who is the teacher representative on the Board. Mr. Casper began teaching at FFA in 2012; he has taught in both the elementary and middle schools and now teaches in the 5th grade. He is certified in grades K-6, and Middle grades 6-8 ELA and SS. He also worked as the Summer Camp Director for the FFA summer program in 2013. His career in education began in 1994, in the Brandywine School District, where he worked until 2000. He then had a successful 10 year career managing funeral homes before coming back to the field of education. Mr. Casper is also the President of the Board of the New Castle Hundred Lions Club Foundation, as well as a past Zone Chairman for the Lions District 22-D, where he was a member of the District Governor's cabinet. Mr. Casper is extremely involved in the community of New Castle and is looking to strengthen the relationship between the Academy and the community of New Castle.

The sixth of our current Board members is Rhyne Fletcher, a parent representative who has volunteered to resign after a new parent representative is elected. The Board's Governance Committee interviewed parent candidates on January 29 and we expect to elect a new parent representative at our next Board meeting on February 10.

The final current Board member is Monnica May, an employee of the Delaware Department of Labor. Ms. May was an FFA Board member prior to 2013 but informed the Board in the spring of 2013 that she did not have the time to meet Board

responsibilities and therefore resigned. She asked to and did rejoin the Board in September 2014. She has offered to stay on the Board to help accomplish an orderly transition to an entirely new Board.

Although not an FFA Board member, a critical part of the new management team is the addition of the services of Dr. Lamont W. Browne as Executive Director. Following is some biographical information about Dr. Browne:

Dr. Lamont W. Browne, has been Head of School of EastSide Charter School since the 2011-2012 school year. All of his undergraduate and graduate education was obtained at the University of Delaware. He began his educational career teaching 8<sup>th</sup> grade math in the Red Clay School District. He then moved into administration and has served as the principal of both a district and a charter school in Philadelphia. During his 3 year tenure at EastSide, students' test scores have increased an average of about 30 points in both Reading and Math. He has taken EastSide from Struggling to Good and now his and the Board's aim is to take it from Good to Great. Dr. Browne has received numerous recommendations and commendations including being invited to present to the State Board of Education on several occasions and being named by the State Board as one of the State's top five school leaders in 2012-2013. Dr. Browne, in partnership with three other charter schools in Wilmington, has pioneered a highly successful alternative teacher evaluation system that focuses on mentoring and instructional coaching.

## **5. Board oversight and potential conflicts of interest. (14 Del. C. Sec. 512 (15))**

*(15) The school shall have a satisfactory plan to ensure the effectiveness of its board of trustees, including governance trainings conducted for any new board members and at a minimum of once every 3 years;*

The new officers of the FFA Board have many years of experience of successfully overseeing the operations of EastSide Charter School and expect to take advantage of that experience in overseeing the operations of FFA. At our first regular meeting on January 20, 2015 the Board established the Committees shown on the attached Exhibit A. As at EastSide Charter, much of the important Board work will be done at the Committee level. On January 20, we also adopted a Citizen Budget Oversight Committee Policy which has been sent to DOE for approval. We are in the process of recruiting a qualifying CBOC Selection Committee which will then appoint a qualifying CBOC. Anyone who has not had the DOE financial training will then take it at the next reasonably convenient opportunity. In the meantime we are working with an Interim CBOC although we know its composition does not comply with DOE regulations.

There are still a number of organizational matters that need to be addressed and we hope to address these at the next meeting on February 11:

- Review of and revision of certificate of incorporation and bylaws
- Adoption of a Conflict of Interest Policy (will propose the EastSide policy, attached as Exhibit B) which all Board members will be required to sign and abide by.
- Approve EastSide/FFA Consulting Agreement
- Adopt a FOIA Policy
- Adopt Board/Management Interaction Protocol

With respect to Board governance training, all of the FFA Board members who have not already taken the DANA training are scheduled to do so on February 23. All FFA Board members are scheduled to take training offered by the Public Integrity Commission on February 26.

With respect to possible conflicts of interest between EastSide and FFA, as explained above, the four new FFA Board members who are also on the Board of EastSide Charter are only 4 of 19 Board members at EastSide. When those 4 individuals are engaged in activities for FFA they will be acting with regard to their fiduciary duty to FFA only. The EastSide Charter Board as a board has no authority over or responsibility for FFA. Similarly, the FFA Board has no authority over or responsibility for EastSide Charter. The members of each Board will operate independently with regard to their individual fiduciary responsibilities to their respective organizations. All members of the FFA Board will be subject to all conflicts laws and principles that apply to any director of any corporation. In general, under Delaware corporate law, a director of any corporation only has a conflict requiring recusal when that director has a material personal financial interest in the matter at hand.

With respect to the proposed Consulting Agreement (attached as Exhibit C) between EastSide and FFA, even though corporate law counsel has advised that, because none of the EastSide directors on the FFA Board have any personal financial interest in that Agreement, they are not precluded from discussing and voting on that Agreement on the FFA Board, the EastSide Board members have decided that, in order to minimize any appearance of impropriety, the Agreement was referred to a committee of the three non-EastSide Board members for their review and recommendation. That committee has reviewed the Agreement and has recommended that the full Board approve it. That committee was influenced in part by the fact that the consulting fees to be paid to EastSide are less than the dollars saved as the result of the termination of the two former Co-Directors, the termination of two outside consulting contracts and the reduction in scope of services of one inside administrative contractor. The net savings to FFA will be about \$32,000 for the period ending June 30, 2015. The EastSide Board has approved

the Agreement and the full FFA Board is expected to approve it at its next meeting on February 10.

## **6. Financial Operations (14 Del. C. Sec. 512 (9))**

*(9) The school's financial and administrative operations meet or exceed the same standards, procedures and requirements as a school district. If a charter school proposes to operate outside the State's pension and/or benefits systems, a specific memorandum of understanding shall be developed and executed by the charter school, the approving authority, the Director of the Office of Management and Budget, the Controller General and the Secretary of Finance to assure that the State's fiduciary duties and interests in the proper use of appropriated funds and as a benefits and pension trustee are fulfilled and protected, the State's financial reporting requirements are satisfied, and the interests of charter school employees are protected. All charter schools shall operate within the State's official financial management system and be subject to all of the same policies and procedures which govern other agencies operating within such system;*

Under the Consulting Agreement, FFA financial matters will be supervised by EastSide's Director of Finance and Operations who will also serve as FFA's Director of Finance and Operations, all under the oversight of the Board and its Finance and Citizen Budget Oversight Committees. Although FFA was actually deemed to have met DOE standards under the Financial Framework test for 2013-2014, there are a number of internal control matters that need to be addressed.

As a first step, all authorizations for expenditures have been limited to Dr. Browne and Mr. Medaglio only. Authorizations and security clearances for access to First State Financials has been reviewed and modified to create a workflow with the proper checks and balances. Currently, no FFA employees have Pcard authorization although we are seeking to have that capability restored because it is very burdensome to conduct business without having the use of that facility, and we have full confidence in the appropriate use of the Pcard under Dr. Browne's leadership and supervision. Procedures and protocols have been implemented to establish the correct controls for all future Pcard purchases. Additionally, all contracts have been inventoried and are being reviewed. In the past week, we have terminated 5 contracts and modified 3 others. Revised internal control policies (based on EastSide policies) were put in place on January 20th and reviewed with each employee in the business office, on the leadership team and staff members who oversee cash receipts.

## **7. Financial viability (14 Del. C. Sec. 512 (8))**

*(8) The plan for the school is economically viable, based on a review of the school's proposed budget of projected revenues and expenditures for the first 3 years, the plan for starting the school, and the major contracts planned for equipment and services, leases, improvements, purchases of real property and insurance, and enrollment of no less than 200 students at full enrollment and no less than 100 students during the first 2 years of operation or for a school with an enrollment preference to primarily serve special needs students;*

Mr. Medaglio and Mr. Humphrey met with Darnell Sulaiman of Auphsite Consulting on January 23 for a debriefing on the forensic audit. We have also met with the accounting firm of Maille LLP (who are EastSide's auditors), to discuss the Auphsite audit and possible follow up studies on that and other issues. We have not completely determined the extent of other studies we may do but at the present we are focusing on making sure our present policies and procedures are appropriate. We have asked Maille to give us a proposal to review and advise with respect to our current policies and procedures and we expect to engage them to do that.

All financial accounts outside the state system have been closed. The WSFS checking account tied to the second mortgage on our 1101 Delaware Avenue property has been closed with a zero balance. The principal balance on the first WSFS mortgage loan is \$3,374,460, maturing 5/1/2018 with a 5.5% variable rate. The principal balance on the second WSFS mortgage loan is \$387,419, maturing on 1/3/2016 with a 5.5% variable rate. All payments to WSFS are current.

A review of the school's financial results through 12/31/14 shows revenues of \$11,712,569.85 (which includes carryover balances from June 30, 2014 of approximately \$2.9MM), representing 100.1% of expected budget, and expenses of \$6,926,193.38 representing 56% of expected budget. Each expense category is being evaluated to determine opportunities to reduce cost as a way to offset higher expenses related to legal and audit services. Our preliminary view is that there are sufficient cost reduction opportunities that will allow us to meet our budget, without negatively impacting academic outcomes.

## **8. Administrative Operations (14 Del. C. Sec. 512 (9))**

See above for text of statute and See response to Item 2 above

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**9. Material fraud on the DOE by the School or its representatives;  
Misappropriation of federal, state and local funds (14 Del. C. Sec. 516(1))**

*§ 516 Revocation criteria.*

*Approved charters shall be subject to revocation or probation, after the exercise of due diligence and good faith, only for the following reasons:*

*(1) The school, or its representatives, has committed a material fraud on the approving authority or misappropriated federal, state or local funds;*

All information concerning past possible criminal violations by FFA personnel has been referred to the Delaware Attorney General's Office.

**10. Explain why sudden and significant changes to the Board and School leadership will not have an adverse effect on the continuity of the academic program's success and approved school policies, including FFA's:**

**Mission (14 Del. C. Sec. 512 (3))**

*The mission statement, goals and educational objectives are consistent with the description of legislative intent set forth in § 501 of this title and the restrictions on charter school operations set forth in § 506 in this title;*

Family Foundations was started in 2006 with the goal to "Actively engage families in their child's academic life consistently". Their mission statement reads:

"To acknowledge the learning differences of each individual child and nurture the uniqueness of each family structure."

The existing staff of Family Foundations is well versed and experienced in fulfilling the academic and cultural mission of the school's charter. The changes in school leadership will only serve to strengthen the extent to which the school fulfills its stated mission. All internal stakeholders – teachers, staff, parents, and students work hand in hand to ensure that each child receives a high quality education each academic day.

**Student performance education plan (14 Del. C. Sec. 512 (4)-(5))**

(4) The school has set goals for student performance and will utilize satisfactory indicators to determine whether its students meet or exceed such goals and the academic standards set by the State. The indicators shall include the assessments required for students in other public schools, although the charter school may adopt additional performance standards or assessment

requirements, and shall include timelines for the achievement of student performance goals and the assessment of such performance;

(5) The school proposes a satisfactory plan for evaluating student performance and procedures for taking corrective action in the event that student performance at the charter school falls below such standards which are reasonably likely to succeed;

Family Foundations will continue to institute unit and interim assessments to assess content mastery and academic progress of all students. Each formal and informal assessment will be aligned to Common Core Standards in preparation for this Spring's Smarter Balanced Assessment. The school will continue to implement its RTI program to regularly determine students in academic need, and design and implement individualized interventions to be led by a combination of each student's teacher, teacher's aides, and paraprofessionals.

### **Curriculum (14 Del. C. Sec. 512 (6))**

*(6) The school's educational program, including curriculum and instructional strategies, has the potential to improve student performance; and must be aligned to meet the Delaware Content Standards and state program requirements, and in the case of a charter high school, state graduation requirements. High school programs must provide driver education. The educational program at all charter schools must include the provision by the school of extra instructional time for at-risk students, summer school and other services required to be provided by school districts pursuant to the provisions of § 153 of this title. A previously approved charter school may continue to operate in compliance with the terms of its current approval, but its charter shall not be renewed unless the school shall submit an application for renewal in full compliance with the requirements of this subsection;*

For the remainder of the 2014-2015 school year, Family Foundations will continue to use the current academic curriculum (Math: Go Math and Big Ideas - K-5 and 6-8, respectively; and ELA: Treasures and SpringBoard, K-5 and 6-8, respectively) as approved by CSAC on November 20, 2014 with direct oversight by Dr. Browne and the FFA leadership team. Beginning with the 2015-2016 school year, we hope to have a minor modification approved (if necessary) for Family Foundations to use the EngageNY math and Reading curricula for Grades K-5 and the Springboard curriculum for grades 6-8. Both curricula are aligned to the Common Core Stat Standards, provide a strong amount of rigor and differentiation, and were approved by CSAC in EastSide Charter School's 2015 charter renewal application (See Appendix for examples of the curriculum). All teachers will attend training over the summer and utilize support from EastSide teachers and leaders where appropriate and needed.

In addition, to improve the quality of instructional planning and delivery, curriculum design and implementation, and student supports, FFA intends to apply for a minor modification to use the Teaching Excellence Framework as an alternative to the State's teacher evaluation system (DPASII). It is our hope to implement this highly successful program beginning with the 2015-2016 school year, and to include FFA in the ongoing training and implementation provided by the Delaware Charter Collaborative (Kuumba Academy, EastSide, Prestige Academy, and Thomas Edison Charter School) that has piloted and instituted this program over the last two years.

**Implementation of appropriate strategies to accommodate the needs of at risk students and those needing special education services (14 Del. C. Sec. 512 (7))**

We believe that this move in governance and leadership will improve the extent to which Family Foundations accommodates the needs of all of its students, particularly those who are at risk or in need of special education services. Katelyn Whelan, the Dean of Special Education at EastSide will support Jennifer Cippola, the Director of Special Education at Family Foundations. By collaborating, sharing best practices, and filling any gaps in the special education program, we are confident that the delivery of such services will improve, thus enhancing student achievement and ensuring compliance with all special education laws.

**Student discipline plan (14 Del. C. Sec. 512 (11))**

***(11) The procedures the school plans to follow to discipline students and ensure its students' adherence to school attendance requirements comply with state and federal law;***

The administrative change at the Board and school leadership level will enhance the school's discipline plan and adherence to attendance requirements. The leadership team of the school will be attuned to all trends related to climate and attendance and implore best practices to fill any and all gaps. The Board of Directors reviews climate data and attendance data accompanied by a report by the Executive Director of the school, to ensure quality and effective implementation of quality improvement initiatives.

Very truly yours,



Charles S. McDowell  
President

## EXHIBIT A

### Family Foundations Academy Officers; Standing Board Committees\* Revised January 20, 2015

Officers:

President – Charles S. McDowell  
Vice President – Jocelyn Stewart  
Treasurer – Thomas C. Humphrey  
Secretary – Charles Toliver, IV

School Executive Director:

Lamont W. Browne, Ed.D.

<p><u>Executive:</u> President – Charles S. McDowell Vice President – Jocelyn Stewart Treasurer – Thomas C. Humphrey Secretary – Charles Toliver, IV</p>	<p><u>Finance and Facilities:</u> Tom Humphrey, Chair Nick Medaglio <i>Mike Hare</i></p>
<p><u>Governance:</u> Jocelyn Stewart, Chair Charles Toliver Jason Casper</p>	<p><u>Interim Citizen Budget Oversight Committee</u> Nathania Thompson Kenny Gatson Darryl Parson Dr. Lamont Browne Jason Casper Jennifer Nagourney (DOE Representative)</p>
<p><u>Legal Affairs:</u> Charles Toliver, IV</p>	<p><u>CBOC Selection Committee</u> School Director (Dr. Lamont Browne) Finance Committee Chair (Tom Humphrey) One teacher to be designated by School Director Two parents/community members to be designated by School Director</p>
<p><u>Human Resources:</u> Jocelyn Stewart, Chair</p>	<p><u>Audit:</u> <i>Donna Mitchell</i> Parent Representative (TBD)</p>
<p><u>Parent Liaison:</u> School Executive Director (Dr. Lamont Browne) Parent representative (TBD)</p>	
<p><u>Faculty Liaison:</u> Jason Casper</p>	

\*President of the Board is an *ex officio*, voting, member of all committees  
Executive Director of the School is an *ex officio*, non-voting member of all committees  
*Non Board members are indicated by italics.*

## **EXHIBIT B**

### **EASTSIDE CHARTER SCHOOL/EASTSIDE COMMUNITY LEARNING CENTER FOUNDATION**

**BUSINESS OR PROFESSIONAL INTERESTS**  
**BOARD MEMBER**  
Board members have outside business or professional interests. Board members, however, may not make a profit in any way in their outside employment or business interests from their service on this organization's board of directors. During board meetings, board members shall disclose any conflict of interest involving an issue before the board. While they may participate in discussion of the issue, they shall not vote.

### **GIFTS, GRATUITIES**

Board members will not accept gifts, gratuities, trips, personal property, or other items of value from an outside person or organization as an inducement to do business or provide services.

### **PERSONAL BELIEFS**

Board members hold a wide range of personal beliefs, values, and commitments. These can present a conflict of interest if they prevent board members from acting for the benefit of the full organization, from carrying out their responsibilities as board members, if board members attempt to use their board office to further their personal interests, or to convince other board members, the administrator, or staff to act upon the board member's wishes.

### **USE OF STAFF**

Board members should not abuse their office by using this nonprofit's staff, services, equipment, or property for their personal or family gain.

**EASTSIDE CHARTER SCHOOL/EASTSIDE Community Learning Center Foundation**

**ANNUAL DISCLOSURE STATEMENT FOR BOARD**

**MEMBERS**

**2013**

EastSide Charter School and EastSide Community Learning Center Foundation have certain conflict of interest rules. In addition, certain relationships may have to be disclosed on the annual federal tax reports that these entities are required to file. Finally, certain relationships or past criminal activities may disqualify a person from serving as a Board member of the School. This annual disclosure form is intended to address these various requirements.

1. Do you have any family relationship or business relationship with any director or key employee of the School or Foundation?  Yes  No

If "Yes", explain below:

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2. Do you, or does any member of your family, have any ownership or financial interest in, or receive any remuneration or income from, the School or Foundation or any organization with which the School or Foundation has business dealings?  Yes  No

If your answer is "yes," please supply the following information:

Name of the organization in which such interest is held, the person(s) by whom such interest is held and the nature and amount of each financial interest, remuneration, or income:

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3. On average, how many hours per week do you devote to:  
School matters \_\_\_\_\_?  
Foundation matters (e.g., fundraising or buildings and grounds) \_\_\_\_\_?

4. By signing this disclosure statement below I affirm that:
- a. I have read the attached Conflict of Interest policy and agree to abide by its terms during my tenure as a board member or officer of East Side Charter School and East Side Community Learning Center Foundation;
  - b. I have never been convicted of any felony offense or of any crime against a child in Delaware or any other jurisdiction; and
  - c. I am not prohibited from being employed by a public school pursuant to Section 8563 of Title 11 of the Delaware Code regarding the Child Abuse Registry.

\_\_\_\_\_  
Print Board Member's Name \_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

Revised July 15, 2011

## EXHIBIT C

### EASTSIDE CHARTER SCHOOL CONSULTING AGREEMENT WITH FAMILY FOUNDATIONS ACADEMY

This Consulting Agreement entered into as of the \_\_ day of \_\_\_\_\_, 2015 between Family Foundations Academy (Family Foundations) and EastSide Charter School (Consultant).

Whereas, Family Foundations is a public charter school under Delaware law serving approximately 830 K to 8th grade students and wishes to obtain the services of Consultant to assist with the operation of its school;

Whereas, Consultant is also a public charter school under Delaware law serving preK to 8th grade students and is willing to provide consulting services to Family Foundations as hereinafter provided;

Now Therefore, the parties hereto hereby agree as follows:

1. Consultant will provide the services and will receive the compensation described in Exhibit A. Consultant will submit monthly invoices detailing services provided for review and approval by the Chair of the Family Foundations Finance Committee.
2. Consultant is thoroughly familiar with the confidentiality requirements of the Family Educational Rights and Privacy Act of 1974, as amended, and Family Foundations' policies concerning access to educational records and confidentiality of student records and agrees that its employees will comply with all of their respective provisions with respect to information about Family Foundations' students. Consultant shall defend, indemnify and hold Family Foundations harmless from all liability associated with any breach of this provision by Consultant.
3. Term. The parties acknowledge that services under this agreement commenced on or about January 12, 2015. This Agreement shall apply to the period ending June 30, 2016.

The parties hereto have entered into this Agreement as of the date first set out above.



<p>EastSide Charter School</p> <p>By: _____ Lamont W. Browne, Ed.D. Executive Director</p>	<p>Family Foundations Academy</p> <p>By: _____ Charles S. McDowell President Board of Directors</p>
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EXHIBIT A

**EastSide Charter School  
Consulting Proposal for Family Foundations Academy**

**Staffing/Personnel/Services**

- Provide the services of Lamont W. Browne, Ed.D. to serve as Executive Director of Family Foundations Academy with total responsibilities of a Director of a Delaware charter school including monthly reports to the Board of Directors
- Provide the services of Nicholas Medaglio to serve as Director of Finance and Operations of Family Foundations Academy with total responsibilities for all business functions of the School including monthly reports to the Board of Directors
- Review all academic and administrative functions of Family Foundations and make changes as necessary to ensure a successful school operation
- Provide the services of EastSide Special Education and other educational specialists as necessary to supervise the corresponding functions at Family Foundations
- Provide the services of EastSide Business Office personnel as necessary to supervise the Business Office functions of Family Foundations
- Take all steps necessary to satisfy conditions to charter renewal imposed by the Delaware Department of Education to get Family Foundations off of “Formal Review”
- Ensure that Family Foundations complies with all legal requirements applicable to Delaware charter schools
- Plan for the 2015-2016 school year, including completing build out of “Central Office” of EastSide employees to serve both EastSide and Family Foundations
- Successful implementation of “Central Office” structure and completion of successful Family Foundations school operation for 2015-2016 school year.

**Compensation**

For all of the services above, Family Foundations shall pay a fixed sum of \$168,256 for the period ending June 30, 2015, payable in 6 substantially equal installments on the last day of January and of each month thereafter through June 30, 2015. This amount has been calculated as the sum of

- (i) a pro rata share\* of the salaries of Lamont Browne and Nick

- Medaglio, plus stipends to be paid to each of them, including all Other Employment Costs, for the period through June 30, 2015; plus
- (ii) stipends committed to other EastSide employees for services at Family Foundations, including all Other Employment Costs; plus
  - (iii) stipends or additional salaries committed to other EastSide employees (existing or new) for additional services to be performed at EastSide to fill in for the loss of services by Dr. Browne and Mr. Medaglio, including all Other Employment Costs.

On or about June 30, 2015, EastSide will present an accounting of actual costs incurred with respect to items (i), (ii) and (iii) above through June 30, 2015 and the final monthly installment due June 30, 2015 will be adjusted accordingly but the total fixed fee for the 6 month period will not exceed \$168,256. In addition, Family Foundations shall reimburse EastSide for any bonuses (including all Other Employment Costs) paid to EastSide employees for work performed at Family Foundations for the period ending June 30, 2015. This amount, not to exceed 10% of the fixed sum above, will be billed no later than July 30, 2015 and shall be payable within 10 days of billing.

For all of the services for the school year 2015-2016, Family Foundations shall pay a fixed sum equal to its pro rata share (based on relative number of students at FFA and at all schools served by the Central Office using September 30 count date numbers) of the total compensation cost and other allocable costs for the Central Office. The Central Office will contain personnel providing the same services that are being provided in the 2014-2015 school year and may contain other services not now provided but which EastSide demonstrates to FFA can be more efficiently and effectively provided on a Central Office basis (e.g., reading specialist, school psychologist) because the sharing of cost is less expensive than each school hiring that service on its own, payable in 12 substantially equal installments on the last day of July, 2015 and of each month thereafter through June 30, 2016, plus bonuses not to exceed 10% of the fixed sum calculated for the 2015-2016 school year, to be billed and paid as above for 2014-2015..

\*Pro rata formula equals period of time (e.g., 6 months out of a twelve month year or 50%) times ratio of students at FFA to total students at FFA and EastSide combined (i.e.,  $830 / (830 + 480)$  or 63.36%) times the applicable compensation cost.